



# Barrack St Investments Limited

**BARRACK ST INVESTMENTS LIMITED**

ACN 167 689 821

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 2017 Annual General Meeting of

**BARRACK ST INVESTMENTS LIMITED (“the Company”)**

will be held at

<b>Location</b>	Offices of Rothsay Chartered Accountants, Level 1, 12 O’Connell Street, Sydney NSW 2000
<b>Date</b>	Friday 27 October 2017
<b>Time</b>	11.00 am (Sydney time)

## **ORDINARY BUSINESS**

### **ITEM 1**

#### **FINANCIAL STATEMENTS AND REPORTS**

To receive and consider the Company’s Annual Financial Reports and the reports of the Directors and Auditor for the year ended 30 June 2017.

### **ITEM 2**

#### **Resolution 1**

#### **ADOPTION OF DIRECTORS’ REMUNERATION REPORT**

To consider, and if in favour, to pass the following Resolution under section 250R(2) *Corporations Act (Cth)* (**Corporations Act**):

1. ‘That the Remuneration Report of the Directors for the financial year ended 30 June 2017 be adopted.’

#### **Note**

This Resolution will be decided as if it were an ordinary resolution, but under section 250R(3) *Corporations Act* the vote on this Resolution is advisory only and does not bind the Directors or the Company. The Directors abstain from making a voting recommendation on the resolution.

### **ITEM 3**

#### **Resolution 2**

#### **RE -ELECTION OF DIRECTOR**

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

2. ‘That Mr David C Crombie AM, who retires by rotation under rule 19.3 of the Company’s constitution, and being eligible, be re-elected as a Director.’

#### **Note:**

Information about Mr Crombie AM appears in the Explanatory Memorandum. The Directors recommend that you vote in favour of this resolution.

### **ITEM 4**

#### **Resolution 3**

#### **ELECTION OF DIRECTOR**

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

3. ‘That Mr Jared Pohl, who was appointed by the Board during the year ended 30 June 2017, be elected as a Director of the Company by the Shareholders.’

#### **Note:**

Information about Mr Jared Pohl appears in the Explanatory Memorandum. The Directors recommend that you vote in favour of this resolution.



## ITEM 5

### Resolution 4

#### APPOINTMENT OF AUDITOR

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

**4. 'That WPIAS Pty Ltd, having consented to do so, be appointed to act as Auditor of the Company.'**

**Note:**

Information about the Auditor Appointment appears in the Explanatory Memorandum. The Directors of the Board recommend you vote in favour of this resolution.

**Voting exclusion:**

- (a) Key Management Personnel (**KMP**) whose remuneration details are contained in the Remuneration Report (and their Closely Related Parties) are restricted from voting on Resolution 1 under section 250R(4) Corporations Act.

- (b) KMP (or their Closely Related Parties) appointed as a proxy must not vote on a Resolution connected directly or indirectly with the remuneration of KMP if the proxy is undirected unless:
- (i) the proxy is the person chairing the meeting; and
  - (ii) the proxy appointment expressly authorises the person chairing the meeting to vote undirected proxies on such a resolution.

By Order of the Board

**Brian Jones**  
Company Secretary  
14 September 2017

## NOTES:

- (a) A Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a Shareholder. A Shareholder who is 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.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- (d) If the proxy form specifies the way the proxy is to vote on a particular Resolution the proxy need not vote on a show of hands but if the proxy does so, it must vote as specified in the proxy form.
- (e) If the proxy has two or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands.
- (f) A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (g) The Company has determined under regulation 7.11.37 Corporations Regulations 2001 that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00pm (AEDT) on Wednesday, 25 October 2017.
- (h) If you have any queries on how to cast your votes call the Company's share registry, Boardroom Pty Limited via phone on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) during business hours.

Proxies must be received before 11:00am (AEDT) on Wednesday 25 October 2017  
by one of the following methods:

**Boardroom Pty Limited**

<b>By Post:</b>	GPO Box 3993, SYDNEY NSW 2001
<b>By Delivery:</b>	Level 12, 225 George Street, SYDNEY NSW 2000
<b>By Facsimile:</b>	+61 2 9290 9655
<b>By Voting Online:</b>	<a href="http://www.votingonline.com.au/bstagn2017">www.votingonline.com.au/bstagn2017</a>

***The Company reserves the right to declare invalid any proxy not received in this manner.***



# Barrack St Investments Limited

**BARRACK ST INVESTMENTS LIMITED**

ACN 167 689 821

## **2017 ANNUAL GENERAL MEETING**

### **EXPLANATORY NOTES**

#### **ITEM 1**

##### **FINANCIAL STATEMENTS AND REPORTS**

The Corporations Act requires that the report of the Directors, the auditor's report and the financial report be laid before the annual general meeting. In addition, the Company's constitution provides for these reports to be received and considered at the meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's constitution requires a vote of Shareholders at the annual general meeting on the financial statements and reports.

Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on these reports.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, Leslie Pines, if the question is relevant to:

- a) the content of the auditor's report; or
- b) the conduct of its audit of the annual financial report to be considered at the meeting.

##### **Note:**

Under section 250PA(1) Corporations Act a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the annual general meeting is held.

Written questions for the auditor must be delivered on or before Friday 20 October 2017. Please send any written questions for Mr Leslie Pines to the Company at the address listed on the proxy form attached to this Notice.

#### **ITEM 2**

##### **RESOLUTION 1: Adoption of Directors' Remuneration Report**

The Corporations Act requires that the section of the Directors' report dealing with the remuneration of Directors, and the Company Secretary (**Remuneration Report**) be put to the vote of Shareholders for adoption.

The resolution of Shareholders is advisory only and **not binding** on the Company. However, if more than 25% of the votes cast on this Resolution are against the adoption of the Remuneration Report, the Remuneration Report for the following year must either address any comments received from Shareholders or explain why no action has been taken in response to those comments.

If, at the following Annual General Meeting the Remuneration Report is voted against by 25% or more of votes cast, a 'spill resolution' will be put to Shareholders. If at least 50% of the votes cast are in favour of the 'spill resolution' a special meeting of the Company will be held within 90 days at which the Directors in office at the time of the second Annual General Meeting must resign and stand for re-election.

The Remuneration Report is in the 2017 Annual Report. It is also available on the Company's website:

**[www.barrackst.com](http://www.barrackst.com)**



## EXPLANATORY NOTES *(Continued)*

### THE REPORT:

- a) explains the Board's policies on the nature and level of remuneration paid to the Directors and Company Secretary within the Company;
- b) discusses the link between the Board's policies and the Company's performance;
- c) sets out the remuneration details for each Director;
- d) provides details on any service agreements, share based compensation arrangements and related party transactions; and
- e) makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executives, including executive Directors.

The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

**The Board recommends you vote in favour of RESOLUTION 1.**

### ITEM 3

#### **RESOLUTION 2: Re-election of Mr David Crombie AM**

In terms of clause 19.3 of the Constitution at every Annual General Meeting, one third of the Directors must retire from office. A Director must retire from office at the conclusion of the third Annual General Meeting, after which the Director was elected or re-elected. A Director who is required to retire under this rule, retains office until the dissolution or adjournment of the meeting, at which the retiring Director retires. The Director to retire at an Annual General Meeting is the one who has been longest in office since the last election. The retiring Director is eligible for re-election.

David Crombie has been in office since 9 June 2014 and is Chairman of the Audit and Risk Committee. He is also a Shareholder of the Company. Further information regarding his experience and qualifications is contained in the Directors' Report of the Annual Report 2017, which can also be viewed on the Company's website:

**[www.barrackst.com](http://www.barrackst.com)**

**The Board (with Mr Crombie abstaining) unanimously support the re-election of Mr Crombie as a Director and recommend that Shareholders vote in favour of RESOLUTION 2.**

### ITEM 4

#### **RESOLUTION 3: Election of Mr Jared Pohl**

When Dr Manny Pohl retired as a Director of the Company at the end of the financial year – June 2017, the Board appointed Jared Pohl as a Director of the Company, having previously been an Alternate Director for Dr Pohl since 23 June 2014.

Jared is a member of the Company's Audit and Risk Committee and a Shareholder of the Company.

Jared is a Director of ECP Asset Management Pty Ltd and further information regarding his experience, including his other Directorships is contained in the Directors' Report of the Annual Report 2017. This information is also available on the Company's website **[www.barrackst.com](http://www.barrackst.com)**

**The Board (with Mr Pohl abstaining) unanimously support the Election of Mr Jared Pohl as a Director and recommend that Shareholders vote in favour of RESOLUTION 3.**



## EXPLANATORY NOTES *(Continued)*

### ITEM 5

#### **RESOLUTION 4: Appointment of Auditor**

Mr Leslie Pines, Chartered Accountants, has advised the Company of his intention to resign as Auditor of the Company at the Annual General Meeting. ASIC's consent to the resignation in accordance with section 329(5) Corporations Act has been obtained.

After conducting a rigorous selection process as part of its review of service providers, the Board has selected WPIAS Pty Ltd to provide audit services to the Company.

In order to meet the Corporations Act requirements for appointing a new Auditor, the Company has received a notice from EC Pohl & Co Pty Ltd, being a Shareholder of the Company, nominating WPIAS Pty Ltd as the new Auditor of the Company. A copy of that notice is attached as Annexure A 1

The Company notes that WPIAS Pty Ltd is registered as an Auditor under section 1280 *Corporations Act* and considers it is an established audit firm with the necessary expertise and resources to meet the Company's requirements.

WPIAS Pty Ltd has consented to their appointment as the replacement Auditor of the Company.

WPIAS Pty Ltd is an accounting practice which specialises in the provision of audit and audit related services. WPIAS Pty Ltd does not provide accounting, taxation or other business services, which in the view of the Directors increases the independence of their audit opinion.

**The Board unanimously support that WPIAS Pty Ltd be appointed Auditor of the Company with effect from the close of business of AGM to be held on 27 October 2017 and recommend that Shareholders vote in favour of RESOLUTION 4**

---



# Barrack St Investments Limited

## 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](http://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 11:00am AEDT on Wednesday 25 October 2017.**

### 🖨 TO VOTE ONLINE

**STEP 1: VISIT** [www.votingonline.com.au/bstagn2017](http://www.votingonline.com.au/bstagn2017)

**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 security holder of the Company. Do not write the name of the issuer Company or the registered security holder 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 security holder.

**Joint Holding:** where the holding is in more than one name, all the security holders 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 **11:00am AEDT on Wednesday 25 October 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/bstagn2017](http://www.votingonline.com.au/bstagn2017)

📠 **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.

# Barrack St Investments Limited

ACN 167 689 821

☐

## 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. Security holders 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 **Barrack St Investments Limited** (Company) 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 security holder) 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 the Company to be held at the **Offices of Rothsay Chartered Accountants, Level 1, 12 O'Connell Street, Sydney NSW 2000 on Friday 27 October 2017 at 11:00am AEDT** 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 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 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 1). 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 1	To Adopt the Director's Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To Re-elect Mr David C Crombie AM as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To Elect Mr Jared Pohl as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	To Appoint WPIAS Pty Ltd as Auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 SIGNATURE OF SECURITY HOLDERS

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

Individual or Security Holder 1

Sole Director and Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017