

## Notice of Annual General Meeting & Explanatory Memorandum

### Viento Group Limited ACN 000 714 054

To be held virtually on: 26 April 2022  
Commencing: 11am AEST

In light of the continuing uncertainty and potential restrictions on public gatherings in response to the COVID-19 pandemic, the Annual General Meeting (AGM) will be conducted as a virtual (online) meeting rather than at a physical location.

More information regarding online participation at the AGM (including how to vote and ask questions online during the AGM) is set out in **Section C** of this Notice of Annual General Meeting.

**Important Information**

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

## Important dates and times

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Item	Event	Date
1.	Date of this Notice of Meeting	31 March 2022
2.	Last time and date by which the proxy form for the Annual General Meeting can be lodged	11:00am AEST, 24 April 2022
3.	Time and date for determining eligibility to vote at the Annual General Meeting	7:00pm AEST, 24 April 2022
4.	Time and date of the Annual General Meeting	11:00am AEST, 26 April 2022

\*Dates are indicative only and subject to change.

## Section A - Glossary

<b>Annual General Meeting or AGM</b>	The virtual (online) annual general meeting of Shareholders convened by the Notice of Meeting.
<b>ASIC</b>	The Australian Securities & Investments Commission.
<b>Board</b>	The board of Directors of the Company.
<b>Business Day</b>	Monday to Friday inclusive, except for public holidays.
<b>Chairman</b>	The chair of the General Meeting.
<b>Company or Viento Group Limited</b>	Viento Group Limited ACN 000 714 054.
<b>Constitution</b>	The current constitution of the Company.
<b>Corporations Act</b>	The <i>Corporations Act 2001</i> (Cth) for the time being in force together with the <i>Corporations Regulations 2001</i> (Cth).
<b>Directors</b>	The directors of the Company.
<b>Explanatory Memorandum</b>	The information set out in <b>Section D</b> of this Notice of Meeting.
<b>Glossary</b>	The glossary contained in this <b>Section A</b> to this Notice of Meeting.
<b>Notice of Annual General Meeting</b>	The notice of Annual General Meeting set out in <b>Section B</b> of this Notice of Meeting.
<b>Notice of Meeting</b>	This notice of meeting including the Notice of Annual General Meeting, Explanatory Memorandum and the Schedules, and the Proxy Form.
<b>Proxy Form</b>	The proxy form accompanying the Notice of Meeting.
<b>Resolution</b>	The Resolutions set out in the Notice of Meeting.
<b>Section</b>	A section of this Notice of Meeting.
<b>Share or Shares</b>	The ordinary shares in the Company.
<b>Shareholder</b>	A holder of one or more Shares.

## Section B – Notice of Annual General Meeting

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### Time and place

Notice is hereby given that the Annual General Meeting (AGM) will be held as follows:

- Held virtually on: Tuesday 26 April 2022
- Commencing at: 11am AEST

In light of the continuing uncertainty and potential restrictions on public gatherings in response to the COVID-19 pandemic, the AGM will be conducted as a virtual (online) meeting rather than at a physical location.

The AGM can be accessed virtually by sending an email to [vientoagm@arowanaco.com](mailto:vientoagm@arowanaco.com) by 11.00am (AEST) on 25 April 2022 with your Holder's Name, Address and SRN and the Company will allocate you a link for the meeting. Shareholders will be able to vote and direct questions to the Chairman by choosing to participate in the AGM virtually.

More information regarding online participation at the AGM (including how to vote and ask questions online during the Meeting) is set out in **Section C** of this Notice of General Meeting.

### Entitlement to vote

For the purposes of determining entitlements to vote at the AGM, persons who are the registered holders of fully paid ordinary shares in the Company at 7:00pm AEST, on 24 April 2022, will be treated as Shareholders of the Company. If you are not the registered holder of a share in the Company at that time, you will not be entitled to vote in respect of that share at the AGM.

### Explanatory Memorandum

The Explanatory Memorandum in **Section D** which accompanies and forms part of this Notice of Annual General Meeting describes the matters to be considered at the AGM.

### Defined terms

Terms used in this Notice of General Meeting have the meaning given to them in the Glossary in **Section A** of this Notice of Meeting.

## ITEMS OF BUSINESS

### Financial statements and reports

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To receive and consider the Company's annual financial reports, including the Directors' Report and audit report for the financial years ended on:

- 30 June 2015;
- 30 June 2016;
- 30 June 2017;
- 30 June 2018;
- 30 June 2019;
- 30 June 2020; and
- 30 June 2021.

## **Resolution 1: Approval for change of Company name**

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

*"That, for the purposes of section 157 of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to 'Elevate Money Limited.'"*

### **Short explanation**

This Resolution is required under section 157 of the Corporations Act to approve the Company changing its name. The reasons for the change of name are described in the Explanatory Memorandum accompanying this Notice of Meeting.

## **Resolution 2: Amendments to the Constitution – change of Company name**

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

*"That, subject to the passage of Resolution 1, and in accordance with section 136(2) of the Corporations Act, the Company's Constitution be modified such that all references to the Company's name be amended to reflect the Company's new name, Elevate Money Limited."*

### **Short explanation**

Resolution 1 of this Notice of Meeting proposes that the name of the Company be changed to 'Elevate Money Limited'. Amending the Company's Constitution to reflect the name change requires approval by Shareholders via a special resolution in accordance with section 136(2) of the Corporations Act. This resolution is conditional upon Resolution 1 being approved by the required majority.

## **Resolution 3: Approval of Share Consolidation**

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

*"That, pursuant to section 254H of the Corporations Act, and for all other purposes, the issued capital of the Company be consolidated on the basis that every one hundred (100) Shares be consolidated into one (1) Share, and where this consolidation results in a fraction of a Share being held, the Company be authorised to round that fraction up to the nearest whole Share."*

### **Short explanation**

This Resolution is required under section 254H of the Corporations Act to approve the Share Consolidation. The reasons for the Consolidation are described in the Explanatory Memorandum accompanying this Notice of Meeting.

## **Resolution 4: Re-election of director – Mr Michael Hui**

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

*"That Mr Michael Hui, who retires in accordance with the Company's Constitution and, being eligible for re-election, be re-elected as a Director."*

**Short explanation**

This Resolution is required in connection with clauses 13.2 and 13.3 of the Constitution, such that at every annual general meeting one-third of directors must retire and, if consenting and being eligible, offer themselves for re-election. Mr Michael Hui was most recently re-elected as a Director on 14 October 2015. This will be the first Annual General Meeting of the Company held since Mr Hui's appointment.

**Resolution 5: Re-election of director – Mr Kien Khan (Kent) Kwan**

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

*"That Mr Kien Khan (Kent) Kwan, who retires in accordance with the Company's Constitution and, being eligible for re-election, be re-elected as a Director."*

**Short explanation**

This Resolution is required in connection clause 13.5 of the Constitution, such that a director appointed by a resolution of the Board must not hold office (without re-election) past the first annual general meeting following the director's appointment. Mr Kien Khan (Kent) Kwan was appointed as a Director by a resolution of the Board on 5 January 2022.

**Resolution 6: Re-election of director – Mr Marcelo Silva**

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

*"That Mr Marcelo Silva, who retires in accordance with the Company's Constitution and, being eligible for re-election, be re-elected as a Director."*

**Short explanation**

This Resolution is required in connection clause 13.5 of the Constitution, such that a director appointed by a resolution of the Board must not hold office (without re-election) past the first annual general meeting following the director's appointment. Mr Marcelo Silva was appointed as a Director by a resolution of the Board on 5 January 2022.

**Resolution 7: Re-election of director – Mr Benn Lim**

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

*"That Mr Benn Lim, who retires in accordance with the Company's Constitution and, being eligible for re-election, be re-elected as a Director."*

**Short explanation**

This Resolution is required in connection clause 13.5 of the Constitution, such that a director appointed by a resolution of the Board must not hold office (without re-election) past the first annual general meeting following the director's appointment. Mr Benn Lim was appointed as a Director by a resolution of the Board on 5 January 2022.

## **Resolution 8: Appointment of Auditor**

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

*"That, pursuant to section 327B(1) of the Corporations Act and for all other purposes, PKF Brisbane Audit, having been duly nominated by a shareholder of the Company and having consented in writing to act, be reappointed as auditor of the Company."*

### **Short explanation**

The Board appointed PKF Brisbane Audit as the new auditor of the Company to fill the casual vacancy following the resignation of the previous auditor of the Company, Deloitte Touche Tohmatsu. In accordance with section 327C of the Corporations Act, PKF Brisbane Audit holds office until the Company's next annual general meeting, being this Annual General Meeting. This Resolution is required under section 327B of the Corporations Act to confirm the appointment of PKF Brisbane Audit as the Company's auditor by obtaining shareholder approval by ordinary resolution.

## Section C – How to vote and direct questions to the Chairman

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If you are entitled to vote at the AGM, you may vote by attending virtually, in person or by attorney, proxy or, in the case of corporate shareholders, corporate representative.

### 1. How to vote

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Due to current social restrictions relating to COVID-19, the Company will convene a virtual meeting. You may vote in one of two ways:

- voting virtually during the AGM. The AGM can be accessed virtually by sending an email to [vientoagm@arowanaco.com](mailto:vientoagm@arowanaco.com), by 11.00am (AEST) on 25 April 2022, with your Holder's Name, Address and SRN and the Company will allocate you a link for the meeting; or
- voting by proxy (see below on how to vote by proxy).

**Please note that if you intend to attend the meeting and/or vote at the meeting virtually, you will need your shareholder number (which can be found on your proxy form) for verification purposes.**

### 2. Your vote is important

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The business of the AGM affects your shareholding and your vote is important.

### 3. Corporations

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To vote at the AGM, a Shareholder that is a corporation must appoint an individual to act as its representative. The appointment must comply with section 250D of the Act. The representative must send evidence of his or her appointment, including any authority under which it is signed via email to [vientoagm@arowanaco.com](mailto:vientoagm@arowanaco.com) by 11.00am (AEST) on 24 April 2022.

Alternatively, a corporation may appoint a proxy.

### 4. Voting virtually

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To vote at the meeting virtually, login into the meeting using the link provided via email (refer **Section C 1** of this Notice for details on how to obtain the link). Instructions on how to vote on each of the resolutions will be provided during the meeting.

### 5. Voting by proxy

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In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.



Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed. Further details on these changes are set out below.

Proxies must be:

- a) lodged at the Company's share registry, Boardroom Pty Limited, or
- b) lodged online at <https://www.votingonline.com.au/vientoagm2022>, or
- c) faxed to the fax number specified below,

not later than **11.00am (AEST) on Sunday, 24 April 2022.**

Address (postal deliveries): GPO Box 3993, Sydney, NSW, Australia, 2001

Link for online lodgement: <https://www.votingonline.com.au/vientoagm2022>

Fax number for lodgement: +61 2 9290 9655

The proxy form has been enclosed. Please read all instructions carefully before completing the proxy form.

#### **Proxy vote if appointment specifies way to vote**

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands (if applicable), but if the proxy does so, the proxy must vote that way (i.e. as directed);
- if the proxy has 2 or more appointments that specify different ways to vote on the Resolutions, the proxy must not vote on a show of hands (if applicable);
- if the proxy is the chair of the meeting at which the Resolutions is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

#### **Transfer of non-chair proxy to chair in certain circumstances**

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- the appointed proxy is not the chair of the meeting;
- at the meeting, a poll is duly demanded on the Resolutions; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the Resolutions,

the chair of the meeting is taken, before voting on the Resolutions closes, to have been appointed as the proxy for the purposes of voting on the Resolutions at the meeting.

## **6. Eligibility to vote**

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The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the AGM are those that are registered Shareholders at 7:00pm (AEST) on 24 April 2022. If you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

## **7. Voting procedure**

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Every resolution arising at this AGM will be decided on a poll. On a poll, every person entitled to vote who is present virtually or by proxy, representative or attorney will have one vote for each voting share held by that person.

## **8. Questions to the Chairman at the meeting**

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Shareholders will be able to ask questions of the Chairman via the virtual AGM. Shareholders are encouraged to email their questions to the Company Secretary ([vientoagm@arowanaco.com](mailto:vientoagm@arowanaco.com)) by 3:00pm (AEST) on **21 April 2022** so that they may be adequately considered and addressed as part of the meeting.

## **9. Enquiries**

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For all enquiries, please contact the Company Secretary, Thomas McDonald, on 02 8083 9823 (from within Australia) and +61 2 8083 9823 (from outside Australia).

## **Section D - Explanatory Memorandum**

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This Explanatory Memorandum forms part of the Notice of Annual General Meeting convening the Annual General Meeting of Shareholders of the Company to be held virtually (online) at 11:00am AEST on Tuesday 26 April 2022.

This Explanatory Memorandum is to be read in conjunction with the Notice of Annual General Meeting.

### **Purpose**

The purpose of this Explanatory Memorandum is to provide information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions to be put forward in the AGM.

The Directors recommend Shareholders read the Notice of Annual General Meeting and this Explanatory Memorandum in full before making any decisions relating to the Resolutions contained in the Notice of Annual General Meeting.

### **Defined terms**

Terms used in this Explanatory Memorandum have the meaning given to them in the Glossary in **Section A** of this Notice of Meeting in which this Explanatory Memorandum is contained.

### **Further information**

If you have any queries in respect to any of the matters set out in this Notice of Meeting, please contact the Company Secretary, Thomas McDonald, on 02 8083 9823 (from within Australia) and +61 2 8083 9823 (from outside Australia).

## **Resolution 1 - Approval for change of Company name**

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This resolution seeks the approval from Shareholders for the change of name of the Company to 'Elevate Money Limited'.

As announced to Shareholders on 21 December 2021, the Company agreed terms with the shareholders of AtlasTrend Pty Ltd (**AtlasTrend**) to acquire 100% of its issued capital in exchange for shares in the Company. The transaction was completed with effect from 5 January 2022.

AtlasTrend provides trusted platforms and brands with a turnkey, cost effective and rapid technology solution to natively offer embedded investment products within their own ecosystem - starting with superannuation via their Elevate platform. In addition, AtlasTrend offers direct to consumer investment products with its suite of managed funds and superannuation with a focus on sustainable investing.

The Company intends to change its name to 'Elevate Money Limited' - derived from AtlasTrend's flagship product offering, Elevate - to better reflect the nature and operation of its business going forward.

In accordance with section 157 of the Corporations Act, changing a company's name requires shareholder approval via a special resolution, such that at least 75% of votes cast are in favour.

If this resolution is approved by the required majority, the change of company name will take effect from the date ASIC changes the name of the Company in its register.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

## **Resolution 2 – Amendments to the Constitution – change of Company name**

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Resolution 1 of this Notice of Meeting proposes a change in the Company's name from 'Viento Group Limited' to 'Elevate Money Limited'.

Subject to Resolution 1 being approved by the required majority, the Directors propose that the Company's Constitution be amended to reflect its new name, 'Elevate Money Limited'.

In accordance with section 136(2) of the Corporations Act, any amendments to the Company's Constitution require Shareholder approval via a special resolution, such that at least 75% of votes cast are in favour.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

## **Resolution 3 – Approval of Share Consolidation**

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The Company proposes to consolidate its share capital through the conversion of every one hundred (100) ordinary shares in the Company into one (1) ordinary share in the Company (**Share Consolidation**).

Following the acquisition of AtlasTrend, the Company has 1,859,793,119 on issue. This is a large number of securities for a company of this size to have on issue. There are a number of administrative disadvantages to having such a large number of shares on issue and the large number of shares on issue is also disproportionate to that of comparable companies.

The Directors consider that the Share Consolidation would assist in mitigating these disadvantages by producing a more appropriate, effective and streamlined capital structure for the Company.

The Share Consolidation will not have a direct effect on the underlying value of the Company.

The Share Consolidation would reduce the number of ordinary shares on issue from 1,859,793,119 to approximately 18,597,932.

The aggregate value of each Shareholder's holding should not change as a result of the Share Consolidation, except for minor changes as a result of rounding. The value per share, however, can be expected to increase to reflect the reduced number of shares on issue.

By way of example, if a Shareholder currently holds 10,000,000 shares, representing 0.54% of the Company's issued capital, following implementation of the Share Consolidation the Shareholder would hold 100,000 shares, still representing the same 0.54% of the Company's issued capital.

The Share Consolidation will not otherwise result in any change to the rights and obligations of the Company's Shareholders. The Company's balance sheet will also remain unaltered as a result of the Share Consolidation.

If the Share Consolidation is approved by Shareholders, it is expected to take effect within 5 business days of the Annual General Meeting. This timeframe is indicative only and subject to change.

From the date the Share Consolidation is effective, all current holding statements and certificates for shares will cease to have any effect, except as evidence of entitlement. Following the Share Consolidation, the Company will arrange for new holding statements to be issued to Shareholders.

Other than set out in this Notice of Meeting, and other than the information previously disclosed to Shareholders, there is no other information that is known to the Company's Directors which may reasonably be expected to be material to the making of a decision by Shareholders on whether or not to vote in favour of the Share Consolidation.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

#### **Tax implications for Shareholders**

*In relation to tax implications, the Company advises that the following summary is general in nature. Particular taxation implications will depend on the individual circumstances of each Shareholder. As such, Shareholders are encouraged to seek their own professional advice in relation to their tax position as a result of the Share Consolidation. Neither the Company, nor any of its officers, employees or advisors assume any liability or responsibility for advising Shareholders about the taxation consequences as applicable to them under the Share Consolidation.*

The Share Consolidation will be undertaken in accordance with section 254H of the Corporations Act. Subject only to rounding, there will be no change to the proportionate interests held by each Shareholder as a result of the Share Consolidation.

Accordingly, no capital gains tax event will occur as a result of the Share Consolidation and therefore there will be no taxation implications arising for Shareholders.

#### **Resolution 4 - Re-election of director - Mr Michael Hui**

In accordance with clauses 13.2 and 13.3 of the Company's Constitution, at every annual general meeting one-third of directors must retire and, if consenting and being eligible, offer themselves for re-election.

Mr Michael Hui, who was last elected on 14 October 2015, retires as a director of the Company in accordance with clause 13.2 of the Constitution and, being eligible, wishes to stand for re-election.

This Annual General Meeting will be the first annual general meeting of the Company held since Mr Hui's appointment.

Appointed as a Non-Executive Director in October 2015, Mr Hui brings a unique background to the Board given his dual Information Technology and Law degrees and experiences. During his career, he has built significant expertise across a diverse range of sectors in both an investment as well as an operational capacity.

Mr Hui currently serves as the Managing Director (Australasia) of AWN Holdings Limited and also the broader Arowana group. In 2011, he joined Arowana as an Investment Director,

and since then he has worked across a range of Arowana's operating businesses including education and asset management. Mr Hui led the formation and structuring of the Arowana Australasian Special Situations Fund, and most recently the building of Arowana's education business, EdventureCo.

Previously, Mr Hui was co-founder and CEO of an online payments business and spent more than 10 years as a lawyer practicing corporate and commercial law.

The Directors (not including Mr Hui) unanimously recommend that Shareholders vote in favour of Resolution 4.

### **Resolution 5 – Re-election of director – Mr Kien Khan (Kent) Kwan**

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In accordance with clause 13.5 of the Constitution, a director appointed by a resolution of the Board must not hold office (without re-election) past the first annual general meeting following the director's appointment.

Mr Kwan, who was appointed as a Director by a resolution of the Board on 5 January 2022, retires as a director of the Company in accordance with clause 13.5 of the Constitution and, being eligible, wishes to stand for re-election.

Appointed as an Executive Director in January 2022, Mr Kwan is a Co-Founder and the Chief Executive Officer of AtlasTrend.

Mr Kwan has over 19 years' experience in financial markets including specific experience investing and managing over \$1 billion of funds invested in international shares. Most recently, Mr Kwan was Chief Investment Officer at the ASX listed AWN Holdings Limited (AWN). During his tenure, AWN successfully delivered 180% returns for investors. Prior to this, Mr Kwan was a portfolio manager at JPMorgan Asset Management in the UK. In this role, he was directly responsible for generating over 100% returns for investors over a period of 3 years. The investment funds that Mr Kwan has been responsible for were invested across all themes and industries.

Mr Kwan's experience also includes investment banking and equity capital markets roles with JPMorgan and Macquarie in Australia and the UK.

Mr Kwan graduated with Bachelor of Laws and Bachelor of Commerce from the University of Western Australia.

The Directors (not including Mr Kwan) unanimously recommend that Shareholders vote in favour of Resolution 5.

### **Resolution 6 – Re-election of director – Mr Marcelo Silva**

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In accordance with clause 13.5 of the Constitution, a director appointed by a resolution of the Board must not hold office (without re-election) past the first annual general meeting following the director's appointment.

Mr Silva, who was appointed as a Director by a resolution of the Board on 5 January 2022, retires as a director of the Company in accordance with clause 13.5 of the Constitution and, being eligible, wishes to stand for re-election.

Appointed as an Executive Director in January 2022, Mr Silva currently serves as the Chief Marketing Officer of AtlasTrend.

With over 20 years of online experience, Mr Silva is considered to be one of the pioneers of the Australian digital space. His experience spans client, agency and publisher roles making him aware of the larger opportunities across these disciplines.

Previously, Mr Silva was an integral team member that helped launch ING Direct & PayPal respectively in Australia.

The Directors (not including Mr Silva) unanimously recommend that Shareholders vote in favour of Resolution 6.

### **Resolution 7 – Re-election of director – Mr Benn Lim**

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In accordance with clause 13.5 of the Constitution, a director appointed by a resolution of the Board must not hold office (without re-election) past the first annual general meeting following the director's appointment.

Mr Lim, who was appointed as a Director by a resolution of the Board on 5 January 2022, retires as a director of the Company in accordance with clause 13.5 of the Constitution and, being eligible, wishes to stand for re-election.

Appointed as a Non-Executive Director in January 2022, Mr Lim currently serves as Chief Operating & Impact Officer at AWN, a substantial shareholder of the Company.

Born in Adelaide, South Australia, Mr Lim grew up in Kuala Lumpur, Malaysia. Mr Lim was the driving force who secured B Corp certification for AWN. His career began at Commonwealth Bank of Australia, where he worked as an Investment Advisor for three years. He then moved to UBS Wealth Management, where he was a Director and Investment Advisor for over 9 years providing asset allocation advice to high net worth clients.

In 2016, Mr Lim joined AWN as its Investor Relations Director and in 2018 became its Corporate Affairs Director. In 2019, Mr Lim expanded his remit to become AWN's Chief Operating Officer.

Mr Lim holds a Bachelor of Economics degree from the University of Sydney and a Graduate Diploma in Applied Finance & Investments from the Securities Institute of Australia (now FINSIA).

The Directors (not including Mr Lim) unanimously recommend that Shareholders vote in favour of Resolution 7.

### **Resolution 8 – Appointment of auditor**

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The previous auditor of the Company, Deloitte Touche Tohmatsu, resigned as auditor of the Company following the Company's competitive tender and decision to appoint a local auditor.

In recognition of their extensive knowledge of AtlasTrend, derived from their experience as auditors of that company, and following ASIC's consent to the resignation of Deloitte Touche

Tohmatsu, the Board appointed PKF Brisbane Audit as the new auditor of the Company to fill the casual vacancy.

PKF Brisbane Audit has conducted the audit of the financial statements for the financial year ended 30 June 2021. The Board also notes that PKF Brisbane Audit is registered as an auditor under section 1280 of the Corporations Act and is a well-established firm with the necessary expertise and skill necessary to meet the Company's requirements.

In accordance with section 327C of the Corporations Act, PKF Brisbane Audit holds office until the Company's next annual general meeting, being this Annual General Meeting.

Section 327B of the Corporations Act requires the Company to confirm the appointment of PKF Brisbane Audit as auditor by obtaining shareholder approval by ordinary resolution.

The Board supports the appointment of PKF Brisbane Audit as the Company's auditor.

In accordance with section 328B(1) of the Corporations Act, a member of the Company, LEK Investments Pty Ltd (a company associated with Director, Mr Kien Khan Kwan), has given the Company written notice of the nomination of PKF Brisbane Audit for appointment as auditor. A copy of this nomination is attached to this Notice of Meeting as Annexure A. PKF Brisbane Audit has consented in writing to the appointment as the Company's auditor and, as at the date of this Notice of Meeting, has not withdrawn its consent.

The Company confirms that it is unaware of any matter or circumstances that would give rise to a potential conflict of interest, as defined in section 324CD of the Corporations Act, in relation to the Company.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8.



## **Annexure A – Nomination for PKF Brisbane Audit to be re-appointed as auditor**

**3 March 2022**

Thomas McDonald  
Company Secretary  
Viento Group Limited  
Level 11, 153 Walker Street  
North Sydney NSW 2060

Dear Mr McDonald,

### **Nomination of Auditor**

As a member of Viento Group Limited (ACN 000 714 054), and pursuant to section 328B(1) of the Corporations Act 2001 (Cth), I nominate PKF Brisbane Audit of Level 6, 10 Eagle Street, Brisbane Queensland 4000, to be appointed as the auditor of the Company at its next Annual General Meeting.



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**Kien Khan Kwan**  
**Director**  
**LEK Investments Pty Ltd**



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**May Ann Phang**  
**Director**  
**LEK Investments Pty Ltd**