

The logo for GAZAL, featuring the word "GAZAL" in white, bold, uppercase letters on a blue rectangular background.

**GAZAL CORPORATION LIMITED  
ACN 004 623 474**

**NOTICE OF ANNUAL GENERAL MEETING 2018**

**28 June 2018 AT 10.00am**

**THE J.S. GAZAL BUILDING  
3-7 MCPHERSON STREET BANKSMEADOW  
NSW 2019**

Gazal Corporation Limited ABN 57 004 623 474  
3-7 McPherson Street Banksmeadow NSW 2019 Australia Private Bag No.27 Post Office Botany 1455  
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## LETTER FROM THE CHAIRMAN

23 May 2018

Dear Shareholder

I am pleased to invite you to attend the 2018 Annual General Meeting (**Meeting**) of Gazal Corporation Limited (the **Company**). Our Annual General Meetings were traditionally held in November each year, however, as previously announced the Company has adopted a new financial year (ending on or about 31 January) and accordingly the Annual General Meeting will now be held in June.

The Meeting will commence at 10.00am Sydney time on 28 June 2018 and will be held at The J.S Gazal Building 3-7 McPherson Street Banksmeadow NSW 2019.

Attached please find a Notice of Meeting together with a Proxy Form. These documents, together with Gazal Corporation Limited's Full Financial Report for the seven month period ended 3 February 2018, are available on the corporate web site [www.gazal.com.au](http://www.gazal.com.au) under the "Investor Relations" tab. Only those Shareholders who have elected to receive a Full Financial Report will receive a copy by post.

Your Directors look forward to seeing you at the Meeting. If you are unable to attend, you may appoint a proxy to vote for you at the Meeting by completing the attached Proxy Form. If you intend to appoint a proxy, please complete and return the Proxy Form in accordance with the directions on the form by 10.00am Sydney time on 26 June 2018.

Yours faithfully



Michael Gazal  
Chairman

### KEY DATES

<b>Proxy form to be received no later than</b>	26 June 2018 at 10.00am
<b>Record date for determining entitlement to vote at the Meeting</b>	26 June 2018 at 7.00pm
<b>Meeting held</b>	28 June 2018 at 10.00am

*Note: All dates and times are references to Sydney time and are subject to change*

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of Shareholders of Gazal Corporation Limited (**Company**) will be held at:

The J.S Gazal Building 3-7 McPherson Street Banksmeadow NSW 2019 on **28 June 2018 at 10.00am**

for the purpose of conducting the following business.

### **Business**

#### **Item 1: Annual accounts and reports**

To receive and discuss the Company's Full Financial Report for the seven month period ended 3 February 2018 together with the reports of the Directors and Auditors thereon.

#### **Item 2: Retirement and re-election of Mr Graham Paton**

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

*That Mr Graham Paton who retires by rotation in accordance with clause 3.6 of the Company's Constitution and being eligible offers himself for re-election, be re-elected as a Director of the Company.*

#### **Item 3: Remuneration Report**

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

*That the Company's Remuneration Report for the period ended 3 February 2018 be adopted.*

Note: The vote on this item is advisory and does not bind the Directors or the Company, although the outcome of the vote may affect the business to be conducted at the Company's annual general meeting in 2019. For further details, please refer to the Explanatory Memorandum accompanying this Notice of Meeting.

#### **Item 4: Issue of Shares to Mr Patrick Robinson**

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

*"That approval be given for the purpose of Listing Rule 10.11, and for all other purposes, for the Company to issue up to 300,000 Shares to Mr Patrick Robinson on the terms summarised in the Explanatory Memorandum accompanying the Notice of Meeting."*

#### **Item 5: Grant of Performance Rights under the Long Term Incentive Plan to Mr Patrick Robinson**

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

*"That approval be given for the purpose of Listing Rule 10.14, and for all other purposes, for the Company to grant such number of performance rights under the Company's Long Term Incentive Plan to Mr Patrick Robison up to 244,681 Performance Rights under the Long Term Incentive Plan, on the terms summarised in the Explanatory Memorandum accompanying the Notice of Meeting."*

#### **Item 6: Grant of Performance Rights under the Long Term Incentive Plan to Mr Michael Gazal**

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

*"That approval be given for the purpose of Listing Rule 10.14, and for all other purposes, for the Company to grant such number of performance rights under the Company's Long Term Incentive Plan to Mr Michael Gazal up to 249,574 Performance Rights under the Long Term Incentive Plan, on the terms summarised in the Explanatory Memorandum accompanying the Notice of Meeting."*

## **Voting exclusion statements**

### **Item 3: Remuneration Report**

In accordance with the Corporations Act, no member of the Company's key management personnel (**KMP**) who is disclosed in the Company's Remuneration Report, nor their closely related parties, may vote on the resolution regarding the Remuneration Report. These restrictions apply to votes cast (in any capacity) by or on behalf of those persons.

Closely related party is defined in the Corporations Act and includes a spouse, dependent and certain other family members, as well as any companies controlled by the KMP.

The voting exclusions referred to above will not apply if the vote is not cast on behalf of a person described above and:

- the vote is cast by a person as proxy for a person who is entitled to vote on the relevant resolution, in accordance with the directions on the proxy form; or
- the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote on the relevant resolution, the proxy form is undirected and expressly authorises the Chairman to exercise his discretion in exercising the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

### **Item 4: Issue of Shares to Mr Patrick Robinson**

In accordance with the Listing Rules, the Company will disregard any votes cast in favour of Resolution 4 by Mr Patrick Robinson and any of his associates.

However, the Company does not need to disregard any votes if it is cast by a person as proxy for a person who is entitled to vote on the relevant resolution, in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as a proxy for the person entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

KMP and their closely related parties cannot vote as proxies on this resolution unless:

- the vote is cast by a person as proxy for a person who is entitled to vote on the relevant resolution, in accordance with the directions on the proxy form; or
- the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote on the relevant resolution, the proxy form is undirected and expressly authorises the chairman to exercise his discretion in exercising the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

### **Items 5 and 6: Grant of Performance Rights under the Long Term Incentive Plan to Mr Patrick Robinson and Mr Michael Gazal**

In accordance with the Listing Rules, the Company will disregard any votes cast in favour of Resolutions 5 and 6 by any Director of the Company (except those who are ineligible to participate in any employee incentive scheme in relation to the Company) and any of their associates.

However, the Company does not need to disregard any vote if it is cast by a person as proxy for a person who is entitled to vote on the relevant resolution, in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as a proxy for the person entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

KMP and their closely related parties cannot vote as proxies on these resolutions unless:

- the vote is cast by a person as proxy for a person who is entitled to vote on the relevant resolution, in accordance with the directions on the proxy form; or
- the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote on the relevant resolution, the proxy form is undirected and expressly authorises the chairman to exercise his discretion in exercising the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

## Entitlement to Vote

For the purposes of determining a person's entitlement to vote at the Meeting, a person will be recognised as a Shareholder and the holder of Shares if that person is registered as a holder of those Shares at 7.00pm (Sydney time) on 26 June 2018. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

If you wish to vote in person, you must attend the Meeting. If you cannot attend the Meeting, you may vote by proxy, attorney or, if you are a body corporate, by appointing a corporate representative.

## Proxies

A proxy form accompanies this Notice of Meeting. A Shareholder has the right to appoint a proxy. A proxy need not be a Shareholder of the Company. 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. If a Shareholder appoints two proxies and the appointment does not specify the proportion or the number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of those votes. Where two proxies are appointed, a separate proxy form should be used to appoint each proxy. (You may copy the accompanying proxy form for this purpose.)

The proxy form (and the power of attorney or other authority (if any) under which it is signed or a certified copy thereof) must be deposited at the Company's registered office, 3-7 McPherson Street, Banksmeadow, NSW 2019 or received by facsimile on (+61 2) 9316 4704 by [10.00am] on 26 June 2018, being not less than 48 hours before the appointed time of the meeting.

If you appoint the Chairman of the Meeting as your proxy but do not direct him how to vote on the resolution the subject of Item 3 (Remuneration Report), Item 4 (Issue of Shares to Mr Patrick Robinson), Item 5 (Grant of Performance Rights under the Long Term Incentive Plan to Mr Patrick Robinson) or Item 6 (Grant of Performance Rights under the Long Term Incentive Plan to Mr Michael Gazal) then by completing and returning the proxy form accompanying this Notice of Meeting, you are expressly authorising the Chairman to exercise his discretion in exercising your undirected proxy even though that resolution is connected directly or indirectly with the remuneration of a member of the Company's key management personnel.

***The Chairman of the Meeting intends to vote undirected proxies available to be voted by him in favour of each of the resolutions set out in the Notice of Meeting.***

However, in exceptional circumstances, the Chairman of the Meeting may change his voting intention on any resolution, in which case an ASX announcement will be made.

If you appoint a member of the key management personnel of the Company other than the Chairman of the Meeting (which includes the Directors) or a closely related party of such a member as your proxy, you must direct him/her how to vote on a resolution the subject of Item 3 (Remuneration Report), Item 4 (Issue of Shares to Mr Patrick Robinson), Item 5 (Grant of Performance Rights under the Long Term Incentive Plan to Mr Patrick Robinson) or Item 6 (Grant of Performance Rights under the Long Term Incentive Plan to Mr Michael Gazal) – otherwise they are not permitted to vote undirected proxies on the resolution and your votes will not be counted in calculating the required majority if a poll is called.

## Body corporate representatives

A Shareholder that is a body corporate may appoint an individual to act as its corporate representative. 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 any authority (or a certified copy of the authority) under which it is signed.

## IMPORTANT

Please refer to the Explanatory Memorandum accompanying this Notice of Meeting for:

- the reasons for, and information in relation to, each of the resolutions set out in this Notice of Meeting; and
- details regarding eligibility to vote and how to vote at the Annual General Meeting.

By order of the Board



Peter J Wood, Company Secretary  
23 May 2018

# EXPLANATORY MEMORANDUM

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## 1 Introduction

### 1.1 This Explanatory Memorandum

This Explanatory Memorandum provides background to, and information relevant to, your consideration of the resolutions proposed to be considered at the Company's Annual General Meeting on 28 June 2018 at [10.00am] as the holder of fully paid ordinary shares in the Company (**Shares**).

You should read this Explanatory Memorandum in full before deciding how to vote on the resolutions to be considered at the Annual General Meeting.

### 1.2 Further advice

This Explanatory Memorandum is not intended to provide personal financial or taxation advice and has been prepared without taking into account your personal circumstances, objectives or needs. You should consider obtaining independent professional advice (including financial and taxation advice) before making any decisions about the contents of this Explanatory Memorandum.

### 1.3 Opportunity to ask questions

Detailed below are explanatory notes relating to the items of business to be considered at the Annual General Meeting. Shareholders will have a reasonable opportunity to ask questions or make comments on each item of business at the Annual General Meeting.

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## 2 Ordinary business

### 2.1 Item 1: Annual accounts and reports

In accordance with the Corporations Act, the Company will lay before the meeting the Company's Full Financial Report for the seven month period ended 3 February 2018 together with the reports of the Directors and Auditors thereon (**2018 Financial Report**).

Although neither the Company's Constitution nor the Corporations Act requires a vote of Shareholders on the 2018 Financial Report, reasonable opportunity will be given to Shareholders to ask questions on the 2018 Financial Report at the meeting. Additionally, a reasonable opportunity will be given to Shareholders to ask the Company's Auditors questions relevant to the conduct of the audit and the preparation and content of the Auditor's report.

### 2.2 Item 2: Retirement and re-election of Mr Graham Paton

Mr Graham Paton has been a non-executive director of the Company for eleven years, having been appointed on 1 August 2006. Mr Paton is currently Chairman of the Audit and Risk Committee and recently was appointed to the Nomination and Remuneration Committee. Mr Paton has had widespread experience in the accounting profession and was previously a partner for 23 years in a large chartered accountancy firm. He is presently also a director of Harvey Norman Holdings Limited.

The Board considers that Mr Paton is an independent Director and considers that he will remain an independent Director if he is re-elected.

*The Board (with Mr Graham Paton abstaining) unanimously recommends the re-appointment of Mr Graham Paton.*

Mr Graham Paton's reappointment requires an ordinary resolution to be passed.

### 2.3 Item 3: Remuneration Report

The vote on this item is advisory and does not bind the Directors or the Company. However, under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Company's remuneration report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution that another meeting be held within 90 days, at which the Directors (other than the Managing Director) would be subject to re-election. The Board will

take the outcome of the vote into consideration when reviewing the remuneration policies and practices of the Company.

*The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.*

## **2.4 Item 4: Issue of Shares to Mr Patrick Robinson**

As noted in the 2018 Financial Report, the Directors approved a short term incentive (**STI**) cash bonus to each of Mr Patrick Robinson (Chief Executive Officer) and Mr Michael Gazal (Executive Chairman) of \$750,000 each for the successful sale of the Bisley Workwear business, which was finalised on 29 December 2017. The 2018 Financial Report included a provision for these bonuses.

Mr Robinson has requested that his STI bonus be settled by the issue of Shares. The Board has agreed subject to Shareholder approval under Listing Rule 10.11, which requires the approval of Shareholders to an issue of Shares to a Director. The Board considers that issuing Shares will further align with the interests of Shareholders.

If approved by Shareholders, the number of Shares to be issued will be \$750,000 divided by the higher of \$2.50 (that is, 300,000 Shares) and the volume weighted average price of the Company's shares in the ordinary course of trading on the ASX over the five trading days following the date of the Meeting (which may result in the issue of fewer than 300,000 Shares).

The issue price of at least \$2.50 is considered by the Board to be fair value having regard to the price paid by the Company to buy back shares under the selective buy-back approved by Shareholders in connection with the sale of the Bisley Workwear business in December 2017 and the highest price paid by the Company to buy back Shares under the on-market buy-back in April 2018.

If Shareholder approval is obtained, the Company intends to issue the Shares within 1 month of the date of the Meeting.

*The Board (with Mr Patrick Robinson abstaining) unanimously recommends that Shareholders vote in favour of Resolution 4 (Issue of Shares to Mr Patrick Robinson).*

## **2.5 Items 5 and 6: Grant of Performance Rights under the Long Term Incentive Plan to each of Mr Patrick Robinson and Mr Michael Gazal**

The Company introduced a Long Term Incentive Plan (**LTI**) in 2012 which was approved by shareholders at the 2012 Annual General Meeting. As indicated in the 2018 Financial Report, the Company has over the last few years restructured its business which is now complete.

The Board has agreed to issue Performance Rights under the LTI to a number of senior executives including (subject to Shareholder approval) Mr Patrick Robinson (Chief Executive Officer) and Mr Michael Gazal (Executive Chairman). The Board believes that these Performance Rights will further incentivise the senior executives to implement the forward strategy to focus on the continued growth of the PVH Brands Australia joint venture.

Listing Rule 10.14 requires shareholder approval by ordinary resolution where securities are to be issued to directors under an employee incentive scheme. Accordingly, Shareholders are asked to approve the grant of Performance Rights to Messrs Robinson and Gazal.

Each Performance Right is a right to acquire one Share in the Company, although the Board retains discretion to make a cash payment equal to the cash equivalent value in lieu of an allocation of Shares.

The Board has determined that the number of Shares which the senior executives may acquire if the Performance Rights vest will be determined by dividing a monetary amount set for each executive by the volume weighted average market price of the Company's shares in the ordinary course of trading on the ASX (**VWAP**) over the five trading day period following the release of the Company's Full Financial Report for the seven month period ended 3 February 2018, which is \$2.35. The set monetary amount for each of Messrs Robinson and Gazal is, respectively, \$575,000 and \$586,500 and accordingly the number of Performance Rights to be issued to them will be 244,681 and 249,574 respectively.

The Board considers that the quantum of these Performance Rights and their terms are reasonable having regard to the circumstances of the Company and the skill, experience and responsibilities of Messrs Robinson and Gazal.

As is the case for all senior executives who are granted Performance Rights, the terms of the proposed grant to Messrs Robinson and Gazal will be governed by the rules of the LTI as well as by specific terms formulated by the Board in accordance with its powers under the LTI rules. An overview of the specific terms is set out below.

- The maximum number of Performance Rights to be granted to each of Messrs Robinson and Gazal under this proposed grant is, respectively, 244,681 and 249,574.
- If all of these Performance Rights vest, the maximum number of Shares that may be acquired by Messrs Robinson and Gazal will be, respectively, 244,681 and 249,574.
- The Performance Rights will be issued for no separate consideration and no consideration will be payable by Messrs Robinson and Gazal in the event Performance Rights vest and Shares are allocated to Messrs Robinson and Gazal.
- The Performance Rights to be issued to Mr Robinson and Mr Gazal will have a vesting period (**Performance Period**) from the date of grant until 3 February 2021 and will be exercisable during the subsequent two years.
- In order for 100% of the Performance Rights to be capable of vesting the Gazal Group's Profit After Tax (**PAT**) for the 2018 financial year (4 February 2018 to 3 February 2019) must be at least \$10,251,000 from continuing operations.
- The Board, acting reasonably, may adjust the PAT hurdle in order to allow for any non-recurrent or one-off items or the effect of any material transaction undertaken by the Gazal Group.
- Where either Mr Robinson or Mr Gazal ceases employment before the end of the Performance Period due to resignation or termination for cause (**Bad Leaver**), all of the unvested Performance Rights automatically lapse.
- Unless the Board determines another treatment, where Mr Robinson or Mr Gazal ceases employment before the end of the Performance Period other than as a Bad Leaver (**Good Leaver**), a pro-rata number of the Performance Rights (based on the period elapsed in the relevant Performance Period) will remain "on-foot" and be tested at the end of the Performance Period and will vest on the original vesting date. Any Performance Rights that do not become capable of vesting after such testing will lapse.
- The Performance Rights do not carry a right to vote or to receive dividends, or in general, a right to participate in other corporate actions such as bonus issues. However, upon the exercise of vested Performance Rights, the holder will be entitled to receive a payment equal to the amount of any dividends that would have been payable between the grant date and exercise date, as if Shares were held over that period rather than Performance Rights.
- Under the LTI rules, the Board will determine the treatment of the Performance Rights in the event of capital reorganisations and bonus and rights issues (as permitted by the ASX Listing Rules), the divestment of a material business, or a change of control.

The following additional information is provided as required by Listing Rule 10.15:

- If approved by Shareholders, the grant of the Performance Rights to each of Mr Patrick Robinson and Mr Michael Gazal will be made after the date which is 5 trading days after the date of the Meeting and no later than 12 months after the date of the Meeting.
- The only Director of the Company who has received securities under the LTI since the approval of the LTI in 2012 is Mr Patrick Robinson, as follows:
  - 100,000 at \$2.90
  - 117,188 at \$2.56
  - 136,364 at \$2.20
  - 130,435 at \$2.30
- No associate of a Director has received securities under the LTI.
- The only Directors who are entitled to participate in the LTI are Mr Patrick Robinson (Chief Executive Officer) and Mr Michael Gazal (Executive Chairman).

*The Board (with Mr Patrick Robinson and Mr Michael Gazal abstaining) unanimously recommends that Shareholders vote in favour of each of Resolution 5 (Issue of Performance Rights to Mr Patrick Robinson) and Resolution 6 (Issue of Performance Rights to Mr Michael Gazal).*



**GAZAL CORPORATION LIMITED**  
**ABN 57 004 623 474**

## **PROXY FORM**

Return to: Company Secretary, Gazal Corporation Limited, 3-7 McPherson Street, BANKSMEDAW  
NSW 2019 or by facsimile on (+61 2) 9316 4704 (by no later than [10.00am] (Sydney time)  
on 26 June 2018)

**BOTH PAGES OF THIS PROXY FORM MUST BE RETURNED**

I/We \_\_\_\_\_,  
(name(s) in block letters)

of \_\_\_\_\_,  
(address in block letters)

being a Shareholder(s) of Gazal Corporation Limited, hereby appoint

\_\_\_\_\_,  
(name of proxy in block letters)

or if no person is named, or if the person does not attend, the Chairman of the Meeting, as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at the offices of EY, located at The J.S Gazal Building 3-7 McPherson Street Banksmeadow NSW 2019 on 28 June 2018 at 10.00am (Sydney time), and at any adjournment of the Meeting.

My/our proxy is authorised to exercise \_\_\_\_\_%, or if no % is designated all, or the remainder, of my/our voting rights.  
(specify percentage)

I/we acknowledge that the Chairman intends to vote undirected proxies available to be voted by him in favour of each of the resolutions set out in the Notice of Meeting, although in exceptional circumstances, the Chairman may change his or her voting intention on any resolution.

### **VOTING**

You have the following choices as to how your proxy may vote your shares at the Meeting:

- You may give your proxy specific directions on how to vote by filling out the boxes in the section overleaf headed 'Directions to proxy'; or
- You may give your proxy an undirected proxy which, to the extent permitted by law, will authorise the proxy to vote as that person thinks fit, or abstain from voting. If you wish to give your proxy an undirected proxy, you do not need to fill out the boxes in the section overleaf headed 'Directions to proxy'; or
- You may direct your proxy how to vote on some resolutions by filling out the relevant boxes in the section overleaf headed 'Directions to proxy' and give your proxy an undirected proxy in relation to the other resolutions by not filling out the boxes relating to those resolutions in the section overleaf headed 'Directions to proxy'.

If you wish to give your proxy an undirected proxy, please see the important note below.

*The Chairman of the Meeting intends to vote undirected proxies available to be voted by him in favour of each of the resolutions set out in the Notice of Meeting. However, in exceptional circumstances, the Chairman may change his voting intention on any resolution, in which case an ASX announcement will be made.*

## DIRECTIONS TO PROXY

Resolution	For	Against	Abstain
Item 2: Re-election of Mr Graham Paton			
Item 3: Remuneration Report			
Item 4: Issue of Shares to Mr Patrick Robinson			
Item 5: Grant of Performance Rights under the Long Term Incentive Plan to Mr Patrick Robinson			
Item 6: Grant of Performance Rights under the Long Term Incentive Plan to Mr Michael Gazal			

In the absence of a direction to the proxy in relation to a resolution, I/we authorise the proxy to vote or abstain from voting on any resolution in their discretion.

If the Chairman of the Meeting is my/our proxy, I/we authorise him to exercise the proxy for the resolution on Item 3 (Remuneration Report), Item 4 (Issue of Shares to Patrick Robinson), Item 5 (Grant of Performance Rights under the Long Term Incentive Plan to Mr Patrick Robinson) and Item 6 (Grant of Performance Rights under the Long Term Incentive Plan to Mr Michael Gazal) even though the resolution is connected directly or indirectly with the remuneration of the Chairman as a member of the key management personnel of the Company.

## SIGNING

Individual or joint shareholders – each must sign.

Individual or first joint Shareholder	Shareholder 2	Shareholder 3	Date
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Companies (affix seal if required)

Sole Director and Sole Company Secretary	Director/Secretary (Delete one)	Director/Attorney (Delete one)	Date
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This proxy form must be signed by the Shareholder or by an attorney of the Shareholder. Proxy forms (and the power of attorney or other authority (if any) under which it is signed or a certified copy thereof) must be deposited at the Company's registered office, 3-7 McPherson Street, Banksmeadow, NSW 2019 or received by facsimile on (+61 2) 9316 4704 by 10.00am on 26 June 2018, being not less than 48 hours before the appointed time of the meeting.