



Hear For You Limited  
ABN 26 131 365 298

The Australian Hearing Hub  
16 University Ave  
Macquarie University NSW 2109

PO Box 1710  
Macquarie Centre NSW 2113

## Notice of Extraordinary General Meeting

Notice is hereby given that an extraordinary general meeting of the members of Hear for You Limited (**Company**) will be held virtually as follows:

**Date and Time** 6:00pm (AEST) on Monday, 30 August 2021

**Location** Zoom webcast: Meeting ID: 895 0433 0486 - Passcode: 975722

The temporary legislative relief permitting fully virtual meetings of Australian companies during much of the past 12 months expired on 21 March 2021 and has not been renewed by the Australian Parliament. However, on 29 March 2021 ASIC adopted a 'no-action' position in relation to the convening and holding of virtual meetings. This facilitates companies to hold meetings using appropriate technology and give electronic notice of meetings including supplementary notices.

Accordingly, due to the ongoing restrictions around gatherings due to COVID-19, this meeting will be held virtually via a live Zoom webcast.

Members are strongly encouraged to participate in this meeting by submitting their vote in advance either directly or by proxy; or alternatively, by attending the meeting electronically.

An Explanatory Memorandum is attached to, and forms part of, this Notice. The resolutions in this Notice should be read in conjunction with the Explanatory Memorandum.

All members will have an opportunity to view the meeting, vote and ask questions online.

Members are also encouraged to submit questions in advance of the Meeting to the Company Secretary at [carl.moser@hearforyou.com.au](mailto:carl.moser@hearforyou.com.au).

The Company will also provide an opportunity to ask questions during the meeting.

The items of business are set out below.

### **RESOLUTION 1 – TRANSFER OF BUSINESS AND ASSETS TO TSC**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*"That members approve the transfer of the business and all of the assets of the Company to The Shepherd Centre – For Deaf Children (ABN 61 000 699 927) (**TSC**) pursuant to a merger deed to be entered into between the Company and TSC (**Merger Deed**), and as further detailed in the Explanatory Memorandum and in the form agreed to by the directors of the Company".*

### **Voting Exclusion Statement:**

For the reasons set out in the Explanatory Memorandum, the Company will disregard any votes cast in favour of this Resolution 1 by or on behalf of any of the following members:

- Dan Jarvis;

- David Brady;
- John Lui;
- Olivia Andersen and her associates, being Thomas Andersen, Malcolm Gemmell, Belinda Gemmell, Angus Gemmell, Sophie Coombes (nee Gemmell), Forbes Gemmell and Maureen Haughton.

However, the Company need not disregard a vote cast in favour of this Resolution 1 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution 1, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution 1, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides.

## **RESOLUTION 2 – CHANGE OF COMPANY NAME**

To consider and, if thought fit, pass the following resolution as a **special resolution**:

*“That subject to the passing of Resolution 1 and completion under the Merger Deed occurring, for the purposes of section 157 of the Corporations Act 2001 (Cth) (**Corporations Act**) and for all other purposes, members approve the change of the Company’s name from Hear For You Limited to ACN 131 365 298 Ltd.”*

## **OTHER MATTERS – DEREGISTRATION OF COMPANY**

It is intended that, subject to completion occurring under the Merger Deed, the Company will be voluntarily deregistered as soon as possible after completion.

Therefore, members are asked to consider and, if thought fit, sign the following member’s consent attached at **Annexure A** and return it to Carl Moser, Company Secretary, in person or by email at [carl.moser@hearforyou.com.au](mailto:carl.moser@hearforyou.com.au), as soon as possible:

*“I hereby provide my consent as a Member to the voluntary deregistration of the Company pursuant to section 601AA of the Act, subject to:*

- (a) *Completion; and*
- (b) *the directors of the Company being satisfied that the Company will meet the requirements for voluntary deregistration under section 601AA(2) of the Act.*

Kind regards

Yetta Abrahams

Chair

7 August 2021