

18 September 2017

The Manager  
Company Announcements Office  
Australian Securities Exchange  
20 Bridge Street  
Sydney NSW 2000

Dear Sir/ Madam

**PWR Holdings Limited (ASX: PWH) – Notice of 2017 Annual General Meeting**

The 2017 Annual General Meeting for PWR Holdings Limited (PWR) will be held on Friday, 20 October 2017 at 10 am (Brisbane time) at the offices of Corrs Chambers Westgarth, One One One Eagle, Level 42, 111 Eagle Street, Brisbane, Queensland, 4000.

The attached Notice of Meeting, Explanatory Notes and Proxy Form have been mailed to shareholders today. These documents, together with the 2017 Annual Report (lodged with ASX on 18 September 2017) are also available on the Company's website: [www.pwr.com.au](http://www.pwr.com.au).

Yours faithfully  
**PWR Holdings Limited**

A handwritten signature in blue ink that reads 'Lisa Dalton'.

Lisa Dalton  
Company Secretary

Notice of 2017 Annual General Meeting  
and  
Explanatory Notes



The Annual General Meeting (AGM) of PWR Holdings Limited (the Company) will be held at:

<b>TIME</b>	10.00 am (Brisbane Time)
<b>DATE</b>	Friday, 20 October 2017
<b>WHERE</b>	Offices of Corrs Chambers Westgarth Level 42 One One One Eagle 111 Eagle Street Brisbane Qld 4000

If you are unable to attend the Meeting, we encourage you to complete and return the enclosed Proxy Form by no later than 10:00 am (Brisbane time) on Wednesday 18 October, 2017.

Information to assist Shareholders to complete the Proxy Form and details of where to send the completed Proxy Form can be found on page 3 of the Notice under the heading "Appointment of Proxies".

The accompanying Explanatory Notes which start on page 4 provide information about the items of business, voting, a summary of important information and Defined Terms and form part of this Notice and should be read in conjunction with it.

The Directors recommend that Shareholders read the Notice of Meeting and the Explanatory Notes in full before making any decision in relation to the Resolutions.

# NOTICE OF 2017 ANNUAL GENERAL MEETING

10.00 AM

FRIDAY 20 OCTOBER 2017

## BUSINESS

### FINANCIAL AND OTHER REPORTS

To receive and consider the Company's 2017 Annual Report comprising the Directors' Report and Auditor's Report, the Directors' Declaration, Consolidated Statement of Profit and Loss and Other Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and Financial Report for the Company and its controlled entities for the financial year ended 30 June 2017.

NOTE: THERE IS NO REQUIREMENT FOR SHAREHOLDERS TO APPROVE THESE REPORTS.

### RESOLUTION 1

#### REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as an advisory resolution

*"That the Remuneration Report for the year ended 30 June 2017 be adopted (as set out in the Directors' Report)."*

### RESOLUTION 2

#### ELECTION OF ROLAND DANE AS A DIRECTOR

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

*"That Roland Dane, having been appointed by the Board to fill a casual vacancy, and being eligible, be elected as a Director of the Company".*

### RESOLUTION 3

#### RE-ELECTION OF TERESA HANDICOTT AS A DIRECTOR

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

*"That Teresa Handicott, who retires in accordance with Rule 11.7(b) of the Constitution and being eligible, be re-elected as a Director of the Company".*

### GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

### BY ORDER OF THE BOARD



LISA DALTON  
COMPANY SECRETARY  
13 SEPTEMBER 2017

### AFTER THE MEETING

After the Meeting, all Shareholders are invited to join the Directors and Management for light refreshments.

EXPLANATORY NOTES ACCOMPANY AND FORMS PART OF THIS NOTICE OF MEETING.  
SHAREHOLDERS SHOULD READ THESE DOCUMENTS IN FULL.

### VOTING EXCLUSION STATEMENT

In accordance with the Listing Rules and the Corporations Act, the Company will disregard any votes cast on each resolution (as applicable) by certain persons identified as being excluded from voting on that resolution.

The Company will disregard any votes cast on:

*Item 2: Adoption of Remuneration Report, by any member of the Key Management Personnel or any Closely Related Party of such a member.*

However, the Company may not disregard a vote cast if it is cast:

- By a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- By the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with an express authority in the proxy form to vote as the proxy decides, even if the resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

PLEASE REFER TO THE 'IMPORTANT INFORMATION ON APPOINTING A PROXY FOR ITEM 2' FOR IMPORTANT INFORMATION IF YOU ARE APPOINTING A PROXY FOR THIS ITEM

### ENTITLEMENT TO ATTEND AND VOTE AT MEETING

For the purpose of the AGM and voting at the AGM, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be determined as those persons who are registered holders of shares in the Company as at **6.00 pm (Brisbane time) on Wednesday, 18 October 2017**. Accordingly, persons who become shareholders after this time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Meeting.

### HOW TO VOTE

You may vote at the Meeting by attending the Meeting by person, or by proxy.

- To vote in person you must attend the Meeting to be held at **10:00am (Brisbane time) on Friday 20 October 2017** at the offices of **Corrs Chambers Westgarth, One One One Eagle, 111 Eagle Street, Brisbane, Queensland, 4000**.
- If you wish to vote by proxy, your proxy form must be received by the Company no later than **10:00am (Brisbane time) on Wednesday, 18 October 2017**. Any proxy form received after that time will not be valid for the scheduled Meeting. Proxy forms can be lodged by:
  - Posting it to GPO Box 242, Melbourne VIC 3001 Australia.
  - Lodging it online at Computershare's website **www.investorvote.com.au** and logging in using the control number found on the front of your accompanying proxy form, or scanning the QR code on the front of the accompanying Proxy Form with your mobile device and inserting your postcode: **Note:** You will be taken to have signed your proxy form if you lodge it in accordance with the instructions on the website.
  - Faxing it to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
  - Intermediary Online subscribers (Institutions/Custodians) may lodge their proxy instruction online by visiting **www.intermediaryonline.com**

# NOTICE OF 2017 ANNUAL GENERAL MEETING

10.00 AM

FRIDAY 20 OCTOBER 2017

## APPOINTMENT OF PROXIES

The **enclosed** proxy form provides further details on appointing proxies and lodging proxy forms:

- a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- b) a proxy need not be a Shareholder of the Company;
- c) a Shareholder may appoint a body corporate or an individual as its proxy;
- d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, a certificate of the appointment of corporate representative should be completed and lodged in the manner specified below.

If proxy holders vote on a poll, they must vote all directed proxies as directed. Any directed proxies which are not voted on a poll will automatically default to the person chairing the Meeting, who must vote the proxies as directed.

Proxy forms must be lodged by **10:00 am (Brisbane time) on Wednesday, 18 October 2017.**

The Chair intends to vote all undirected proxies in favour of the resolutions.

### Important Information on appointing a Proxy for Resolution 1

The Corporations Act places certain restrictions on the ability of KMP (including the person chairing the Meeting) and their CRP to vote on the resolution in Item 2, including where they are voting as proxy for another Member.

To ensure that your votes are counted, you are encouraged to direct your proxy as to how to vote on the resolution in Item 2, by indicating your preference by completing any of the 'For', 'Against' or 'Abstain' boxes on the proxy form.

The Chair of the Meeting intends to vote all undirected proxies in favour of the resolution in Item 2.

If you appoint the Chair of the Meeting as your proxy but you do not direct the Chair how to vote in respect of the resolution in Item 2, you will be directing the Chair to vote in favour of the resolutions and the Chair will vote in this way, even though the resolution is in connection with the remuneration of KMP.

## CORPORATE REPRESENTATIVES

Any:

- a) corporate Shareholder; or
- b) corporate proxy appointed by a Shareholder,

that has appointed an individual to act as its corporate

representative at the AGM 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 or its share registry, Computershare, in advance of the AGM or handed in at the AGM when registering as a corporate representative.

An Appointment of Corporate Representative form is available by contacting the Company's share registry:

Computershare Investor Services Pty Limited  
Phone: 1300 850 505 (within Australia),  
Phone: +61 3 9415 4000 (outside Australia).

## QUESTIONS ON HOW TO CAST YOUR VOTES

If you have any queries on how to cast your votes, please call the Company's share registry:

Computershare Investor Services Pty Limited  
Phone: 1300 850 505 (within Australia),  
Phone: +61 3 9415 4000 (outside Australia).

## QUESTIONS ABOUT PWR HOLDINGS LIMITED

Shareholders may direct questions during the Meeting to the Chairman about the operations and management of PWR Holdings Limited.

In addition, a question form has been included with this Notice of Meeting to make it easier for Shareholders to submit written questions. Please submit written questions by no later than **5pm (Brisbane time) on Friday, 13 October 2017** to the Company Secretary by post or email at the address below:

### Written Questions to the Company

#### **To be submitted by:**

Time: 5:00 pm (Brisbane Time)

Date: Friday, 13 October 2017

#### **By Post:**

Ms Lisa Dalton (Company Secretary)

PWR Holdings Limited

103 Lahrs Road, Ormeau, Queensland, 4208

**By Email:** [LisaD@pwr.com.au](mailto:LisaD@pwr.com.au)

# Explanatory Notes

These Explanatory Notes are provided to Shareholders of the Company to explain the Items of business and Resolutions to be put to Shareholders at the Annual General Meeting to be held at the offices of **Corrs Chambers Westgarth, One One One Eagle, 111 Eagle Street, Brisbane, Queensland, 4000** on **Friday, 20 October 2017 at 10:00 am (Brisbane time)**.

The Directors recommend that Shareholders read the accompanying Notice of Meeting and these Explanatory Notes in full before making any decision in relation to the resolutions.

Terms used in these Explanatory Notes are defined on page 5 of this document.

## INFORMATION RELATING TO THE ITEMS OF BUSINESS AND RESOLUTIONS

### Annual Financial Report and Directors' and Auditor's Report

The Company's Annual Report comprising the Directors' Report and Auditor's Report, Directors' Declaration, Consolidated Statement of Profit and Loss and Other Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to the financial report for the Company and its controlled entities for the financial year ended 30 June 2017 were released to ASX Limited on 25 August 2017.

The Company's Annual Report is placed before the Shareholders for discussion.

No voting is required for this resolution.

*If you have a question for the Company's Auditor before the Annual General Meeting*

As a Member, you may 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 questions must be sent to the Company Secretary and may not be sent to the Auditor. The Company will then forward all questions to the Auditor.

#### Written Questions to the Auditor

##### To be submitted by:

Time: 5:00 pm (Brisbane time)

Date: Friday 13 October 2017

##### By Post:

Ms Lisa Dalton (Company Secretary)

PWR Holdings Limited

103 Lahrs Road, Ormeau, Queensland, 4208

**By Email:** LisaD@pwr.com.au

*If you have a question for the Company's Auditor at the Meeting*

The Auditor will be attending the Annual General Meeting and will answer written questions submitted prior to the Meeting.

The Auditor will also be available to answer questions 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; and
  - the independence of the Auditor in relation to the conduct of the audit.

### Resolution 1 | Remuneration Report

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory resolution.

The Remuneration Report is in the Directors' Report and set out on pages 10-17 of the Annual Report for the period ended 30 June 2017.

The 2017 Annual Report is available on the Company's website [www.pwr.com.au](http://www.pwr.com.au).

The Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of executives of the Company including the Managing Director; and
- sets out remuneration details for each Director and the other Key Management Personnel of the Company.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, and make comments on, the Remuneration Report and the Company's remuneration arrangements.

The Board believes that the Company's remuneration arrangements, as set out in the Remuneration Report, are fair, reasonable and appropriate and support achievement of the strategic objectives of the Company.

#### **Directors' recommendation:**

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report. A vote on this resolution is advisory only and does not bind the Directors.

### Resolution 2 | Election of Roland Dane as a Director

Rule 11.3(a) of the Constitution requires that a person who has been appointed as a director by the Board of directors must have their appointment confirmed at the AGM following their appointment. Roland Dane was appointed as a director of the Company by the Board on 1 March 2017.

<b>Roland Dane</b> <i>Independent, Non-Executive Director</i> <i>Appointed 1 March 2017</i> <i>Member of Audit and Risk Committee</i> <i>Member of Nomination and Remuneration Committee</i>	Roland has extensive automotive business experience in the UK and Australia. Roland was the founder of the Park Lane (UK) vehicle acquisition business in the UK some 30 years ago. He is an owner of the highly successful Triple Eight Race Engineering which has won 8 out of the last 10 Supercars championships.
Year of election	2017
Current directorships of listed entities	Nil
Directorships of listed entities over last 3 years	Nil

#### **Directors' recommendation:**

The Directors, with *Roland Dane* abstaining, recommend that you vote in favour of this ordinary resolution to elect Roland Dane as a Director.

## Explanatory Notes

### Resolution 3 | Re-election of Teresa Handicott as a Director

Rule 11.7(b) of the Constitution requires the Company to hold an election of directors whenever required by the Corporations Act or the Listing Rules. The Listing Rules require the Company to hold an election of directors at each annual general meeting. Under these rules Ms Handicott is subject to retirement by rotation and will offer herself to re-election by Shareholders.

<p>Teresa Handicott <i>Interim Chairman, Independent Non-Executive Director</i> <i>Appointed NED 1 October 2015</i> <i>Appointed Interim Chairman 3 March 2017</i> <i>Chairman of Nomination and Remuneration Committee</i> <i>Member of Audit and Risk Committee</i></p>	<p>Teresa spent over 30 years practicing as a corporate lawyer, specialising in mergers and acquisitions, capital markets and corporate governance. She was a partner of national law firm Corrs Chambers Westgarth for 22 years. She served as a member of its National Board for seven years including four as National Chairman prior to her retirement from the partnership in June 2016.</p> <p>Teresa is a director of ASX listed company Downer EDI Limited and of LGE Holding Company Pty Ltd, trading as Peak Services, a subsidiary of The Local Government Association of Queensland (LGAQ), which is responsible for the LGAQ's commercial, Propel Partnership JV, Local Buy Pty Ltd, Local Government Infrastructure Services Pty Ltd and Resolute IT.</p> <p>Teresa serves on the Queensland University of Technology (QUT) Council, where she chairs the Audit and Risk Committee and is a member of the Investment and Borrowings Committee. She is a director of Bangarra Dance Theatre Limited and chairs its Remuneration Committee.</p> <p>Teresa is a Divisional Councillor of the Queensland Division of the Australian Institute of Company Directors (AICD) and is a member of the AICD's National Law Committee. She also serves on the Sunshine Coast Council's Economic Futures Board. Teresa is a Member of Chief Executive Women (CEW) where she serves on the Scholarship Committee, is a Senior Fellow of Finsia and a Graduate of the AICD.</p> <p>Teresa's previous positions include Member of the Takeovers Panel, Associate Member of the Australian Competition and Consumer Commission (ACCC), Member of the Finsia Queensland Regional Council, Director of CS Energy Limited, Principal Law Lecturer for the Securities Institute of Australia (now Finsia) and Tutor in Corporate Governance for the AICD Directors Course.</p>
<p>Current directorships of listed entities</p>	<p>Downer EDI Limited (appointed 24 June 2016, effective 21 September 2016)</p>
<p>Directorships of listed entities over last 3 years</p>	<p>Nil</p>
<p>Bankruptcy and Criminal Records Searches</p>	<p>Nil to Report</p>

#### Directors' recommendation:

The Directors, with Teresa Handicott abstaining, recommend that you vote in favour of this ordinary resolution to re-elect Teresa Handicott as a Director.

#### GLOSSARY

Defined Terms	Meaning
<b>Auditor</b>	KPMG
<b>Associate</b>	the meaning given in the Listing Rules.
<b>Annual General Meeting or AGM</b>	the annual general meeting of Shareholders of the Company.
<b>ASX</b>	ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
<b>Board</b>	the board of Directors of the Company.
<b>Chair</b>	the person appointed to Chair the Meeting.
<b>Closely Related Party or CRP</b>	(as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means: <ul style="list-style-type: none"> <li>a) a spouse or child of the member; or</li> <li>b) a child of the member's spouse; or</li> <li>c) a dependant of the member or the member's spouse; or</li> <li>d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or</li> <li>e) a company the member controls; or</li> <li>f) a person prescribed by the regulations for the purposes of this paragraph.</li> </ul>
<b>Corporations Act</b>	the Corporations Act 2001 (Cth).
<b>Company</b>	PWR Holdings Limited ACN 105 326 850.
<b>Constitution</b>	the constitution of the Company, as amended from time to time, a copy of which is available on the Company's website <a href="http://www.pwr.com.au">www.pwr.com.au</a>
<b>Directors</b>	the directors of the Company.
<b>FY17</b>	The financial year ending on 30 June 2017.
<b>Group</b>	PWR Holdings limited and its wholly owned subsidiaries.
<b>Key Management Personnel</b>	(as defined in the Corporations Act) those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Group.
<b>Listing Rules</b>	the Listing Rules of the ASX.
<b>Managing Director</b>	the managing director of the Company.
<b>Meeting</b>	this meeting.
<b>Non-Executive Directors</b>	the non-executive directors of the Company.
<b>Notice</b>	the notice of meeting which accompanies the Explanatory Notes.
<b>Remuneration Report</b>	the section of the Directors' Report contained in the annual Financial Report of the Company for the year ended 30 June 2017 entitled 'Remuneration Report'.
<b>Shareholder</b>	a holder of Shares.






PWR Holdings Limited  
ABN 85 105 326 850

PWHRM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030



### Lodge your vote:

 **Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)

 **By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

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### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

Control Number: 999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 10:00am (Brisbane time) Wednesday 18 October 2017**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SURBURB  
SAMPLETOWN VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



IND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of PWR Holdings Limited hereby appoint

the Chairman of the Meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of PWR Holdings Limited to be held at the **Offices of Corrs Chambers Westgarth, Level 42, One One One Eagle, 111 Eagle Street, Brisbane, Queensland, 4000 on Friday, 20 October 2017 at 10:00am (Brisbane time)** and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 1** as the Chairman decides (except where I/we have indicated a different voting intention below) even though **Item 1** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 1** by marking the appropriate box in step 2 below.

## STEP 2 Items of Business

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

	For	Against	Abstain
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Roland Dane as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Teresa Handicott as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

PWH

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Computershare +



