



ACN 100 854 788

Shareholder Booklet

Extraordinary General Meeting

A Notice of Meeting is included with this Booklet. A proxy form for the Meeting accompanies this Booklet.

Your vote is important in determining whether the transactions proposed in the Resolutions proceed. This is an important document and requires your urgent attention.

If you are in any doubt as to how to deal with this Booklet, please consult your legal, financial, taxation or other professional adviser immediately.

If you have recently sold all of your Shares, please disregard all enclosed documents.

Important Notices

General

You should read this Booklet in its entirety before making a decision on how to vote on the Resolutions to be considered at the Meeting. The notice convening the Meeting is contained in this Booklet. A proxy form for the Meeting is enclosed.

Defined terms

Capitalised terms in this Booklet are defined either in the Glossary of this Booklet or where the relevant term is first used.

References to **dollars** or **\$** are references to the lawful currency of Australia. Any discrepancies between the totals and the sum of all the individual components in the tables contained in this Booklet are due to rounding.

Purpose of this Booklet

The purpose of this Booklet is to:

- explain the terms and effect of the Resolutions to Shareholders; and
- provide such information as is prescribed by the Listing Rules.

Responsibility for information in this Booklet

The Company is responsible for the contents of this Booklet, other than, to the maximum extent permitted by law, the information below for which other persons are stated to be responsible.

Investment decisions

This Booklet does not take into account the investment objectives, financial situation, tax position and requirements of any particular person. This Booklet should not be relied on as the sole basis for any investment decision in relation to Shares. Independent financial and taxation advice should be sought before making any decision to invest in the Company or in relation to the Resolutions. It is important that you read the entire Explanatory Memorandum before making any voting or investment decision. In particular, it is important that Shareholders consider the possible disadvantages of the Resolutions.

Shareholders should carefully consider these factors in light of their particular investment objectives, financial situation, tax position and requirements. If Shareholders are in any doubt on these matters, they should consult their legal, financial, taxation or other professional adviser before deciding how to vote on the Resolutions. Past performance is no indication of future performance.

Table of contents

Important dates and times.....	1
Letter from the Chairman	2
Part A: Notice of Meeting	3
Part B: Explanatory Memorandum	7
Glossary	12

Important dates and times

Date of this Booklet	11 May 2017
Last time and date by which the proxy form for the Meeting can be lodged	10:00 am (Sydney time) on Sunday, 11th June 2017
Time and date for determining eligibility to vote at the Meeting	7:00 pm (Sydney time) on Sunday, 11th June 2017
Meeting* to vote on the Resolutions	10:00 am (Sydney time) on Tuesday, 13th June 2017

* The Meeting will be held at the Intercontinental Hotel Sydney (Premier Room), 117 Macquarie Street, Sydney NSW 2000.

Letter from the Chairman

Dear Shareholder,

The Board of Consolidated Operations Group Limited (**COG** or the **Company**) presents the material included in this Booklet for your consideration.

Background

The Company announced on 31 March 2017 the successful acquisition of 80% of Fleet Network Pty Ltd (ACN 134 534 286) (**Fleet**) by Platform Finance and Leasing Group Pty Ltd (ACN 609 245 981) (**Platform**), of which the Company controls 60.21%.

Fleet is a specialist novated leasing provider focusing largely on the government sector. Fleet provides an end to end process for clients from vehicle purchase, finance, salary calculations and administration of their motor vehicle salary packages. The transaction is a perfect fit for COG's ongoing acquisition strategy and complements the existing businesses, in particular, Platform's novated lease business, BeCarWise.

As part of the consideration for the transaction, 9,757,645 ordinary shares in the Company (**Consideration Shares**) were issued to the vendors of Fleet in accordance with the terms and conditions of the Share Purchase Agreement. Shareholder approval is now sought for the issue of these shares, pursuant to ASX Listing Rule 7.4, to reinstate the Company's capacity to issue up to 15% of its ordinary issued capital under ASX Listing Rule 7.1, if required, over a 12 month period without seeking further Shareholder approval.

The Company is currently a party to bank facility documentation (**Facility Documentation**) dated 18 October 2016 as varied by letters of variation dated 31 October 2016 and 29 March 2017. The Facility Documentation relates to a secured loan facility of up to \$15,000,000, with up to 100% of the Principal Amount repayable over a period of up to 5 years. To satisfy obligations under the Facility Documentation, as part of the acquisition, Fleet agreed to give a guarantee and indemnity capped at \$5,000,000 (**Guarantee**) and that guarantee and indemnity be supported by a registered general security deed (**GSD**) (together, **Securities**) subject to the Company passing the Special Resolution set out in this Notice. The granting of the Securities by Fleet may constitute Fleet giving "financial assistance" in connection with the Acquisition within the meaning of section 260A of the Corporations Act (as it assists Platform, which is a subsidiary of the Company, to purchase shares in Fleet).

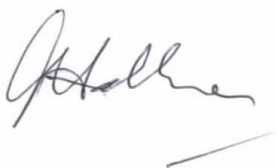
Accordingly, Shareholders are being asked to approve the giving of the financial assistance by Fleet for the purposes of section 260B(2) of the Corporations Act and for the purpose of meeting the reasonable requests of the Lender under the Facility Documentation.

Directors' recommendation

The Directors recommend that Shareholders vote in favour of all Resolutions.

The Board presents this Booklet to invite Shareholders to vote on the Resolutions. You should carefully consider the contents of this Booklet before reaching your decision on how to vote on the Resolutions.

Yours sincerely



Bruce Hatchman
Chairman

Part A: Notice of Meeting

Consolidated Operations Group Limited
(ACN 100 854 788)

Notice of Meeting for the Meeting of Shareholders

To be held at 10:00 am (Sydney time) on Tuesday, 13th June 2017

IMPORTANT INFORMATION

This is an important document that should be read in its entirety.

This Notice of Meeting is accompanied by an Explanatory Memorandum. The Explanatory Memorandum has been prepared to assist Shareholders in determining whether or not to vote in favour of the Resolutions set out in this Notice of Meeting.

The Explanatory Memorandum should be read in conjunction with this Notice of Meeting.

You are encouraged to attend the Meeting, but if you cannot, you are requested to complete and return the enclosed proxy form without delay:

By post to:

Consolidated Operations Group Limited
C/-Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

By hand delivery to:

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

Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

By facsimile to:

+61 2 9287 0309

Online:

www.linkmarketservices.com.au

Complete details on how to appoint a proxy are set out on the back of the Proxy Form.

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or Share Registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Items of business

The business of the Meeting is to consider the following proposed resolutions.

1. RESOLUTION 1 – GIVING OF FINANCIAL ASSISTANCE BY FLEET NETWORK PTY LTD

To consider and, if thought fit, to pass the following resolution, with or without amendment, as a **special resolution**:

*“That, for the purposes of section 260B(2) of the Corporations Act and for all other purposes, the Company in general meeting approves the giving of financial assistance by Fleet Network Pty Ltd (ACN 134 534 286) (**Fleet**) to the Company, in relation to the acquisition by Platform Finance and Leasing Group Pty Ltd (ACN 609 245 981) (**Platform**), being a subsidiary of the Company, of 80% of the issued shares in the capital of Fleet on 31 March 2017 (**Acquisition**), and all elements of that transaction and any other transactions which may constitute financial assistance by Fleet for the purposes of section 260A of the Corporations Act in connection with the Acquisition, in the manner and on the terms set out in the Explanatory Statement accompanying the Notice.”*

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF 9,757,645 SECURITIES

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **ordinary resolution**:

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the prior issue of 9,757,645 Shares to the vendors of Fleet Network Pty Ltd for the purposes and on the terms and conditions set out in the Explanatory Statement accompanying the Notice.”

Voting Exclusion Statement for Resolution 2

The Company will disregard any votes cast on Resolution 2 by the persons as listed in part (d) on Page 11, being the persons that participated in the issue of the Securities that are the subject of Resolution 2, and any associate of those persons.

However, the Company will not disregard a vote on Resolution 2 if it is cast by:

- A person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form; or
- The person chairing the Meeting, as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form, to vote as the proxy decides.

Important notes

Undirected proxies

The Chairman will vote all undirected proxies in favour of the Resolutions. If you wish to vote “against” or “abstain” you should mark the relevant boxes in the attached proxy form.

Explanatory Memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

Entitlement to vote

The Directors have decided that for the purpose of determining entitlements to attend and vote at the Meeting, Shares will be taken to be held by the persons who are the registered holders at 7.00 pm (Sydney time) on Sunday, 11th June 2017. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

How to vote

Shareholders entitled to vote at the Meeting may vote:

- by attending the Meeting and voting in person; or
- by appointing an attorney to attend the Meeting and vote on their behalf or, in the case of corporate shareholders or proxies, a corporate representative to attend the Meeting and vote on its behalf; or
- by appointing a proxy to attend and vote on their behalf, using the proxy form accompanying this Notice. A proxy may be an individual or a body corporate.

Voting in person (or by attorney)

Shareholders or their proxies, attorneys or representatives (including representatives of corporate proxies) wishing to vote in person should attend the Meeting and bring a form of personal identification (such as their driver's licence).

To vote by attorney at this Meeting, the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed must be received by the Company before 10:00 am (Sydney time) on Sunday, 11th June 2017 any of the following ways:

- By post to the Company:

Consolidated Operations Group Limited
C/-Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
- By hand delivery to the Company at:

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

Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138
- By fax to the Company on:

+61 2 9287 0309

To vote in person, you or your proxy, attorney, representative or corporate proxy representative must attend the Meeting to be held at the Intercontinental Hotel Sydney (Premier Room), 117 Macquarie Street, Sydney NSW 2000 on Tuesday, 13th June 2017 commencing at 10:00 am (Sydney time).

A vote cast in accordance with the appointment of a proxy or power of attorney is valid even if before the vote was cast the appointor:

- died;
- became mentally incapacitated;
- revoked the proxy or power; or
- transferred the Shares in respect of which the vote was cast,

unless the Company received written notification of the death, mental incapacity, revocation or transfer before the Meeting or adjourned meeting.

Voting by proxy

Shareholders wishing to vote by proxy at this Meeting must:

- complete and sign or validly authenticate the proxy form, which is enclosed with this Booklet; and
- deliver the signed and completed proxy form to the Company by 10:00 am (Sydney time) on Sunday, 11th June 2017 in accordance with the instructions below.

A person appointed as a proxy may be an individual or a body corporate.

Submitting proxy votes

Shareholders wishing to submit proxy votes for the Meeting must return the enclosed proxy form to the Company in any of the following ways:

- By post to the Company:

Consolidated Operations Group Limited
C/-Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

- By hand delivery to the Company at:

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

Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

- By fax to the Company on:

+61 2 9287 0309

- Online at:

www.linkmarketservices.com.au

By order of the Board



David Franks
Company Secretary
11 May 2017

Part B: Explanatory Memorandum

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Extraordinary General Meeting to be held on 13 June 2017.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolution in the Notice of Meeting.

RESOLUTION 1 – GIVING OF FINANCIAL ASSISTANCE BY FLEET NETWORK PTY LTD

Background and details of Proposed Financial Assistance

The Company owns 60.21% of the issued capital of Platform Finance and Leasing Group Pty Ltd (ACN 609 245 981) (**Platform**) and controls Platform. Platform has acquired 80% of the issued shares (**Platform Shares**) in the capital of Fleet Network Pty Ltd (ACN 134 534 286) (**Fleet**) (**Acquisition**) by way of cash consideration and issue of 9,757,645 ordinary shares in the Company (**Consideration Shares**) to the nominees of the sellers in accordance with the terms and conditions of the Share Purchase Agreement entered between the shareholders of Fleet, Platform and the Company on 31 March 2017 (**Agreement**).

The Company is currently a party to bank facility documentation (**Facility Documentation**) dated 18 October 2016 as varied by letters of variation dated 31 October 2016 and 29 March 2017 between:

- (a) the Company, as borrower;
- (b) the following entities as guarantors of the Company's and each other's liabilities and obligations under the Facility Documentation:
 - i. Platform;
 - ii. Hal Group Pty Limited;
 - iii. TL Rentals Pty Limited;
 - iv. Ben Leasing Portfolio Pty Limited;
 - v. Consolidated Finance Group Pty Limited;
(together, **Other Guarantors**); and
- (c) Bendigo and Adelaide Bank Limited, as lender (**Lender**).

The Facility Documentation relates to a secured loan facility of up to \$15,000,000 (**Principal Amount**), with up to 100% of the Principal Amount repayable over a period of up to 5 years (**Loan Period**).

The Facility Documentation includes a condition that:

- (a) Fleet, as a majority owned subsidiary of the Company following completion of the Acquisition, grant a guarantee and indemnity to the Lender in relation to the indebtedness of the Company to the Lender; and
- (b) that this guarantee and indemnity be supported by a registered general security deed (**GSD**), all so as to further secure the obligations of the Company to the Lender under the Facility Documentation.

To satisfy this obligation, as part of the Acquisition, Fleet agreed to give a guarantee and indemnity capped at \$5,000,000 (**Guarantee**) and the GSD (together, **Securities**) subject to the Company passing the Special Resolution set out in this Notice. The Securities are customary for a facility of the nature provided by the Lender and the associated security package. The Securities will be first ranking in respect of the current and/or future property to which they relate.

In addition to the Securities, a Multi-Party Deed has been entered into between Fleet, the Lender, Platform, the Company and the shareholders of Fleet on 31 March 2017 (**Multi-Party Deed**) to provide: (a) general Fleet shareholder consent to Platform encumbering the Platform Shares in favour of the Lender; and (b) certain covenants and warranties from the Fleet shareholders (including Platform) intended to protect the security interest held by the Lender over the Platform Shares. These covenants are no more onerous on Platform than the obligations already arising under the general security deed previously granted by Platform in favour of the Lender.

Pursuant to the Securities, Fleet will guarantee payment to the Lender on demand of all present and future, actual and/or contingent liabilities and obligations of the Company to the Lender capped at \$5,000,000 plus any interest, costs and expenses.

The granting of the Securities by Fleet may constitute Fleet giving “financial assistance” in connection with the Acquisition within the meaning of section 260A of the Corporations Act (as it assists Platform, which is a subsidiary of the Company, to purchase shares in Fleet).

Accordingly, Shareholders are being asked to approve the giving of the financial assistance by Fleet for the purposes of section 260B(2) of the Corporations Act and for the purpose of meeting the reasonable requests of the Lender under the Facility Documentation.

The requirements for obtaining member approval under section 260B of the Corporations Act

Under section 260A of the Corporations Act, a company may financially assist a person to acquire shares in the company or its holding company only in certain circumstances, one of which is if the assistance is approved by shareholder(s) under section 260B of the Corporations Act at a general meeting of the company. Alternatively, the financial assistance may be provided without approval of the shareholders in the circumstances detailed in section 260A(1)(a) of the Corporations Act, if Fleet forms the view that the financial assistance does not materially prejudice:

- (i) the interests of Fleet and its shareholders; or
- (ii) Fleet's ability to pay its creditors.

While the Corporations Act does not define what is meant by “financially assist”, it is generally accepted that Fleet, by becoming a guarantor of the obligations of the Company will fall within the broad scope of that term insofar as it assists Platform, which is one of the Other Guarantors under the Facilitation Documentation and a subsidiary of the Company, to purchase shares in Fleet.

The requirements for shareholder approval under section 260B(1) of the Corporations Act are:

- (a) The assistance must be approved by shareholders of Fleet by:
 - (i) a special resolution passed by more than 75% of the votes at a general meeting (**Special Resolution**) of Fleet with no votes being cast in favour of the resolution by the person acquiring the shares or by their associates; or
 - (ii) a resolution agreed to, at a general meeting of Fleet, by all ordinary shareholders.

Under section 249A of the Corporations Act, a company that has more than one member may pass a resolution without a general meeting being held if all members sign a document containing a statement that they are in favour of the resolution set out in the document. The shareholders of Fleet, by entering into the Agreement, have agreed to approve the giving of financial assistance by Fleet in relation to the Acquisition.

- (b) In addition, section 260B(2) of the Corporations Act provides that if, immediately after the Acquisition, Fleet will have an ultimate Australian holding company that is a listed domestic corporation, the financial assistance must also be approved by a Special Resolution passed at a general meeting of the body corporate that will be the ultimate Australian holding company.

Immediately after the Acquisition, the Company will become the ultimate Australian holding company of Fleet and, accordingly, Shareholder approval is required for the giving of financial assistance by Fleet.

-
- (c) The Corporations Act requires that the Company must include with the notice of meeting a statement setting out all the information known to the Company that is material to the decision on how to vote on the resolution, unless it would be unreasonable to require the Company to do so because the Company has previously disclosed the information to its Shareholders. The information has been included in this section of the Explanatory Statement by the Company to satisfy this requirement.

Reason for Proposed Financial Assistance

The reason for the giving of the financial assistance is to enable the Company to comply with its obligations under the Facility Documentation.

Effects of the Financial Assistance

The Directors believe that the proposed financial assistance by Fleet is unlikely to have any material adverse effect on Fleet's shareholders or its creditors.

Advantages

- (a) The provision of the financial assistance by Fleet will enable the Company to comply with its obligations under the Facility Documentation, thereby preserving the benefit of all of the facilities from the Lender available to the Company and its subsidiaries, including Platform, under the Facility Documentation and the ongoing goodwill of the Lender in relation to the Facility Documentation.
- (b) As a member of the group of companies of which the Company is the ultimate holding company, Fleet will have the benefit of access to, and the opportunity to use, the resources, skills and financial expertise the Company provides via various subsidiaries an opportunity which it would not otherwise have had.
- (c) Both Platform (via a wholly owned subsidiary) and Fleet are in the business of novated leasing. As such the Acquisition offers the following benefits to Fleet:
 - (i) Greater buying power in relation to fuel when combined with Platform, allowing better services and rates;
 - (ii) Access to the expertise and development works performed by Platform on the main software package used by both Fleet and Platform, which will add great efficiencies and benefits to Fleet's operations;
 - (iii) Platform's management team has significant experience in the novated lease space and will add value to Fleet's business in general including strategy and expansion, as well as succession planning; and
 - (iv) Expansion into other finance products which Platform offers which will allow Fleet to expand its customer base.
- (d) The Directors accordingly believe, after careful consideration of all relevant factors, and in the context of the positive benefits of the Acquisition, that the provision of financial assistance as referred to in this Explanatory Statement is in the best interests of, and of commercial benefit to, the Company and Fleet.

Disadvantages

- (a) As the Company will ultimately become liable for the amounts due to the Lender, the Directors of the Company do not believe there are any disadvantages to the Company approving the giving of financial assistance by Fleet.
- (b) For Fleet, the disadvantages of granting the Securities include:
 - (i) Fleet will become liable for up to \$5,000,000 of the amounts due under the Facility Documentation and the Securities;
 - (ii) The assets of Fleet will be subject to the Securities and their operations will be restricted by the representations and undertakings given by Fleet under the Securities; and

-
- (iii) Although the Directors currently consider this unlikely, the Company may default under the Facility Documentation, and the Lender may then make a demand under the Guarantee provided by Fleet requiring immediate payment of up to \$5,000,000 of the amounts due under the Facility Documentation and seek to enforce the Securities, which may result in the appointment of a controller over the assets of, or the winding up of, Fleet.

Special Resolution

Under the provisions of section 260B(2) of the Corporations Act, the proposed financial assistance requires Shareholder approval by way of Special Resolution. That is, at least 75% of the votes cast by Shareholders entitled to vote on the Resolution must be in favour of the Resolution for it to be passed.

Notice to ASIC

Copies of the Notice and this Explanatory Statement were lodged with ASIC before being sent to shareholders in accordance with section 260B(5) of the Corporations Act.

Disclosure of information

The Directors consider that this Explanatory Statement contains all material information known to the Company that could reasonably be required by shareholders in deciding whether to approve the Resolution, other than information that it would be unreasonable to require the Company to disclose because the Company has previously disclosed the information to Shareholders.

Directors' Recommendation for Resolution 1:

The Directors unanimously recommend that Shareholders vote in favour of the Resolution. The reason the Board makes this recommendation is that it considers that the giving of financial assistance described above is appropriate in connection with the Acquisition. The Directors intend to vote all their shares in favour of this resolution. The Chairman will vote undirected proxies in favour of this Resolution.

RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF 9,757,645 SECURITIES

Background

The Company owns 60.21% of the issued capital of Platform Finance and Leasing Group Pty Ltd (ACN 609 245 981) (**Platform**) and controls Platform. Platform has acquired 80% of the issued shares (**Platform Shares**) in the capital of Fleet Network Pty Ltd (ACN 134 534 286) (**Fleet**) (**Acquisition**) by way of cash consideration and issue of 9,757,645 ordinary shares in the Company (**Consideration Shares**) to the vendors of Fleet in accordance with the terms and conditions of the Share Purchase Agreement entered between the shareholders of Fleet, Platform and the Company on 31 March 2017 (**Agreement**).

ASX Listing Rule 7.1

ASX Listing Rule 7.1 restricts listed companies in relation to the number of equity securities that they can issue or agree to issue without shareholder approval. Generally, a listed company cannot, in any 12 month period, issue a number of equity securities which is more than 15% of their fully paid ordinary shares on issue without shareholder approval (**15% limit**), unless an exception applies. The Company has not exceeded this 15% limit.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 provides that where holders of ordinary securities approve a previous issue of securities made without approval under ASX Listing Rule 7.1, and provided that the previous issue of securities did not breach ASX Listing Rule 7.1 as applicable, those securities shall be deemed to have been issued with Shareholder approval for the purpose of ASX Listing Rule 7.1.

Shareholder approval is now sought for the prior issue of securities set out below, pursuant to ASX Listing Rule 7.4, to reinstate the Company's capacity to issue up to 15% of its ordinary issued capital under ASX Listing Rule 7.1, if required, over a 12 month period without seeking further Shareholder approval.

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders:

- (a) the number of securities issued was 9,757,645 Shares.
- (b) the Shares were issued at an issue price of \$0.181 per Share.
- (c) the Shares issued rank equally with, and are on the same terms as, the existing Ordinary Shares on issue.
- (d) the Shares issued under Listing Rule 7.1 capacity were allotted to the vendors of Fleet as detailed below;

Issue Date	Name	Resolution 2 No. of Shares Issued
31/03/2017	Tesoro Holdings Pty Ltd	1,243,901
31/03/2017	ETSM Enterprises Pty Ltd as trustee for ETSM Family Trust	3,249,375
31/03/2017	Expedient Pty Ltd as Trustee for the Western Property Unit Trust	2,335,488
31/03/2017	Season Investments Pty Ltd as trustee for the Seamlite Trust	2,538,574
31/03/2017	Titan Partners Corporate Finance Pty Ltd as trustee for Mera Corporate Finance Trust	390,307

- (e) no funds were raised but were issued as part of the consideration for the acquisition of 80% of Fleet by Platform.
- (f) Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 2 by the persons listed in part (d) above, being the persons that participated in the issue of the Securities that are the subject of Resolution 2, and any associate of those persons.

However, the Company will not disregard a vote on Resolution 2 if it is cast by:

- A person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form; or
- The person chairing the Meeting, as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form, to vote as the proxy decides.

Directors' Recommendation for Resolution 2:

The Directors unanimously recommend that Shareholders vote in favour of ratifying the above issue of equity securities. This will enable the Company to retain the flexibility to issue further equity securities representing up to 15% of the Company's share capital under ASX Listing Rule 7.1 during a 12 month period without seeking further Shareholder approval. The Directors intend to vote all their shares in favour of this resolution. The Chairman will vote undirected proxies in favour of this Resolution.

Glossary

The following terms used in this Booklet (including the Notice of Meeting included with this Booklet) have the meanings given to them below, unless the context otherwise requires.


ASIC	Australian Securities & Investments Commission
Associate	has the meaning given to that term by section 12 of the Corporations Act
ASX	ASX Limited (ACN 008 624 691) or, as the context requires, the financial market conducted by it
Board	means the board of directors of the Company as constituted from time to time
Booklet	this Booklet comprising the Notice of Meeting and the Explanatory Memorandum
Chairman	the chair of the Meeting
Company	Consolidated Operations Group Limited (ACN 100 854 788)
COG	Consolidated Operations Group Limited (ACN 100 854 788)
Constitution	the constitution of the Company
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Director	a director of the Company
Explanatory Memorandum	this explanatory memorandum
Fleet	Fleet Network Pty Ltd (ACN 134 534 286)
Listing Rules	the listing rules of ASX
Meeting	the meeting of Shareholders being convened by the Directors pursuant to the Notice of Meeting
Notice of Meeting or Notice	the notice of meeting set out in this Booklet
Ordinary Resolution	means a resolution passed by more than 50 per cent of the voters at a general meeting of Shareholders
Platform	Platform Finance and Leasing Group Pty Ltd (ACN 609 245 981)
Registry	Link Market Services Limited (ACN 083 214 537)
Resolutions	the resolutions set out in the Notice of Meeting
Section	a section of the Explanatory Memorandum
Share	a fully paid ordinary share in the capital of the Company
Shareholder	a registered holder of Shares
Special Resolution	means a resolution passed by more than 75 per cent of the voters at a general meeting of Shareholders


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Consolidated Operations Group
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
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Consolidated Operations Group 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 **10:00am on Tuesday, 13 June 2017 at Intercontinental Hotel (Premier Room), 117 Macquarie Street, Sydney, NSW, 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote unopposed 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 overlaid before marking any boxes with an ☒.

Resolutions

For Against Abstain*

- 1 Giving of financial assistance by Fleet Network Pty Ltd

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

- 2 Ratification of prior issue of 9,757,645 securities

<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)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may 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).

COG 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:

- 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
- 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, either shareholder may 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.

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 **10:00 am on Sunday, 11 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

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 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

Consolidated Operations Group
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*
1A Homebush Bay Drive
Rhodes NSW 2138
or
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.