

Police & Nurses Ltd
ACN 087 651 876

Direct Voting Regulations

1. Introduction and purpose

The constitution of Police & Nurses Ltd ACN 087 651 876 was amended at the AGM held in 2017 to permit “direct voting”. Direct voting enables a member to vote on a resolution directly without the need to appoint a proxy, or attend in person.

Rule 12.7(2) of the constitution specifies that a “direct vote” includes a vote delivered to the company by post, online, or by other electronic means approved by the directors.

Rule 12.7(3) of the constitution specifies that the directors may prescribe regulations in relation to direct voting, including specifying the form, method and timing of giving a direct vote in order for the vote to be valid.

These regulations are based on regulations formulated by the Governance Institute of Australia.

2. Votes by members

2.1 Means of voting

Votes by members at a meeting may be given:

- (a) personally at the meeting;
- (b) by proxy or corporate representative at the meeting; or
- (c) by a valid notice of their voting intention (**Direct Vote**).

2.2 One vote

A member may only vote by one of the permitted methods in regulation 2.1 in respect of a share.

If a member casts a Direct Vote on a particular resolution they are taken to have revoked the authority of a previously authorised proxy to vote on their behalf on that resolution.

2.3 Priority of votes

If a member attempts to cast more than one vote on a particular resolution in respect of the same share, only the last vote received by the returning officer is to be taken to have been cast, irrespective of whether the vote is by way of Direct Vote or proxy.

If a member purports to simultaneously vote on a resolution by way of a Direct Vote and proxy, the vote will be deemed to be a Direct Vote and the proxy appointment will be invalid.

3. Direct Votes

3.1 Direct voting

Pursuant to regulation 2.1 a member is entitled to cast a Direct Vote prior to the relevant general meeting.

Every member who is entitled to vote at that general meeting is entitled to cast a Direct Vote.

3.2 Execution of direct voting instrument

If sent by post, the Direct Vote must be signed by the member or, if the member is a corporation, either under seal or by a duly authorised officer, attorney or representative.

If sent by electronic transmission the Direct Vote is to be taken to have been signed if it has been signed or authorised by the member in the manner approved by the directors or specified in the notice of meeting. This would include submitting the direct voting form online.

A Direct Vote includes any form of vote that the directors may prescribe or accept including by any electronic means.

3.3 Deposit of instrument

No later than the date and time specified for receipt of proxy forms for the relevant general meeting, an adjourned meeting or a poll at which a person proposes to cast a notice of their voting intention, there must be received at such place as is specified for that purpose in the notice of meeting, or electronic or online address specified for that purpose in the notice of meeting:

- (a) notice of their voting intention; and
- (b) any authority or power under which the Direct Vote was signed or a certified copy of that power or authority.

3.4 Form of the Direct Vote

A notice of a voting intention is valid if it contains the following information:

- (a) the member's name and address or any applicable identifying notations such as the holder identification number or similar approved by the directors or specified in the notice of meeting; and
- (b) the member's voting intention on any or all of the resolutions to be put before the meeting.

3.5 Validity

A vote cast in accordance with a Direct Vote is valid even if before the relevant meeting to which the vote relates the member:

- (a) died
- (b) became of unsound mind, or
- (c) wishes to change their vote,

unless written notification of the relevant event is received at the company's registered office before the meeting, adjourned meeting or the taking of the poll in respect of which the Direct Vote was cast.

3.6 Chair's decision

The Chair's decision as to whether a Direct Vote is valid is conclusive.

3.7 Attendance by member who has cast a Direct Vote

A person who has cast a Direct Vote is entitled to attend the meeting. The member's attendance cancels the Direct Vote, unless the member instructs the company or, at its instruction, the company's share registry otherwise.

4. Counting of direct votes

4.1 Count

If a vote is taken at a meeting on a resolution on which a Direct Vote was cast, the Chair of the meeting must:

- (a) on a vote by show of hands, exclude, for the purposes of Rule 12.2 of the constitution, each member who has submitted a Direct Vote for or against the resolution; and
- (b) on a poll, count the votes cast by each member who has submitted a Direct Vote directly for or against the resolution, by the number of shares held by each member.

4.2 Call for a poll

The Chair of a meeting should call for a poll on a resolution where he or she believes that, having regard to the Direct Votes cast or directed proxies received, the result may differ from that obtained on a show

of hands.

4.3 Certificate of Direct Votes cast

The Chair of a meeting must ensure that a certificate signed by the returning officer of Direct Votes received is available at the meeting ahead of any vote being taken.

5. Disclosure of Direct Votes

Before a members' meeting votes on a resolution, the Chair must in accordance with Rule 12.1(2)(a) of the constitution inform the meeting of the results of any direct voting. The procedure adopted will be the same as for the identification of proxy votes.

6. Amendment to these regulations

These regulations may be amended or replaced at any time by the Board.

These regulations were approved by the Board on 27 August 2018.