



10 July 2017

Dear Shareholder,

Re PPK Group Limited

Please find enclosed the Notices of Meeting for our 2015 and 2016 Annual General Meetings which will both be held on Monday 14 August 2017 as part of a process to bring the Company up to date with regulatory requirements.

I am happy to report that we are beginning to experience some welcome relief in sentiment for mining and particularly coal mining as our customers benefit from a lift in underlying commodity prices, lower overall cost structures and a lower Australian dollar.

PPK has now lodged all outstanding Financial Reports with the ASX and these are also available on our website if you wish to review them: www.ppkgroup.com.au.

I encourage you to review the Executive Chairman's Report and the Directors' Reports for an update on the Company's progress over the past two and a half years and encourage you to attend the Annual General Meeting at which I will provide shareholders with a further update and you will also have the opportunity to discuss the Company's progress with my fellow Directors.

Kind regards,

A handwritten signature in black ink, appearing to read 'Robin Levison', written over a light blue horizontal line.

Robin Levison
Executive Chairman

PPK GROUP LIMITED

ABN: 65 003 964 181

Level 27, 10 Eagle St, Brisbane QLD 4000
GPO Box 754, Brisbane Qld 4001
Tel: +61 7 3054 4500 Fax: +61 7 3054 4599



PPK GROUP LIMITED
ABN 65 003 964 181

**Notice of 2015 Annual General Meeting
and Explanatory Statement**

2015 Annual Report:
<http://www.ppkgroup.com.au>

**2.00 pm AEST
Monday 14 August 2017
The Grace Hotel
King Room, Level 1
77 York Street, Sydney**

Notice of Annual General Meeting

NOTICE is given that the 2015 Annual General Meeting of PPK Group Limited (**Company**) will be held at The Grace Hotel, King Room, Level 1, 77 York Street, Sydney NSW Australia at **2.00 pm (Sydney time)** on **Monday 14 August 2017**.

The Explanatory Statement accompanying this Notice of General Meeting explains the items of business to be considered at the Meeting. The Explanatory Statement forms part of this Notice of General Meeting and should be read in conjunction with it. Unless otherwise stated, capitalised terms and certain other expressions used in this Notice of Meeting have the meaning given to them in the Explanatory Statement.

ORDINARY BUSINESS

1. Receipt of the Financial Report for the year ended 30 June 2015

Receipt of the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2015.

2. Remuneration Report

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

"That the Remuneration Report of the Company for the financial year ended 30 June 2015 be adopted."

Voting Exclusion Statement:

The Company will disregard any votes cast on Resolution 2:

- by or on behalf of a member of the Company's key management personnel (**KMP**) (as defined in Section 9 of the Corporations Act 2001 (Cth)) details of whose remuneration are included in the Remuneration Report;
- by or on behalf of a closely related party (as defined in Section 9 of the Corporations Act 2001 (Cth)) such as close family members and any controlled companies) of a member of the KMP; or
- as a proxy by a member of the KMP or a KMP's closely related party.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 2:

- in accordance with a direction as to how to vote on the Proxy Form; or
- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy even though Resolution 2 is connected with the remuneration of the Company's KMP.

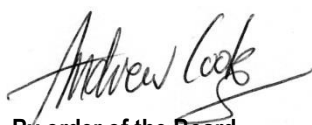
Important Notice for Resolution 2: If a shareholder appoints the Chairman of the meeting as the shareholder's proxy and does not specify how the Chairman is to vote on Resolution 2, the Chairman will vote all proxy votes that he is entitled to vote in favour of Resolution 2.

3. Re-elect Mr Robin Levison as a Director of the Company

To re-elect Mr Robin Levison as a Director of the Company. Mr Levison retires in accordance with the Constitution, and being eligible, offers himself for re-election as a Director.

4. Elect Mr Dale William McNamara as a Director of the Company

To elect Mr Dale William McNamara as a Director of the Company. Mr McNamara, having been appointed as a Director on 29 April 2015, retires in accordance with the Constitution and, being eligible, offers himself for election as a Director.



By order of the Board
Andrew J. Cooke
Company Secretary

Dated at Sydney, on the 3 July 2017

2015 Annual Report:

The 2015 Annual Report is available on the Company's Website: www.ppkgroup.com.au

Proxies

- A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy or not more than two proxies to attend and vote instead of the Shareholder.
- Where two proxies are appointed:
 - (i) a separate Proxy Form should be used to appoint each proxy;
 - (ii) the Proxy Form may specify the proportion, or the number, of votes that the proxy may exercise, and if it does not do so the proxy may exercise half of the votes.
- A Shareholder can appoint any other person to be their proxy. A proxy need not be a Shareholder of the Company. The proxy appointed can be described in the Proxy Form by an office held e.g. "the Chair of the Meeting".
- If a Shareholder's appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting. In addition, any directed proxy appointments that are not voted on a poll at the meeting by a Shareholder's appointed proxy will automatically default to the Chair of the Meeting, who is required to exercise the relevant votes as directed on the poll (subject to any applicable voting exclusions).
- In the case of Shareholders who are individuals, the Proxy Form must be signed:
 - (i) if the shares are held by one individual, by that Shareholder;
 - (ii) if the shares are held in joint names, by any one of them.
- In the case of Shareholders who are companies, the Proxy Form must be signed:
 - (i) if it has a sole director who is also sole secretary, by that director (and stating the fact next to, or under the signature on the Proxy Form);
 - (ii) in the case of any other company by either two directors or a director and secretary.
- If the person signing the Proxy Form is doing so under a power of attorney, or is an officer of a company outside those referred to above but authorised to sign the Proxy Form, the power of attorney or other authorisation (or a certified copy of it), as well as the Proxy Form, must be received by the Company by the time and at the place specified below.
- A Proxy Form accompanies this notice. To be effective, your proxy must be received by the Company no later than 2.00 pm (AEST) on Saturday 12 August 2017:
 - (i) by **facsimile** : on +61 (02) 9290 9655; or
 - (ii) by delivery in person or **mail** :

PPK Group Limited Share Registry
C/- Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2001 ; or
 - (iii) **Online** : www.votingonline.com.au/ppkgrouppagm2015

Corporate Representatives

A body corporate that is a member, or that has been appointed as a proxy of a member, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment including the authority under which it is signed.

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

In accordance with the Corporations Act, the Directors have determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of members as at 2.00pm (AEST) on Saturday 12 August 2017.

CHAIR'S VOTING INTENTIONS

Subject to any applicable voting exclusions, the Chair of the Meeting intends to vote all available undirected proxies in favour of each Resolution.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Meeting.

1 - Financial Report: Year ended 30 June 2015

The Corporations Act requires the financial report (which includes the financial statements and the directors' declaration), the directors' report and the auditor's report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the financial report, the directors' report or the auditor's report.

This item of business provides Shareholders with an opportunity to ask questions concerning or make comments on the Company's financial statements and reports for the year ended 30 June 2015 and the Company's performance generally. A representative of the Auditor will be attending the Meeting.

As a Shareholder, you are entitled to submit a written question to the Auditor prior to the Meeting provided that the question relates to:

- the content of the Auditor's report; or
- the conduct of the audit in relation to the Financial Report.

All written questions must be received by the Company no later than 9 August 2017. All questions must be sent to the Company and may not be sent direct to the Auditor. The Company will then forward all questions to the Auditor. The Auditor will answer written questions submitted prior to the Meeting. The Auditor will also answer questions at the meeting from Shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements;
- the independence of the Auditor in relation to the conduct of the audit.

Resolution 2 – Remuneration Report

The Directors' Report for the year ended 30 June 2015 contains a Remuneration Report which sets out the policy on remuneration of the directors of the Company and specified executives of the Company.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory and does not bind the Directors or the Company. However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, Shareholders will then vote to determine whether the Directors, excluding the Managing Director, will need to stand for re-election (Spill Resolution). If more than 50% of the votes cast on the resolution are in favour, a separate re-election meeting must be held within 90 days.

At the Company's 2014 annual general meeting, the votes cast against the remuneration report considered at that meeting were less than 25%. Accordingly, a Spill Resolution cannot be put at this meeting.

Members attending the Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Resolutions 3 and 4 – Re-election of Directors

Mr Robin Levison retires by rotation and, being eligible, offers himself for re-election as a Director.

Mr Dale William McNamara was appointed as a Director on 29 April 2015, retires in accordance with the Constitution and, being eligible, offers himself for election as a Director

A short profile of each of the candidates is set out below.

Robin Levison. Executive Chairman, CA, MBA, F.A.I.C.D.

Appointed to the Board of PPK Group Limited as Executive Chairman on 22 October 2013.

Robin Levison joined Industree Limited in 2005, following a successful career in accountancy and merchant banking. As Managing Director, he implemented and executed a successful growth strategy under which the company's range of specialist mining and productivity equipment targeting the underground coal mining sector expanded significantly. Through a mix of strong organic growth and strategic acquisitions, Mr Levison oversaw a significant increase in Industree's revenue base, and group employee numbers climb to in excess of 1000 people located globally, which eventually led to the company being acquired by General Electric (GE). The company's products and services were sold extensively to countries including Australia, China, India, Indonesia, Russia, Japan, USA and Chile.

Mr Levison is also Chairman of ASX listed Retirement Village operator Eureka Group Holdings Limited (ASX: EGH) and holds a Masters of Business Administration from the University of Queensland, is a Chartered Accountant and is a Graduate and Fellow of the Australian Institute of Company Directors.

Dale William McNamara, Executive Director – Global Mining

Dale was appointed as a Director on 29 April 2015.

Dale McNamara has more than 30 years experience in operational and management roles in the coal mining industry in Australia and China. He founded Wadam Industries, a subsidiary of ASX Listed Industree Ltd, and served as its Managing Director from 1993. He was then appointed as Deputy Chief Executive Officer of Industree in 2009. Following the takeover of Industree in November 2012 Dale assumed the position of Global Director, Mining with the new owner.

Board Recommendations

The Board (with Robin Levison and Dale McNamara abstaining in relation to their own candidacies) unanimously recommends that Shareholders vote in favour of the re-election or election of each of the Directors under Resolutions 3 and 4.

All Correspondence to:

- ✉ **By Mail:** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00pm AEST on Saturday 12 August 2017.**

TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/ppkgroupagm2015
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2:00pm AEST on Saturday 12 August 2017**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- | | |
|--------------------|--|
| 💻 Online | www.votingonline.com.au/ppkgroupagm2015 |
| 📠 By Fax | +61 2 9290 9655 |
| ✉ By Mail | Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia |
| 👤 In Person | Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia |

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

PPK Group Limited

ABN 65 003 964 181

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **PPK Group Limited** and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of **PPK Group Limited** to be held at **The Grace Hotel, King Room, 77 York Street, Sydney NSW 2000 on Monday 14 August 2017 at 2:00pm AEST** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 2, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 2 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 2). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 2	To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To Re-elect Mr Robin Levison as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	To Elect Mr Dale William McNamara as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017



PPK GROUP LIMITED
ABN 65 003 964 181

**Notice of 2016 Annual General Meeting
and Explanatory Statement**

2016 Annual Report:
<http://www.ppkgroup.com.au>

**2.30 pm AEST
Monday 14 August 2017
The Grace Hotel
King Room, Level 1
77 York Street, Sydney**

NOTICE is given that the 2016 Annual General Meeting of PPK Group Limited (**Company**) will be held at The Grace Hotel, King Room, Level 1, 77 York Street, Sydney NSW Australia at **2.30 pm (Sydney time)** on **Monday 14 August 2017**.

The Explanatory Statement accompanying this Notice of General Meeting explains the items of business to be considered at the Meeting and forms part of this Notice of General Meeting and should be read in conjunction with it.

ORDINARY BUSINESS

1. Receipt of the Financial Report for the year ended 30 June 2016

Receipt of the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2016.

2. Remuneration Report

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

"That the Remuneration Report of the Company for the financial year ended 30 June 2016 be adopted."

3. Re-elect Mr Glenn Molloy as a Director of the Company

To re-elect Mr Glenn Molloy as a Director of the Company. Mr Molloy retires in accordance with the Constitution, and being eligible, offers himself for re-election as a Director.

CONTINGENT BUSINESS

4. Conditional Spill Resolution

If required, to consider and if thought fit to pass as an ordinary resolution:

That, subject to and conditional upon both:

- i. at least 25% of the votes cast on Resolution 2 at the 2015 Annual General Meeting being cast against the 2015 Remuneration Report; and
- ii. at least 25% of the votes cast on Resolution 2 above at this 2016 Annual General Meeting being cast against the 2016 Remuneration Report:
 - (a) an extraordinary general meeting of the Company (the **Spill Meeting**) be held within 90 days of the passing of this resolution;
 - (b) all of the Directors in office when the resolution to approve the Directors Report for the year ended 30 June 2016 was passed (being Robin Levison, Glenn Molloy, Graeme Webb and Dale McNamara) and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting, and
 - (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on Resolution 2 and 4:

- by or on behalf of a member of the Company's key management personnel (**KMP**) (as defined in Section 9 of the Corporations Act 2001 (Cth)) details of whose remuneration are included in the Remuneration Report;
- by or on behalf of a closely related party (as defined in Section 9 of the Corporations Act 2001 (Cth)) such as close family members and any controlled companies) of a member of the KMP; or
- as a proxy by a member of the KMP or a KMP's closely related party.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on items 2 and 4:

- in accordance with a direction as to how to vote on the Proxy Form; or
- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy even though items 2 and 4 are connected with the remuneration of the Company's KMP.

Important Notice for Resolutions 2 and 4: If a shareholder appoints the Chairman of the meeting as the shareholder's proxy and does not specify how the Chairman is to vote on Resolution 2 or Resolution 4, the Chairman will vote all proxy votes that he is entitled to vote in favour of Resolution 2 and against Resolution 4.

Dated at Sydney, on the 3 July 2017

By order of the Board
Andrew J. Cooke
Company Secretary



2016 Annual Report:

The 2016 Annual Report is available on the Company's Website: www.ppkgroup.com.au

Proxies

- A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy or not more than two proxies to attend and vote instead of the Shareholder.
- Where two proxies are appointed:
 - (i) a separate Proxy Form should be used to appoint each proxy;
 - (ii) the Proxy Form may specify the proportion, or the number, of votes that the proxy may exercise, and if it does not do so the proxy may exercise half of the votes.
- A Shareholder can appoint any other person to be their proxy. A proxy need not be a Shareholder of the Company. The proxy appointed can be described in the Proxy Form by an office held e.g. "the Chair of the Meeting".
- If a Shareholder's appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting. In addition, any directed proxy appointments that are not voted on a poll at the meeting by a Shareholder's appointed proxy will automatically default to the Chair of the Meeting, who is required to exercise the relevant votes as directed on the poll (subject to any applicable voting exclusions).
- In the case of Shareholders who are individuals, the Proxy Form must be signed:
 - (i) if the shares are held by one individual, by that Shareholder;
 - (ii) if the shares are held in joint names, by any one of them.
- In the case of Shareholders who are companies, the Proxy Form must be signed:
 - (i) if it has a sole director who is also sole secretary, by that director (and stating the fact next to, or under the signature on the Proxy Form);
 - (ii) in the case of any other company by either two directors or a director and secretary.
- If the person signing the Proxy Form is doing so under a power of attorney, or is an officer of a company outside those referred to above but authorised to sign the Proxy Form, the power of attorney or other authorisation (or a certified copy of it), as well as the Proxy Form, must be received by the Company by the time and at the place specified below.
- A Proxy Form accompanies this notice. To be effective, your proxy must be received by the Company no later than 2.30 pm (Sydney time) on Saturday 12 August 2017:
 - (i) by **facsimile** : on +61 (02) 9290 9655; or
 - (ii) by delivery in person or **mail** :

PPK Group Limited Share Registry
C/- Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2001 ; or
 - (iii) **Online** : www.votingonline.com.au/ppkgroupagm2016

Corporate Representatives

A body corporate that is a member, or that has been appointed as a proxy of a member, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment including the authority under which it is signed.

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

In accordance with the Corporations Act, the Directors have determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of members as at 2.00pm (AEST) on Saturday 12 August 2017.

CHAIR'S VOTING INTENTIONS

Subject to any applicable voting exclusions, the Chair of the Meeting intends to vote all available undirected proxies in favour of Resolutions 2 and 3 and **against** Resolution 4.

EXPLANATORY STATEMENT

This Explanatory Statement forms part of the Notice of Meeting and has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Meeting.

1 - Financial Report: Year ended 30 June 2016

The Corporations Act requires the financial report (which includes the financial statements and the directors' declaration), the directors' report and the auditor's report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the financial report, the directors' report or the auditor's report.

This item of business provides Shareholders with an opportunity to ask questions concerning or make comments on the Company's financial statements and reports for the year ended 30 June 2016 and the Company's performance generally. A representative of the Auditor will be attending the Meeting.

As a Shareholder, you are entitled to submit a written question to the Auditor prior to the Meeting provided that the question relates to:

- the content of the Auditor's report; or
- the conduct of the audit in relation to the Financial Report.

All written questions must be received by the Company no later than 9 August 2017. All questions must be sent to the Company and may not be sent direct to the Auditor. The Company will then forward all questions to the Auditor. The Auditor will answer written questions submitted prior to the Meeting. The Auditor will also answer questions at the meeting from Shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements;
- the independence of the Auditor in relation to the conduct of the audit.

Resolution 2 and Resolution 4 – Remuneration Report and Conditional Spill Resolution

The Directors' Report for the year ended 30 June 2016 contains the 2016 Remuneration Report which sets out the policy on remuneration of the directors of the Company and specified executives of the Company.

Members attending the Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the 2016 Remuneration Report.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. **Resolution 2** deals with the adoption of the 2016 Remuneration Report.

The Corporations Act expressly provides that the vote is advisory and does not bind the Directors or the Company. However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, Shareholders will then vote to determine whether the Directors, excluding the Managing Director, will need to stand for re-election (Spill Resolution). If more than 50% of the votes cast on the resolution are in favour, a separate re-election meeting must be held within 90 days.

At the Company's 2014 annual general meeting, the votes cast against the remuneration report considered at that meeting were less than 25%.

The 2015 annual general meeting is to be held immediately prior to this meeting and accordingly, whether or not more than 25% of the votes cast will be against the 2015 remuneration report is unknown at the time of preparing this Notice of Meeting.

If:

- a) at least 25% of the votes cast at the 2015 annual general meeting on the resolution that the 2015 Remuneration Report be adopted are against adoption; and
- b) at least 25% of the votes cast at this 2016 annual general meeting on the resolution that the 2016 Remuneration Report be adopted are against adoption;

then Resolution 4 will be put to shareholders to determine whether the Directors will need to stand for re-election (Spill Resolution). If more than 50% of the votes cast on the resolution are in favour, a separate re-election meeting must be held within 90 days.

Resolution 4 is a conditional resolution and will only be put to the meeting in the circumstances outlined above.

If Resolution 4 is put to the meeting and passed and becomes effective, then it will be necessary for the Board to convene a general meeting of the Company (**Spill Meeting**) within 90 days of the date of the 2016 annual general meeting in order to consider the composition of the Board. If a Spill Meeting is required, the date of the meeting will be notified to shareholders in due course.

If a Spill Meeting is held, the following directors will automatically vacate office at the conclusion of the Spill Meeting unless they are willing to stand for re-election and are re-elected at that meeting:

- Robin Levison, Executive Chairman
- Glenn Molloy, Executive Director
- Graeme Webb, Non-Executive Director
- Dale McNamara, Executive Director, Global Mining

Even if Mr. Glenn Molloy is re-elected at this 2016 annual general meeting he will still need to be re-elected at the Spill Meeting to remain in office following the Spill Meeting.

Board Recommendation

The Board recommends that shareholders vote **against** Resolution 4 if it is put to the meeting.

Resolution 3 – Re-election of Mr. Glenn Molloy as a Director

Mr. Glenn Molloy retires by rotation and, being eligible, offers himself for re-election as a Director.

A short profile of Mr. Molloy is set out below:

Glenn Molloy, Executive Director

Glenn Molloy is a substantial shareholder of PPK Group Limited and a member of the PPK Group Limited Board since listing on 21 December 1994. Glenn was appointed as an Executive Director in September 2009.

Glenn founded the former entity Plaspak Pty Ltd in 1979 and has acted as a director of the consolidated entity since that time. He has extensive experience on public company boards, and in advising publicly listed and private entities on commercial aspects of mergers, acquisitions and divestment activities.

Board Recommendation

The Board (with Glenn Molloy abstaining) unanimously recommends that Shareholders vote in favour of the re-election of Mr. Molloy as a Director under Resolution 3.

All Correspondence to:

- ✉ **By Mail:** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:30pm AEST on Saturday 12 August 2017.**

TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/ppkgrouppgm2016
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2:30pm AEST on Saturday 12 August 2017.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- | | |
|--------------------|--|
| 💻 Online | www.votingonline.com.au/ppkgrouppgm2016 |
| 📠 By Fax | +61 2 9290 9655 |
| ✉ By Mail | Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia |
| 👤 In Person | Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia |

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **PPK Group Limited** and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of **PPK Group Limited** to be held at **The Grace Hotel, King Room, 77 York Street, Sydney NSW 2000 on Monday 14 August 2017 at 2:30pm AEST** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 2, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 2 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 2). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 2	To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To Re-elect Mr Glenn Molloy as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Contingent Business: Conditional - Spill Resolution The Board recommends you vote AGAINST Resolution 4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017