



Notice of Annual General Meeting and explanatory memorandum

Touch Ventures Limited

ACN 612 559 958

Date: Thursday 4 May 2023

Time: 11.00 am (Melbourne time)

Place: Holding Redlich, Level 8, 555 Bourke Street, Melbourne VIC
3000 and via virtual technology

IMPORTANT INFORMATION

Hybrid meeting arrangements

Touch Ventures Limited (**TVL** or the **Company**) advises that it will hold its 2023 Annual General Meeting of shareholders on Thursday 4 May 2023 at 11:00am (Melbourne time) (**Meeting**).

The Meeting will be held in a hybrid format. Accordingly, shareholders can attend:

- (a) **In person:** at Holding Redlich, Level 8, 555 Bourke Street Melbourne VIC 3000; or
- (b) **Virtually:** via the Link Market Services online meeting platform, available at: <https://meetings.linkgroup.com/TVL23>.

To participate, you will need a desktop or mobile/tablet device with internet access. When you log onto the online platform to register to attend the Meeting, enter your name, mobile number, email address and participant type. The portal will open 30 minutes prior to the start of the Meeting.

To vote or ask questions, you will need to provide your details (including SRN or HIN) to be verified as a shareholder. You can access a voting card by clicking on the vote button and the top and bottom of the screen. Voting will open at the start of the Meeting.

Shareholders can view the Meeting live, ask questions verbally or via a live text facility, and cast votes at the appropriate times while the Meeting is in progress.

Shareholders, proxies, and corporate representatives can listen to the Meeting and ask questions.

Further details on how to participate via the online portal are set out in the Virtual Online Meeting Guide which can be found under the 'Downloads' section of the online meeting platform. If you require assistance, please call Link Market Services on +61 1800 990 363.

If Shareholders are unable to attend the Meeting virtually or in person, they are encouraged to return the Proxy Form to the Company in accordance with the instructions on the form.

Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person or virtually, should they elect to do so.

Questions from Shareholders

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, KPMG, in relation to the conduct of the external audit for the year ended 31 December 2022 or the content of its audit report. Please send your questions via email to:

The Company Secretary
Touch Ventures Limited
Alyn.Tai@holdingredlich.com

Written questions must be received by no later than **5.00pm (Melbourne time) on Thursday 27 April 2023**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Meeting to ask questions about, or make comments upon, matters in relation to the Company, including the Company's Remuneration Report for the year ended 31 December 2022.

During the course of the Meeting, the Chairman will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to them. However, there may not be sufficient time to answer all questions at the Meeting. Please note that individual responses may not be sent to shareholders.

VOTING INFORMATION

Voting by proxy

- (a) A shareholder entitled to attend and vote at the Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the Meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.
- (e) A proxy form accompanies this Notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this Notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power or authority by **11.00 am (Melbourne time) on Tuesday 2 May 2023** at the share registry, Link Market Services Limited, as follows:

Online	https://investorcentre.linkmarketservices.com.au/
By post	Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
By personal delivery	Link Market Services Limited Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150; or Level 12, 680 George Street, Sydney NSW 2000
By facsimile	+61 2 9287 0309

Entitlement to vote at the Annual General Meeting

A determination has been made by the Board under regulation 7.11.37 of the *Corporations Regulations 2001* that the persons eligible to vote at the Annual General Meeting are those who are registered shareholders of the Company as at **7.00pm (Melbourne time) on Tuesday 2 May 2023**, subject to any applicable voting exclusion.

Proxy voting by the Chairman

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth) imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel.

The Chairman of the Meeting intends to vote all available undirected proxies in favour of each item of business.

If you complete a Proxy Form that authorises the Chairman of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chairman to exercise your proxy on Resolution 1.

In accordance with this express authority provided by you, the Chairman will vote in favour of Resolution 1. If you wish to appoint the Chairman of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the Proxy Form.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, he or she will not vote your proxy on those resolutions.

NOTICE OF 2023 ANNUAL GENERAL MEETING

Notice is given that the 2023 Annual General Meeting of Touch Ventures Limited ACN 612 559 958 (the **Company**) will be held at Holding Redlich, Level 8, 555 Bourke Street, Melbourne VIC 3000 and via virtual technology on Thursday 4 May 2023 at 11.00 am (Melbourne time)

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting.

Financial and related reports

Item 1	Financial and related reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 31 December 2022.

Adoption of Remuneration Report (non-binding resolution)

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
Description	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2022 Annual Report and is available from the Company's website (https://investors.touchventures.com/Investors/).</p> <p>In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.</p>
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>"THAT the Remuneration Report of the Company and its controlled entities for the year ended 31 December 2022 be adopted."</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on this resolution:</p> <ul style="list-style-type: none">(a) by or on behalf of a member of Key Management Personnel (KMP) named in the remuneration report for the year ended 31 December 2022, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and(b) as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party. <p>However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution:</p> <ul style="list-style-type: none">(c) in accordance with the directions of how to vote on the Proxy Form; or(d) by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.

Re-election of Director

Resolution 2	Re-election of Ms Sophie Karzis as Director
Description	Ms Sophie Karzis, who was appointed as a Director on 23 May 2016, retires as a Director in accordance with rule 47(a) of the Company's Constitution and, being eligible, offers herself for re-election.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Ms Sophie Karzis, who retires as a Director in accordance with rule 47(a) of the Company's Constitution and, being eligible, offers herself for re-election, be re-elected as a Director of the Company."</i>

Dated: 31 March 2023

By order of the Board of Touch Ventures Limited



Alyn Tai
Company Secretary

EXPLANATORY MEMORANDUM TO NOTICE OF 2023 ANNUAL GENERAL MEETING

Financial and related reports

Item 1	Financial and related reports
Explanation	<p>Section 317 of the Corporations Act requires the Company's financial report, Directors' report and auditor's report for the financial year ended 31 December 2022 to be laid before the Company's Annual General Meeting. There is no requirement for a formal resolution on this item. The financial report contains the financial statements of the consolidated entity consisting of Touch Ventures Limited and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2022 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2022 Annual Report is available from the Company's website (https://investors.touchventures.com/Investors/).</p> <p>The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 31 December 2022, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of KPMG in relation to the conduct of the audit.</p>

Adoption of Remuneration Report (non-binding resolution)

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
Explanation	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2022 Annual Report and is available from the Company's website: (https://investors.touchventures.com/Investors/).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> ▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; ▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and ▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives. <p>The vote on this item is advisory only and does not bind the Directors. However, the Board will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p>
Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.

Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.
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Re-election of Director

Resolution 2	Re-election of Ms Sophie Karzis as Director
Explanation	<p>Rule 47(a) of the Company's Constitution states that a Director must retire from office no later than the longer of:</p> <p>(a) the third annual general meeting of the Company; or</p> <p>(b) 3 years,</p> <p>following that Director's last election or appointment.</p> <p>Ms Sophie Karzis was appointed as Director of the Company on 23 May 2016, and was re-elected by shareholders at the Company's annual general meeting on 10 December 2020. Ms Karzis has not since been re-elected by shareholders.</p> <p>Accordingly, Ms Karzis is required to retire and stand for re-election under rule 47(a), this Meeting being the third annual general meeting since her last election.</p> <p>Ms Sophie Karzis therefore retires as Director in accordance with rule 47(a) of the Constitution, and, being eligible, offers herself for re-election as a Director.</p>
About Ms Sophie Karzis	<p>Sophie is a corporate and commercial lawyer who is experienced in the areas of equity capital markets, mergers and acquisitions, and corporate governance for ASX-listed entities. Sophie acts as company secretary and general counsel for a number of ASX-listed and unlisted entities.</p> <p>Sophie is a member of the Law Institute of Victoria and the Governance Institute of Australia, has a Bachelor of Jurisprudence and a Bachelor of Laws degree, and is based in Melbourne.</p>
Board Recommendation	The Board, with Ms Karzis abstaining on making a recommendation, recommends that shareholders vote in favour of Resolution 2.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 2.

DEFINITIONS

ASX	Means ASX Limited (ACN 008 624 691) or the securities exchange operated by ASX Limited (as the context requires).
Board	Means the board of Directors of the Company.
Corporations Act	Means the <i>Corporations Act 2001</i> (Cth).
Company	Means Touch Ventures Limited ACN 612 559 958
Constitution	Means the constitution of the Company.
Closely Related Party (of a member of KMP of an entity)	Has the definition given to it by section 9 of the Corporations Act, and means: a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this definition.
Director	means a director of the Company.
Key Management Personnel or KMP	Means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
Meeting	Means the annual general meeting convened by the Company the subject of this Notice.