



SCOTTISH PACIFIC GROUP LIMITED  
ABN 45 164 013 110  
("SCOTTISH PACIFIC")

**NOTICE OF COURT-ORDERED MEETING OF SCOTTISH PACIFIC MANAGEMENT SHAREHOLDERS  
("NOTICE OF MANAGEMENT SCHEME MEETING")**

Notice is given that, by order of the Supreme Court of Victoria (**Court**) made on 26 October 2018 under section 411(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Court has directed that a meeting of Management Shareholders of Scottish Pacific who have made a valid election for the Scrip Option (as described in the Scheme Booklet relating to the Scheme)) (**Eligible Management Shareholders**) (**Management Scheme Meeting**) be held:

Date: Friday, 30 November 2018

Time: 10:30am (Sydney time)

Venue: Dexus Place, Level 5, 1 Margaret St Sydney NSW 2000

The Court has directed that Patrick Elliott, or, failing him, Andrew Love, act as Chairman of the Management Scheme Meeting and has directed the Chairman to report the result of that meeting to the Court.

The Scottish Pacific Scheme Meeting of Scottish Pacific Shareholders (excluding Eligible Management Shareholders) will be held immediately following the conclusion of the Management Scheme Meeting.

**PURPOSE OF THE MANAGEMENT SCHEME MEETING**

The purpose of the Management Scheme Meeting is to consider and, if thought fit, to agree (with or without any modification or conditions approved by the Court to which Scottish Pacific and the Bidder agree) to a scheme of arrangement proposed to be made between Scottish Pacific and the holders of its ordinary shares as at the Scheme Record Date pursuant to Part 5.1 of the Corporations Act (**Scheme**).

**SCHEME RESOLUTION**

The Management Scheme Meeting will be asked to consider and, if thought fit, pass the following resolution:

*'That pursuant to and in accordance with the provisions of section 411 of the Corporations Act, the scheme of arrangement proposed to be entered into between Scottish Pacific and Scottish Pacific Shareholders, as more particularly described in the Scheme Booklet accompanying the notice convening this meeting, is agreed to (with or without any modifications or conditions ordered by the Court to which Scottish Pacific and the Bidder agree) and, subject to approval of the Scheme by the Court, the Scottish Pacific Board is authorised to implement the Scheme with any such modifications or conditions.'*

BY ORDER OF THE COURT AND THE BOARD

A handwritten signature in black ink, appearing to read "David Rose", written over a horizontal line.

**David Rose**  
**Company Secretary**  
1 November 2018

## **EXPLANATORY NOTES**

To enable you to make an informed decision on the Scheme Resolution, a copy of the Scheme and a copy of the explanatory statement required by section 412 of the Corporations Act in relation to the Scheme are contained in the Scheme Booklet of which this Notice of Management Scheme Meeting forms part. Terms used in this Notice of Management Scheme Meeting have the same meaning as set out in the Glossary in Section 9 of the Scheme Booklet.

Details about your entitlement to vote, how to vote and how to appoint a proxy, attorney or a corporate representative are set out in the Section "How to vote" (commencing on page 12) and under the heading "Scheme, voting and approvals" in the "Frequently asked questions and answers" Section (commencing on page 23) of the Scheme Booklet.

## **ENCLOSURES**

Enclosed are the following documents:

- proxy form to be completed if you would like to be represented at the Management Scheme Meeting by proxy. Eligible Management Shareholders are encouraged to use the online voting facility that can be accessed on Scottish Pacific's share registry's website at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) to ensure the timely and cost effective receipt of your proxy; and
- a reply paid envelope for you to return the proxy form.



**LODGE YOUR VOTE**

**ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

**BY MAIL**  
Scottish Pacific Group 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**

**MANAGEMENT SCHEME MEETING PROXY FORM**

I/We being a member(s) of Scottish Pacific Group 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

**STEP 1**

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 Management Scheme Meeting to be held **at 10:30am (Sydney time) on Friday, 30 November 2018 at Dexus Place, Level 5, 1 Margaret Street, Sydney, NSW, 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**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\*

1 Scheme Resolution

**STEP 2**



\* 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).

**STEP 3**



## 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.

### PROXY VOTING BY THE CHAIRMAN OF THE MEETING

On a poll, the Chairman of the Meeting will vote directed proxies as directed and may vote undirected proxies as the Chairman of the Meeting sees fit. If the Chairman of the Meeting is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting the Proxy Form you are expressly authorising the Chairman of the Meeting to exercise your proxy on the Scheme Resolution.

### 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:

- 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
- 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" must 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 **10:30am (Sydney time) on Wednesday, 28 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:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Scottish Pacific Group Ltd  
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 MANAGEMENT SCHEME MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**



Securityholder Reference Number:  
19999999999

## MANAGEMENT SHAREHOLDERS ELECTION FORM – SCRIP OPTION

THIS FORM IS THE "ELECTION FORM" AS DEFINED IN THE SCHEME BOOKLET ("SCHEME BOOKLET") PREPARED IN CONNECTION WITH THE PROPOSED ACQUISITION OF ALL THE SHARES ON ISSUE IN SCOTTISH PACIFIC GROUP LIMITED ("SCOTTISH PACIFIC") BY SME CAPITAL INVESTMENTS III PTY LTD ("BIDDER") BY WAY OF A SCHEME OF ARRANGEMENT ("SCHEME").

DEFINED TERMS USED IN THIS FORM HAVE THE SAME MEANING AS IN THE SCHEME BOOKLET.

PLEASE FILL OUT THIS FORM TO ELECT THE SCRIP OPTION WITH RESPECT TO ALL OF YOUR SCOTTISH PACIFIC SHARES AS AT SCHEME RECORD DATE.

If you make a valid election for the Scrip Option, you will receive the following:

- (i) in respect of 50% of the Scottish Pacific Shares that you hold as at the Scheme Record Date (rounded down to the nearest whole Scottish Pacific Share), 1 share in SME Capital Holdings Pty Ltd, which is the indirect owner of all of the shares in the Bidder, per Scottish Pacific Share; plus
- (ii) in respect of the balance of the Scottish Pacific Shares that you hold as at the Scheme Record Date, a cash payment of \$4.40 per Scottish Pacific Share.

If you do not make a valid election for the Scrip Option, you will receive a cash payment of \$4.40 per Scottish Pacific Share in respect of all of your Scottish Pacific Shares that you hold as at the Scheme Record Date.

### A ELECTION OF SCRIP OPTION



I/We, being a Management Shareholder of Scottish Pacific, wish to elect for the Scrip Option under the Scheme with respect to ALL of my/our Scottish Pacific Shares.

### B Contact Details

Please provide a daytime telephone number where we can contact you if we have any questions about this form.

Daytime telephone number

Contact name (PRINT)

### C Shareholder Signature(s)

By signing and returning this form you agree to all of the Scheme Terms and you give the warranties, acknowledgements, authorisations and agreements set out in the Scheme Booklet.

Shareholder 1

Individual or Sole Director and  
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date

TO MAKE A VALID ELECTION FOR THE SCRIP OPTION, THIS FORM MUST BE RECEIVED AT ONE OF  
THE ADDRESSES LISTED OVERLEAF BY NO LATER THAN 5:00PM (SYDNEY TIME)  
ON MONDAY, 26 NOVEMBER 2018

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# How to complete the Management Shareholder Election Form

Please read carefully the Scheme Booklet. If you do not understand the terms of the Scheme Booklet or if you have any doubts about what to do, please consult your legal, financial, taxation or other professional adviser.

## 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 holders:** 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.

**Company:** 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.

## Lodgement Instructions

The completed form must be forwarded to the Registry by **5:00pm (Sydney time) on Monday, 26 November 2018**. If you are returning your form by post, you must allow sufficient time for collection and delivery by postal services. The postal acceptance rule does not apply.

### POSTAL DELIVERY

Scottish Pacific Group Limited  
C\Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia

OR

### HAND DELIVERY

Scottish Pacific Group Limited  
C\Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138

***Please do not use this address for postal delivery.***

**If you require information on how to complete this form please contact the Scottish Pacific Shareholder Information Line on 1300 668 378 (within Australia) or +61 1300 668 378 (outside Australia) during business days between 8:30am and 5:30pm (Sydney time).**

**Personal Information Collection Notification Statement:** Personal information about you is held on the public register in accordance with Chapter 2C of the *Corporations Act 2001*. For details about Link Group's personal information handling practices including collection, use and disclosure, how you may access and correct your personal information and raise privacy concerns, visit our website at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) for a copy of the Link Group condensed privacy statement, or contact us by phone on +61 1800 502 355 (free call within Australia) 9am–5pm (Sydney time) Monday to Friday (excluding public holidays) to request a copy of our complete privacy policy.