



## Henry Morgan Limited ACN 602 041 770

### Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Henry Morgan Limited (**Company**) will be held on **Thursday 29 November 2018** at **10:00am** (Brisbane time) at the offices of King & Wood Mallesons, Level 33, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000.

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#### Financial statements and reports

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

**Note:** There is no requirement for shareholders to approve these reports.

#### Resolution 1: Election of director

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

"That Rosario (Ross) Patane, who was appointed as a director on 31 March 2016 and who retires in accordance with rule 19.3(a) of the Company's Constitution, be elected as a director of the Company".

**Note:** The non-candidate directors support the election of Rosario (Ross) Patane.

#### Resolution 2: Election of director

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

"That John McAuliffe, who was appointed as a director on 21 October 2015 and who retires in accordance with rule 19.3(a) of the Company's Constitution, be elected as a director of the Company".

**Note:** The non-candidate directors support the election of John McAuliffe.

#### Resolution 3: Remuneration Report

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

"That the Company adopt the Remuneration Report for the financial year ended 30 June 2018".

**Voting Exclusion:** This resolution is advisory only and does not bind the Company or the directors. The directors will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting when reviewing the Company's remuneration policies. The Company will disregard any votes cast on this resolution:

- (a) by or on behalf of any KMP member whose remuneration details are included in the Remuneration Report, and by any of their Closely Related Parties, regardless of the capacity in which the votes are cast; and
- (b) by any person who is a KMP member as at the time the resolution is voted on at the AGM, and by any of their Closely Related Parties, as a proxy, unless the votes are cast as a proxy for a person who is entitled to vote on the resolution:
  - (i) in accordance with a direction in the proxy appointment; or
  - (ii) by the Chairman of the AGM in accordance with an express authorisation in the proxy appointment to cast the votes even if the resolution is connected directly or indirectly with the remuneration of a KMP member.



Henry Morgan

**Resolution 4: Removal of Auditor**

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

“That KPMG the current auditor of the Company, be removed as the auditor of the Company in accordance with the Corporations Act, effective from the date of the Meeting”.

**Resolution 5: Appointment of Auditor**

To consider and, if thought fit, pass the following resolution as a special resolution:

“That subject to the passing of Resolution 4, PKF being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the Company’s auditor in accordance with the Corporations Act, effective from the date of the Meeting and the Directors be authorised to agree the remuneration.”

By order of the Board of Directors

**Kevin Mischewski**  
**Company Secretary**  
30 October 2018



### Entitlement to vote

The Directors have determined that, for the purpose of voting at the Meeting, shares in the Company will be taken to be held by the Shareholders on 27 November 2018 at 7:00pm (Sydney time).

### PROXIES

In accordance with Section 249L of the *Corporations Act 2001*, Shareholders are advised that:

- each Shareholder who is entitled to attend and cast a vote at the meeting has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- 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 no proportion or number is specified, then in accordance with Section 249X(3) of the *Corporations Act*, each proxy may exercise half of the votes. Fractions are disregarded.
- If you wish to appoint a proxy and are entitled to do so, please complete and return the attached proxy form.
- A corporation may elect to appoint a representative rather than a proxy, in accordance with the *Corporations Act*. In this case, the Company will require written proof of the representative's appointment, which must be lodged with or presented to the Company prior to the meeting.

The instrument appointing the proxy must be received by the Company's Registry at the address specified below at least 48 hours before the time notified for the Meeting (proxy forms can be lodged by facsimile).

**Postal  
Address**

Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

**Address**

Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\*during business hours Monday to Friday 9.00am - 5.00pm

**Facsimile  
Number**

02 9287 0309



## EXPLANATORY STATEMENT

Henry Morgan Limited ACN 602 041 770

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This Explanatory Statement has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting. It forms part of the Notice of Meeting and must be read together with that Notice.

### Purpose of the Meeting

The purpose of the Meeting is to consider and vote on the Resolutions.

### Entire document

Shareholders are encouraged to read this document in its entirety before making a decision on how to vote on the Resolutions being considered at the Meeting. If you have any doubt how to deal with this document, please consult your legal, financial or other professional advisor.

### Glossary

Certain terms and abbreviations used in the Explanatory Statement have defined meanings, which are set out in the Glossary contained in section 7 of this Explanatory Statement.

### 1. FINANCIAL STATEMENTS AND REPORT

The financial statements, Directors' Report and Auditor's Report for Henry Morgan Limited for the year ended 30 June 2018 were included in the 2018 Annual Report of the Company, a copy of which is available on the Company's website [www.henrymorgan.com.au](http://www.henrymorgan.com.au). There is no requirement for shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the operations and management of the Company. Shareholders will be given a reasonable opportunity to ask the auditor questions.

### 2. RESOLUTION 1: ELECTION OF DIRECTOR – ROSARIO PATANE

Mr Rosario (Ross) Patane was appointed as a director on 31 March 2016 under rule 19.2 of the Company's Constitution. Mr Patane is a member of the Audit and Risk Committee and a member of the Committee of Independent Directors. Mr Patane's skills and experience are set out below:

*Rosario (Ross) Patane BBus, CA; GAICD; FFin*

Ross is a chartered accountant with in excess of 25 years' experience in providing high level accounting related services. Ross is presently the Senior Partner of the Crowe Horwath Corporate Finance team. Crowe Horwath is a leading accounting and financial services business.

### Board recommendation

The non-candidate directors support the election of Mr Ross Patane.



### 3. **RESOLUTION 2: ELECTION OF DIRECTOR – JOHN MCAULIFFE**

John McAuliffe was appointed as a director on 21 October 2015 under rule 19.2 of the Company's Constitution. He is also the non-executive Chairman. Mr McAuliffe's skills and experience are set out below:

*Mr John McAuliffe, AM, LAPI, FAIB, ACTCB*

John has had a long and distinguished career in both government and private sector roles. He has also lectured extensively at both the University of Queensland and the Queensland University of Technology in the areas of property valuation and surveying. John was awarded the Member of the Order of Australia in June 2007 for services to the community particularly through executive roles in the areas of health care, public housing management and to the property valuation industry.

John also has the following qualifications:

Life Fellow of the Australian Institute of Valuers;  
Fellow of the Australian Institute of Building – Chartered Builder;  
Associate Papua New Guinea Institute of Valuers and Land Administrators;  
Registered Valuer, Queensland;  
Registered Valuer, Papua New Guinea;  
Associate Central Technical College, Brisbane;  
Diploma in Quantity Surveying; and  
Fellow of the Real Estate Institute of Queensland.

#### **Board recommendation**

The non-candidate directors support the election of Mr John McAuliffe.

### 4. **RESOLUTION 3: REMUNERATION REPORT**

The remuneration report of the Company for the financial year ended 30 June 2018 is set out in the Company's Annual Report.

The report sets out the Company's executive remuneration framework and remuneration outcomes for the Board and Key Management Personnel.

The Chairman will allow a reasonable opportunity for shareholders to ask questions about or make comments on the remuneration report at the meeting before calling a vote. The resolution is advisory only. The Board will consider and take into account the outcome of the vote and feedback from shareholders on the remuneration report when reviewing the Company's remuneration policies.

### 5. **RESOLUTION 4: REMOVAL OF AUDITOR**

Under section 329 of the Corporations Act an auditor of a company may be removed from office by resolution at a general meeting of which 2 months' notice of intention to move the resolution has been given.

Under this section, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.

On 22 October 2018, the Company received a notice of intention by a Director pursuant to section 329(1A) of the Corporations Act in respect of removing KPMG as the Company's auditor and giving notice to convene a general meeting of the Company to move a resolution to that effect. In accordance with section 329(2) of the Corporations Act, the Company has sent a copy of the notice to KPMG and ASIC.



KPMG has provided audit services to the Company since 2015. The Company has been pleased with the service level KPMG has provided, but it is now appropriate to change auditors.

The Company does not believe that the audit quality will be diminished as a result of changing auditors.

**Board Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

**6. RESOLUTION 5: APPOINTMENT OF AUDITOR**

Under section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under section 329 of the Corporations Act.

The Board received and reviewed proposals from three audit firms to provide audit services to the Company.

Resolution 5 is a special resolution seeking the appointment of PKF as the new auditor of the Company. As required by the Corporations Act, a nomination for PKF to be appointed as the auditor of the Company has been received from a member. As required by section 328B(3) of the Corporations Act, a copy of the form for the nomination of PKF as the Company's auditors is attached to this Notice of Meeting.

PKF has given its written consent to act as the Company's Auditor in accordance with section 328A(1) of the Corporations Act, subject to Shareholder approval of this Resolution.

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote at the Meeting.

If Resolutions 4 and 5 are passed, the appointment of PKF as the Company's auditor will take effect at the close of this Meeting.

**Board Recommendation**

The directors unanimously support Resolution 5.



## 7. GLOSSARY

<b>Term</b>	<b>Definition</b>
<b>Associates</b>	Has the meaning given to that term in the Corporations Act, and <b>Associated</b> has a corresponding meaning
<b>ASX</b>	ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the context requires)
<b>Closely Related Party/Parties</b>	In relation to a member of the Key Management Personnel, means: (a) A spouse or child of the member; (b) A child of the member's spouse; (c) A dependant of the member or of the member's spouse; (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 Company; or (e) A company which the member controls.
<b>Company</b>	Henry Morgan Limited ACN 602 041 770
<b>Corporations Act</b>	the <i>Corporations Act 2001</i> (Cth)
<b>Director</b>	A director of the Company
<b>Explanatory Statement</b>	The explanatory statement accompanying and forming part of the Notice of Meeting
<b>Key Management Personnel or KMP</b>	Those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any director, whether executive or otherwise
<b>Listing Rules</b>	The listing rules of ASX as applicable to the Company from time to time
<b>Meeting</b>	The annual general meeting of the Company to be held at the time and place specified in the Notice of Meeting
<b>Notice of Meeting</b>	This notice of meeting and accompanying Explanatory Statement
<b>Proxy Form</b>	The form that accompanies the Notice of Meeting
<b>Resolutions</b>	The resolutions to be put to Shareholders at the Meeting, as set out in the Notice of Meeting
<b>Share</b>	A fully paid ordinary share in the capital of the Company
<b>Shareholder</b>	A holder of a Share

ANNEXURE - NOTICE OF NOMINATION

25 October 2018

The Directors  
Henry Morgan Limited

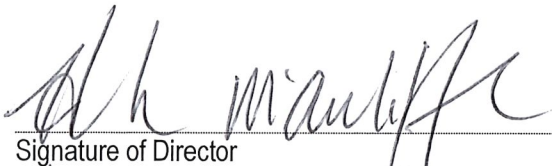
Dear Sirs

**NOMINATION OF PKF AS COMPANY AUDITOR**

Bretlen Pty Ltd <Bretlen Super A/C>, being a member of Henry Morgan Limited (**Company**), hereby nominates PKF for appointment as Auditor of the Company pursuant to section 328B(3) of the Corporations Act 2001 (Cth).

Yours sincerely

**BRETLEN PTY LTD ACN 604 169 379**



Signature of Director

Helen McAuliffe

Name of Director  
(Please print)



Signature of Director

Brett McAuliffe

Name of Director





Henry Morgan  
ACN 602 041 770

## LODGE YOUR VOTE

**BY EMAIL**  
vote@linkmarketservices.com.au

**BY MAIL**  
Henry Morgan Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

**BY FAX**  
+61 2 9287 0309

**BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138

**ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474



X99999999999

## PROXY FORM

I/We being a member(s) of Henry Morgan Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

the Chairman of the Meeting (mark box)

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10.00am (Brisbane time) on Thursday, 29 November 2018 at King & Wood Mallesons, Level 33, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolution 3:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 3, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Election of Director – Mr Rosario Patane	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Director – Mr John McAuliffe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Removal of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

\* 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 votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HML PRX1802C



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10.00am (Brisbane time) on Tuesday, 27 November 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### BY EMAIL

[vote@linkmarketservices.com.au](mailto:vote@linkmarketservices.com.au)



#### BY MAIL

Henry Morgan Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**