
ICSGLOBAL LIMITED

ACN 073 695 584

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10.00am (AEDT)
DATE: Tuesday, 20 November 2018
PLACE: Hall Chadwick
Level 40
2 Park Street
Sydney NSW 2000

This Notice should be read carefully in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary, Gregory Quirk, on 0419 263 514.

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TIME AND PLACE OF ANNUAL GENERAL MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of the Company will be held at 10:00am (AEDT) on Tuesday, 20 November 2018 at:

Hall Chadwick
Level 40
2 Park Street
Sydney NSW 2000

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your Shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please either:

- (a) lodge your Proxy Form online by following the directions provided in on the Proxy Form;
- (b) post the Proxy Form to: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001;
- (c) hand deliver the Proxy Form to: Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000; or
- (d) send the Proxy Form by facsimile to Boardroom Pty Limited on facsimile number (02) 9290 9655.

Proxy Forms must be received no later than 10.00am (AEDT) on Sunday, 18 November 2018.

Proxy Forms received later than this time will be invalid.

Please note that the return of proxy date is a Sunday and the offices of Boardroom Pty Limited are not open on weekends. To ensure your proxy is received by the required time, please ensure that your hand delivered or posted Proxy Form is received by 5.00pm (AEDT) on Friday, 16 November 2018. Proxy Forms may still be lodged online and faxed until 10.00am (AEDT) on Sunday, 18 November 2018.

Chairman's Letter

15 October 2018

Dear Shareholder,

Enclosed is your Notice of Meeting for the 2018 Annual General Meeting of ICSGlobal Limited (**ICS**). The Meeting will be held at 10.00am (AEDT) on Tuesday, 20 November 2018 at Hall Chadwick, Level 40, 2 Park Street, Sydney NSW 2000.

Business to be conducted at the meeting

The Meeting will cover the ordinary business transacted annually. The two items on the agenda which we are asking Shareholders to consider are as follows:

- the financial and statutory reports for 2018; and
- the re-election of Mr Kevin Barry as a Director of the Company.

2018 financial year for the Company

The 2018 financial year has seen ICS report a 65% increase in net profit to \$762,512. The Board considers the result a marked improvement on the 2017 financial year and we are continuing to invest in the UK business as our client base and volume of billings increases year on year. We expect the 2019 year to see growth in profitability and this will be complimented by maintaining cost control in Australia.

ICS is continuing to improve its financial position and is well placed to continue to support its UK business and to continue to consider other opportunities for investment and acquisition which enhance the UK business.

ICS is also keen to achieve ongoing capital efficiencies in the business noting that the Board increased the dividend for the 2018 financial year to 6.5 cents per Share (unfranked).

Your Directors believe that the proposals set out in the Notice of Meeting, as described in more detail in the Explanatory Memorandum, are in the best interests of ICS and its Shareholders.

We look forward to having the opportunity to discuss the above with you further at the Meeting. If you are not able to attend the Meeting in person, please complete the Proxy Form and return it by post, hand delivery, online lodgement or fax in accordance with the instructions on page 2 of this document or on the Proxy Form.

Yours sincerely,



Kevin Barry
Chairman

Notice of Meeting

ICSGlobal Annual General Meeting 2018

Notice is given that the Annual General Meeting of shareholders of ICSGlobal Limited (**Company**) will be held at Hall Chadwick, Level 40, 2 Park Street, Sydney NSW 2000 on Tuesday, 20 November 2018 at 10.00am AEDT (**Meeting**).

Copies of the Company's 2018 Annual Report

Copies of the Company's 2018 Annual Report are available in the investor relations section of the Company's website www.icsglobal.com.au. If you did not receive a hard copy of the Annual Report and would like to receive one, please contact the Company Secretary, Gregory Quirk, on 0419 263 514.

Business

Item 1: Financial, Directors' and Auditor's Reports

To receive and consider the Financial Report and the Directors' Report for the year ended 30 June 2018 and the Auditor's Report on the Financial Report.

Item 2: Remuneration report

Resolution 1: To consider, and if thought fit, to pass the following as a non-binding resolution:

'To adopt the Company's annual Remuneration Report, presented in the Directors' Report for the year ended 30 June 2018'

Note to Shareholders: The vote on this item is advisory only and does not bind the Directors of the Company.

Item 3: Re-election of Mr Kevin Barry as a Director

Resolution 2: To consider, and if thought fit, to pass the following Resolution as an ordinary resolution:

'That Mr Kevin Barry, a Director retiring from office in accordance with Article 58 of the Constitution, being eligible, is re-elected as a Director of the Company'

Voting Exclusion Statement

Resolution 1

The Company will disregard any votes cast on Resolution 1 by or on behalf of:

- a. a member of the Key Management Personnel, details of whose remuneration are included in the remuneration report; or
- b. any closely related party of such a member.

However, the Company will count a vote cast by a member of the Key Management Personnel or a closely related party (**voter**), provided:

- a. the voter casts the vote as a proxy for another person who is entitled to vote if the vote is cast in accordance with the directions on the Proxy Form; or
- b. the voter is the chairman of the Meeting as a proxy for a person who is entitled to vote, and the vote is cast either:
 - i. in accordance with the directions on the Proxy Form; or
 - ii. in circumstances where the proxy form does not specify the way the proxy is to vote on the resolution and the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

Other Business

To transact any other business which may be legally brought forward.

DATED: 15 October 2018

BY ORDER OF THE BOARD



Gregory Quirk
COMPANY SECRETARY

Explanatory Memorandum

ICSGlobal Limited Annual General Meeting 2018

1. Financial, Directors' and Auditor's Reports

In accordance with section 317 of the Corporations Act, the Financial Report, the Directors' Report and Auditor's Report for the most recent financial year, the year ending 30 June 2018, will be laid before the Meeting.

No resolution is required by either the Corporations Act or the Company's Constitution, however, Shareholders will be given a reasonable opportunity to ask questions and make comments on these reports at the Meeting.

2. Resolution 1: Remuneration Report

As required by section 250R(2) of the Corporations Act, a resolution that the remuneration report for the year ended 30 June 2018 be adopted must be put to a vote. The vote on the remuneration report is advisory only and will not bind the Directors or the Company.

A copy of the report is set out in the Company's 2018 Annual Report and Financial Report. This report can also be found on the Company's website.

The report:

- explains the Company's policy relating to the nature and amount of the remuneration of Directors, secretaries, senior managers and other group executives of the Company;
- discusses the relationship between the policy and the Company's performance; and
- sets out remuneration details for each Director and for each relevant executive of the Company.

A reasonable opportunity will be provided for discussion of the remuneration report at the Meeting.

The Board considers that the Company's approach to remuneration policies are fair and reasonable given the position of the Company. On that basis, and with each Director acknowledging their personal interest, the Board unanimously recommends that Shareholders vote in favour of this Resolution.

3. **Resolution 2: Re-election of Kevin Barry as a Director**

Mr Kevin Barry was most recently re-elected as a Director of the Company at the Company's annual general meeting on 11 November 2015. Pursuant to Article 58 of the Constitution, Mr Barry retires and offers himself for re-election as a Director of the Company.

Mr Barry has over 23 years' experience in the legal, investment banking and finance industries. He commenced his career at KPMG in 1996 and has worked as a qualified solicitor in Norton Rose in London and Blake Dawson in Sydney specialising in taxation, banking & finance and property. In 2001, Mr Barry moved into investment banking and principal finance as a Senior Vice President with Zurich Capital Markets specialising in debt capital markets and corporate advisory. More recently, Mr Barry was co-founder of a credit investment business and Mr Barry is currently one of the founders and Managing Director of the Thakral Capital Investments Division. Mr Barry brings legal and corporate advisory and investment experience to the Board, combined with a strong understanding of company analysis, restructuring and global financial markets.

The Board unanimously recommends that Shareholders vote in favour of the re-election of Mr Barry.

General Explanatory Notes

1. **Voting at the Meeting**

A Shareholder who is entitled to vote may vote on the items of business to be considered at the Meeting either in person at the Meeting or by completing and returning the Proxy Form enclosed with this Notice of Meeting.

If you attend the Meeting, you will need to register at the registration desk on the day. The registration desk will be open from 9.00am AEDT.

2. **Voting by Proxy**

A Shareholder who is entitled to vote at the Meeting has the right to appoint:

- a. one proxy if the member is only entitled to one vote; or
- b. one or two proxies if the member is entitled to more than one vote.

Where the Shareholder appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise half of the votes, in which case any fraction of votes will be disregarded.

A proxy need not be a Shareholder of the Company. A proxy may be an individual or a body corporate. A body corporate appointed as a proxy may then nominate an individual to exercise its powers at the Meeting.

Any person who is a joint holder of shares may appoint a proxy and if more than one of such joint holders appoints a proxy or seeks to vote at the meeting, then the person whose name is first on the register will be the person entitled to vote. If a Shareholder, who has appointed a

proxy, attends the Meeting, the proxy appointment is suspended in accordance with the provisions of the Corporations Act.

The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified photocopy) must be received by no later than **10:00am AEDT on Sunday, 18 November 2018**. You may:

- (a) lodge your Proxy Form online by following the directions provided in on the Proxy Form;
- (b) post the Proxy Form to: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001;
- (c) hand deliver the Proxy Form to: Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000; or
- (d) send the Proxy Form by facsimile to Boardroom Pty Limited on facsimile number (02) 9290 9655.

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If you require an additional Proxy Form, the Company will supply it on request.

Corporate members who wish to appoint a person to act as its representative at the Meeting can do so by providing that person with a certificate executed in accordance with section 127 of the Act authorising that person to act as its representative at the Meeting. The representative should bring the certificate with them to the Meeting.

3. Resolution Requirements

The vote on Resolution 1 is advisory only and does not bind the Directors of the Company.

Resolution 2 is an ordinary resolution and will be passed if more than 50 per cent of the votes cast by Shareholders (in person or by proxy) entitled to vote on the Resolution are in favour.

4. Voting Entitlements

In accordance with section 1074E(2)(g) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Company has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of Shareholders as at 10.00am (AEDT) on Sunday, 18 November 2018. Therefore, all registered Shareholders at that time are entitled to attend and vote at the Meeting.

4. Questions and Comments by Shareholders at the Meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders, as a whole, to ask questions or make comments on the management of the Company and the remuneration report at the Meeting.

Similarly, a reasonable opportunity will be given to Shareholders, as a whole, to ask the Company's external auditor questions relevant to:

- a. the conduct of the audit;

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

Shareholders may also submit a written question to the external auditor (via the Company) if the question is relevant to:

- a. the content of the audit report; or
- b. the conduct of its audit of the Company's annual financial report for the year ended 30 June 2018.

A list of those relevant written questions will be made available to Shareholders attending the Meeting. The external auditor will either answer the questions at the Meeting or table written answers at the Meeting. If written answers are tabled at the Meeting, they will be made available to Shareholders as soon as practicable after the Meeting.

Please send any relevant questions for the external auditor by post to: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 or by fax to Boardroom Pty Limited on facsimile number (02) 9290 9655, marked for the attention of the Company Secretary by no later than 5.00pm (AEDT) on Wednesday, 14 November 2018.

GLOSSARY

AEDT means Australian Eastern Daylight Time (i.e. the time applicable in Sydney, NSW).

Board means the board of Directors of the Company as constituted from time to time.

Company or **ICS** means ICSGlobal Limited ACN 073 695 584.

Constitution means the Constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors mean the directors of the Company.

Explanatory Memorandum means the explanatory memorandum commencing on page 7 of this Notice.

Key Management Personnel means those persons having authority and responsibility for planning, directing and controlling the activities of the Company (directly or indirectly), including any Director of the Company.

Meeting or **Annual General Meeting** means the Annual General Meeting convened by the Notice.

Notice or **Notice of Meeting** means this document, including the Notice of Meeting commencing on page 5.

Proxy Form means the appointment of proxy form enclosed with this Notice.

Resolutions means the resolutions set out in the Notice, or either one of them, as the context requires.

Share or **Shares** means a fully paid ordinary share or shares in the capital of the Company.

Shareholder means a holder of a Share.

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