

# Notice of extraordinary general meeting and explanatory memorandum – 2017

PTB Group Limited ACN 098 390 991

# Definitions

A number of capitalised terms are used throughout this notice of extraordinary general meeting and explanatory memorandum. Except to the extent the context otherwise requires:

Term	Definition
<b>ASX</b>	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
<b>Board</b>	means the board of Directors of the Company.
<b>Chairman</b>	means the chairman of the Company.
<b>Company</b> or <b>PTB Corporations Act</b>	means PTB Group Limited ACN 098 390 991.
<b>Directors</b>	means the directors of the Company.
<b>Explanatory Memorandum</b>	means the explanatory memorandum attached to the Notice.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Loan</b>	means the loan relating to the MD Shares as described in the Explanatory Memorandum.
<b>MD Agreement</b>	means the agreement pursuant to which Stephen Smith acts as Managing Director of the Company.
<b>MD Shareholder</b>	means Judith Flintoft as trustee for the Smith Flintoft Family Trust NZ.
<b>MD Shares</b>	means 3,000,000 fully paid ordinary Shares to be issued under the MD Agreement, subject to approval by Shareholders in accordance with Resolution 2.
<b>Meeting</b>	means this extraordinary general meeting to be held to consider the business set out in the Notice.
<b>Notice</b>	means this notice of Meeting.
<b>Shares</b>	means a share in the capital of the Company, the terms of which are contained in the constitution of the Company.
<b>Shareholders</b>	means the registered holders of Shares in the Company.

# Notice of extraordinary general meeting

PTB Group Limited ACN 098 390 991

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Notice is given that an extraordinary general meeting of PTB Group Limited ACN 098 390 991 (**Company**) will be held at:

<b>Location</b>	<b>PTB Brisbane</b> , 22 Orient Avenue, Pinkenba, Queensland 4008
<b>Date</b>	Friday 9 <sup>th</sup> June 2017
<b>Time</b>	11:00am (Brisbane time)

## Agenda - Special business

### Resolution 1 – Ratification and approval of previous allotment and issue of securities

To consider and, if in favour, to pass the following as an ordinary resolution:

*'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the previous issue and allotment of 4,947,500 fully paid ordinary Shares to Asir & Nek Private Limited at a price of \$0.40 per share and otherwise on the terms and conditions set out in the Explanatory Memorandum.'*

**Voting exclusion statement:** As required by the Listing Rules, the Company will disregard any votes cast on this resolution by Asir & Nek Private Limited and any associates of that person. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a member who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairman as proxy for a member who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

### Resolution 2 – Issue of securities to a related party

To consider and, if in favour, to pass the following as an ordinary resolution:

*'That pursuant to Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 3,000,000 fully paid ordinary Shares to the MD Shareholder on the terms and conditions of the employee share scheme set out in the Explanatory Memorandum.'*

**Voting exclusion statement:** As required by the Listing Rules, the Company will disregard any votes cast on this resolution by the MD Shareholder or its associates. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a member who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairman as proxy for a member who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Note: A detailed summary of the proposed terms of the issue is contained in the Explanatory Memorandum. If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

### **Resolution 3 – Approval of additional capacity to issue shares under Listing Rule 7.1A**

To consider and, if in favour, to pass the following as a special resolution:


*'That, for the purposes of Listing Rule 7.1A and for all other purposes, shareholders approve the Company having the additional capacity to issue securities under Listing Rule 7.1A, on the terms set out in the Explanatory Memorandum.'*

**Voting exclusion statement:** As required by the Listing Rules, the Company will disregard any votes cast on this resolution by persons who might participate in the issue of securities under this resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary Shares, and any associates of those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a member who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairman as proxy for a member who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Dated: 9<sup>th</sup> May 2017

By order of the Board



Daniel Zgrajewski  
Company Secretary

### **Notes:**

- 1 The Company has determined under regulation 7.11.37 *Corporations Regulations 2001* (Cth) that for the purpose of voting at the meeting or an adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders at 07.00 pm (Sydney time) on Wednesday 7<sup>th</sup> June 2017.
- 2 A member who is entitled to vote at the meeting may appoint:
  - (a) one proxy if the member is only entitled to one vote; or
  - (b) one or two proxies if the member is entitled to more than one vote.
- 3 Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.
- 4 If you wish to appoint a proxy and are entitled to do so, then complete and return the enclosed proxy form. If you require an additional proxy form, the Company will supply it on request. The proxy form is an integral part of this Notice and both documents should be read together.
- 5 A proxy need not be a member of the Company.
- 6 A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.

# Explanatory Memorandum

PTB Group Limited ACN 098 390 991

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## Introduction

- 1 This Explanatory Memorandum has been prepared for the Shareholders in conjunction with the Notice of Meeting of the Company to be held at the Company's Brisbane office at 22 Orient Avenue, Pinkenba, Queensland at 11:00am (Brisbane time) on Friday 9<sup>th</sup> June 2017.
- 2 All Shareholders should read this Explanatory Memorandum in full and if they have any questions, Shareholders should obtain professional advice before making any decisions in relation to the resolutions to be put to Shareholders at the general meeting.

## Special business

### **Resolution 1 – Ratification and approval of previous allotment and issue of securities**

- 3 On 14 September 2016, the Company announced the issue of 4,947,500 fully paid ordinary Shares at an issue price of \$0.40 per share to Asir & Nek Private Limited through a placement.
- 4 The purpose of this resolution 1 is for Shareholders to approve and ratify, under Listing Rule 7.4 (and for all other purposes), this security issue which occurred during the 12 months before the date of this Meeting which counts toward the Company's 15% limit under Listing Rule 7.1.
- 5 Listing Rule 7.1 provides that (subject to certain exceptions, none of which applied to these issues) prior approval of Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of the securities at the commencement of that 12 month period.
- 6 The allotment and issue of securities detailed in this resolution 1 did not exceed the 15% threshold. However, Listing Rule 7.4 provides that where an entity ratifies an issue of securities, the issue is treated as having been made with approval for the purpose of Listing Rule 7.1, thereby replenishing that entity's 15% capacity and enabling it to issue further securities up to that limit.
- 7 Resolution 1 proposes the ratification and approval of the allotment and issue of securities for the purpose of satisfying the requirements of Listing Rule 7.4.
- 8 In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars on the allotment and issue to which the resolution relates:

Date of issue	Number of securities	Issue price per security	Terms of securities issued	Persons to whom securities were issued	Basis for determining allottees and use of funds raised by the issue
14 September 2016	4,947,500	\$0.40	Securities rank equally with the existing securities on issue	Asir & Nek Private Limited	Securities issued through a private placement. Funds used to help fund the development of the Pacific Turbine USA business and allow the business to increase production and build up a stock of engines for sale.

9      **The directors recommend you vote for this resolution.**

## **Resolution 2 – Issue of securities to a related party**

### **Background**

- 10      The Company seeks approval to issue 3,000,000 fully paid ordinary Shares (**MD Shares**) to the MD Shareholder, in accordance with the terms of Mr Stephen Smith's engagement as the Company's Managing Director (**MD Agreement**). The issue of the MD Shares is subject to Shareholder approval.
- 11      The purpose of the proposed issue of MD Shares to the MD Shareholder is to establish an employee share scheme which provides an additional incentive to and further aligns the interests of Mr Smith with the interests of Shareholders.
- 12      Subject to approval of this Resolution 2, the Company will provide a loan (**Loan**) to pay the subscription price for the MD Shares issued under the MD Agreement. The key terms of the Loan and otherwise in relation to the Shares issued under the MD Agreement are as follows:
  - (a)      the amount of the Loan will be \$1.65 million being the price per Share of \$0.55 multiplied by the number of Shares to be issued;
  - (b)      the Loan will incur a rate of interest of 5% per annum, capitalised throughout the term, and be on a limited recourse basis;
  - (c)      the maximum term of the Loan will be five years after the Shares are issued;

- (d) the amount of any dividend may be applied by the Company to repay the Loan, except to the extent invested under the dividend re-investment plan of the Company (**DRP shares**);
- (e) the MD Shares and any DRP shares will be subject to voluntary escrow for such time that there is money payable under the Loan (including interest) that relates to the relevant Shares;
- (f) if the MD Agreement is terminated, another specified default occurs under the Loan or the Loan expires (**Termination**), the following will apply:
  - (i) if Termination occurs:
    - (A) during the first year after the MD Shares are issued, the Company will buy back 100% of the Shares (and related DRP shares) in consideration for the amount outstanding under the Loan;
    - (B) during the second year after the MD Shares are issued, the Company will buy back 66.67% of the MD Shares (and related DRP shares) in consideration for the amount outstanding under the Loan relating to those Shares; and
    - (C) during the third year after the MD Shares are issued, the Company will buy back 33.33% of the MD Shares (and related DRP shares) in consideration for the amount outstanding under the Loan relating to those Shares,
  - (ii) if Termination occurs at any time (whether or not during the first three years), any Shares not bought back under the Compulsory Buy-back Requirement, shall be sold or bought back by the Company, at market value. In relation to these Shares only and after the Loan (including interest) is repaid to the Company, the MD Shareholder will be entitled to retain the benefit of any increase in market value of the Shares above the issue price of these Shares (plus interest). As the Loan is limited recourse, the Company will not be paid any deficit; and
- (g) in relation to any Shares that are no longer subject to the Compulsory Buy-back Requirement, the MD Shareholder may choose to repay the issue price and interest early, in which case these Shares will be absolutely owned by the MD Shareholder free from any restriction.

#### **Shareholder approval required under Listing Rule 10.11**

- 13 Listing Rule 10.11 requires the Company to obtain the approval of Shareholders before securities can be issued to a related party. 'Related party' is defined in the Listing Rules and Corporations Act to include Directors and their spouses, as well as entities controlled by a Director or the spouse of a Director. The MD Shareholder is controlled by the spouse of Stephen Smith, who is a Director. Accordingly, the MD Shareholder is a related party of the Company and approval of Shareholders is required before the MD Shares are issued.

- 14 The following information is given under Listing Rule 10.13 on the securities that are proposed to be issued under the MD Agreement:

<b>Related party</b>	Judith Flintoft as trustee for the Smith Flintoft Family Trust NZ ( <b>MD Shareholder</b> )
<b>Maximum number of securities to be issued</b>	3,000,000 fully paid ordinary Shares
<b>Date the Company will issue the securities</b>	If approval is granted, the Company proposes to issue the MD Shares five business days after the date of this Meeting, but in any case no later than one month after the date of the Meeting.
<b>Relationship to Company</b>	Stephen Smith is a Director. Mr Smith's spouse is the trustee of and controls the MD Shareholder.
<b>Issue price of the securities (per Share)</b>	\$0.55
<b>Terms of issue</b>	Securities rank equally with the existing securities on issue
<b>Intended use of funds</b>	The Company will provide a Loan to the related party to facilitate the subscription for the MD Shares. On cash repayment of the Loan, it is intended that the funds will be used for general working capital purposes.

- 15 If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

## Chapter 2E Corporations Act

- 16 The Directors consider that shareholder approval pursuant to Chapter 2E of the Corporations Act is not required as the issue of the MD Shares forms part of the reasonable remuneration payable in relation to the services provided by Stephen Smith.

## What majority of votes is required

- 17 A simple majority of Shareholders is required to pass the resolution.

## Who can vote on this resolution

- 18 All Shareholders can vote other than the MD Shareholder and its associates.
- 19 **The directors, other than Stephen Smith who abstains, recommend you vote for this resolution. Because of Stephen Smith's interest in the outcome, he does not make a recommendation on this resolution.**



## Resolution 3 – Approval of additional capacity to issue shares under Listing Rule 7.1A

### Background

- 20 Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12 month period without requiring shareholder approval. Under Listing Rule 7.1A, eligible entities (companies that are not included in the S&P/ASX300 Index and have a market capitalisation equal to or less than \$300 million) can issue a further 10% (on top of the 15% permitted by Listing Rule 7.1) of the share capital in 12 months on a non-pro rata basis.
- 21 The Company is an eligible entity as at the date of this Notice and must remain compliant with the requirements of Listing Rule 7.1A to be able to utilise the additional capacity to issue shares under that Listing Rule.
- 22 The ability of the Company to issue shares under Listing Rule 7.1A is subject to shareholder approval by way of special resolution at a general meeting.

### Specific information under the Listing Rules

- 23 For the purposes of Listing Rule 7.3A the Company provides the following information:

<b>Minimum price at which the equity securities may be issued</b>	<p>The issue price of each security must be no less than 75% of the volume weighted average price for the shares calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <p>(a) the date on which the price, at which the securities are to be issued, is agreed; or</p> <p>(b) if the securities are not issued within five trading days of the date in paragraph (a), the date on which the securities are issued.</p>
<b>Risk of economic and voting dilution</b>	<p>An issue of securities under Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:</p> <p>(a) the market price for securities may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and</p> <p>(b) the securities may be issued at a price that is at a discount to the market price for the securities on the issue date.</p> <p>Under Listing Rule 7.3A.2, a table describing the notional possible dilution, based upon various assumptions as stated, is set out below.</p>
<b>Date by which the Company may issue the securities</b>	<p>Shareholder approval under Listing Rule 7.1A is valid for period commencing on the date of the Meeting (to which this Notice relates) and expiring on the first to occur of the following:</p> <p>(a) the date which is 12 months after the date of the Meeting; and</p> <p>(b) the date of the approval by holders of the Company's ordinary securities of a transaction under Listing Rules 11.1.2 or 11.2.</p>
<b>Purposes for which the equity</b>	<p>It is the board's current intention that any funds raised under an issue of securities will be applied to meet general operating expenses and further</p>

<b>securities may be issued, including whether the Company may issue them for non-cash consideration</b>	<p>the Company's growth strategies. This may include costs to:</p> <ul style="list-style-type: none"> <li>(a) continue growth of the Company's USA business;</li> <li>(b) increase engine production; and</li> <li>(c) implement freight efficiencies.</li> </ul> <p>It is not the current intention to issue securities for non-cash consideration.</p>
<b>Details of the Company's allocation policy for issues under approval</b>	<p>The Company does not currently know the nature of the capital raising which may be conducted under Listing Rule 7.1A (if any). No allocation policy has therefore been determined.</p> <p>The Company's allocation is dependant on the prevailing market conditions at the time of any proposed issue pursuant to Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to factors including but not limited to the following:</p> <ul style="list-style-type: none"> <li>(a) the methods of raising funds that are available to the Company including but not limited to, rights issue or other issue in which existing security holders can participate;</li> <li>(b) the effect of the issue of the Listing Rule 7.1A shares on the control of the Company;</li> <li>(c) the financial situation and solvency of the Company; and</li> <li>(d) advice from corporate, financial and broking advisers (if applicable).</li> </ul> <p>The allottees may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.</p>
<b>Previous approvals under Listing Rule 7.1A</b>	<p>The Company has not previously sought or obtained approval under Listing Rule 7.1A.</p>

### Information under Listing Rule 7.3A.2

- 24 Listing Rule 7.3A.2 requires the Company to provide a table demonstrating the potential dilution effect based on three different assumed prices of securities and three different numbers of securities on issue in the Company.
- 25 The following table shows the dilution of existing shareholdings on the basis of the current market price of securities as at 8<sup>th</sup> May 2017 (being the trading price at close of trade on the trading day immediately prior to printing of this Notice) and the current number of securities for Variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 applying the assumptions set out in the following paragraphs.
- 26 The table shows two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' may increase as a result of issues of ordinary securities being counted toward Variable 'A' 12 months after their date of issue, issues that do not require shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future shareholders' meeting.

- 27 The table also shows two examples where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.26 50% decrease in issue price	\$0.52 Issue price	\$1.04 100% increase in issue price
<b>Current Variable 'A'</b> 53,894,549 shares	<b>10% voting dilution</b>	5,389,454	5,389,454	5,389,454
	<b>Funds raised</b>	\$1,401,258	\$2,802,516	\$5,605,032
<b>50% increase in current Variable 'A'</b> 80,841,823 shares	<b>10% voting dilution</b>	8,084,182	8,084,182	8,084,182
	<b>Funds raised</b>	\$2,101,887	\$4,203,775	\$8,407,549
<b>100% increase in current Variable 'A'</b> 107,789,098 shares	<b>10% voting dilution</b>	10,778,909	10,778,909	10,778,909
	<b>Funds raised</b>	\$2,802,516	\$5,605,033	\$11,210,065

\* Current Variable A refers to current maximum potential after this Meeting assuming approvals per resolutions 1 and 2 (and that the issue of the MD Shares has occurred) and no further issues, however does not include Shares issued in the 12 months prior to the date of this Meeting that are not the subject of a Resolution and have not been approved by Shareholders or otherwise issued under an exception in Listing Rule 7.2.

The above table has been prepared on the following basis:

- The Company issues the maximum number of shares available under the 10% Listing Rule 7.1A approval.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular shareholder by reason of share issues under Listing Rule 7.1A, based on that shareholder's holding at the date of the meeting.
- The table shows only the effect of issues of shares under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of shares under Listing Rule 7.1A facility consists only of ordinary shares in the Company.
- The issue price is \$0.52, being the closing price of the shares on ASX as at 8<sup>th</sup> May 2017.

- 28 **The directors recommend you vote for this resolution.**



**PTB GROUP LIMITED**

ACN 098 390 991

## LODGE YOUR VOTE



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### BY MAIL

PTB Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
Level 12, 680 George Street, Sydney NSW 2000



### ALL ENQUIRIES TO

Telephone: +61 1300 554 474



**X99999999999**

## PROXY FORM

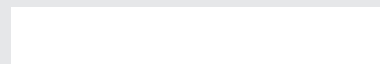
I/We being a member(s) of PTB Group Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY



the Chairman of the Meeting (mark box)

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **11:00am (Brisbane time) on Friday, 9 June 2017 at PTB Brisbane, 22 Orient Avenue, Pinkenba, Queensland 4008** (the **Meeting**) and at any postponement or adjournment of the Meeting.

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

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒

#### Resolutions

For Against Abstain\*

- 1 Ratification and approval of previous allotment and issue of securities
- 2 Issue of securities to a related party
- 3 Approval of additional capacity to issue shares under Listing Rule 7.1A

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)



Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)



Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)



Director

This form should be signed by the shareholder. If a joint holding, all shareholders must sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

**PTB PRX1701A**

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, all shareholders must sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (Brisbane time) on Wednesday, 7 June 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

PTB Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**