

# Greencross Limited

## The Pet Company

2018 ANNUAL GENERAL MEETING

2 NOVEMBER 2018



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**Stuart James**

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**Simon Hickey**

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**Stuart James**

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# Item 1: Financial Statements and Reports

*“To receive and consider the financial reports and the report of the Directors and the Auditor for the Company and its controlled entities for the fifty two week period ending on 1 July 2018.”*

# Item 2: Remuneration Report

*"That the Remuneration Report, which forms part of the Directors' report of the Company, for the fifty two week period ending on 1 July 2018 be adopted."*

## Proxies:

In respect of this item of business, the following proxies have been received:

	Votes Received	% of proxies received (excluding abstentions)
• For	48,814,477	87.76%
• Open / Undirected (Chairman)	250,073	0.45%

*The Chairman intends voting his open / undirected proxies in favour of the resolution.*

• Against	6,391,359	11.49%
• Open / Undirected (Other)	165,691	0.30%
• Abstain	123,425	N/A

# Items 3 and 4: Re-election of Directors

# Item 3: Re-election of Rebekah Horne

*"That Ms Rebekah Horne, who retires as a Director of the Company in accordance with Listing Rule 14.4 and Article 47(a) of the Company's constitution, and being eligible, be re-elected as a Director of the Company."*

## Proxies:

In respect of this item of business, the following proxies have been received:

	Votes Received	% of proxies received (excluding abstentions)
• For	59,709,039	93.13%
• Open / Undirected (Chairman)	290,813	0.45%

*The Chairman intends voting his open / undirected proxies in favour of the resolution.*

• Against	3,947,501	6.16%
• Open / Undirected (Other)	166,438	0.26%
• Abstain	96,266	N/A

# Item 4: Re-election of Paul Wilson

*"That Mr Paul Wilson, who retires as a Director of the Company in accordance with Listing Rule 14.4 and Article 47(a) of the Company's constitution, and being eligible, be re-elected as a Director of the Company."*

## Proxies:

In respect of this item of business, the following proxies have been received:

	Votes Received	% of proxies received (excluding abstentions)
• For	57,551,893	89.77%
• Open / Undirected (Chairman)	289,718	0.45%

*The Chairman intends voting his open / undirected proxies in favour of the resolution.*

• Against	6,099,847	9.51%
• Open / Undirected (Other)	166,438	0.26%
• Abstain	102,161	N/A

# Items 5(a) and (b): Ratification of Issue of Securities

# Item 5(a): Ratification of issue of securities **Greencross Limited** The Pet Company

*"That for the purposes of Listing Rule 7.4, and for all other purposes, shareholders ratify and approve the issue of 1,738,320 fully paid ordinary shares in the Company issued to Macquarie Capital (Australia) Limited on 23 March 2018 at an issue price of \$5.41 per share, as described in the Explanatory Memorandum."*

## **Proxies:**

In respect of this item of business, the following proxies have been received:

	<b>Votes Received</b>	<b>% of proxies received (excluding abstentions)</b>
• For	61,606,679	98.33%
• Open / Undirected (Chairman)	273,049	0.44%

*The Chairman intends voting his open / undirected proxies in favour of the resolution.*

• Against	612,212	0.98%
• Open / Undirected (Other)	159,567	0.25%
• Abstain	1,558,550	N/A

# Item 5(b): Ratification of issue of securities **Greencross Limited** The Pet Company

*"That for the purposes of Listing Rule 7.4, and for all other purposes, shareholders ratify and approve the issue of 165,838 fully paid ordinary shares in the Company issued to Pacific Custodians Pty Limited as trustee for the Greencross Limited Employee Share Trust on 30 August 2018 at an issue price of \$3.89 per share, as described in the Explanatory Memorandum."*

## **Proxies:**

In respect of this item of business, the following proxies have been received:

	<b>Votes Received</b>	<b>% of proxies received (excluding abstentions)</b>
• For	61,603,607	98.34%
• Open / Undirected (Chairman)	285,149	0.46%

*The Chairman intends voting his open / undirected proxies in favour of the resolution.*

• Against	595,887	0.95%
• Open / Undirected (Other)	161,027	0.25%
• Abstain	1,564,387	N/A

# Item 6: Grant of securities to Simon Hickey Greencross Limited The Pet Company

## under the FY2018 Executive Long Term Incentive Plan

*"That approval be given in accordance with Listing Rule 10.14, and for all other purposes, for Simon Hickey to:*

- (a) participate in the FY2018 Executive Long Term Incentive Plan ("FY2018 LTIP") of Greencross Limited on a pro-rated basis having regard to his commencement date (being 5 March 2018);*
- (b) receive a grant of Rights; and*
- (c) acquire any fully paid ordinary shares of the Company in respect of those Rights, in accordance with the terms of the Equity Incentive Plan of the Company as referred to in the Explanatory Memorandum accompanying this Notice of Meeting."*

### **Proxies:**

In respect of this item of business, the following proxies have been received:

	<b>Votes Received</b>	<b>% of proxies received (excluding abstentions)</b>
• For	54,202,137	97.32%
• Open / Undirected (Chairman)	184,956	0.34%

***The Chairman intends voting his open / undirected proxies in favour of the resolution.***

• Against	1,143,407	2.05%
• Open / Undirected (Other)	163,701	0.29%
• Abstain	50,824	N/A

# Item 7: Grant of securities to Simon Hickey

Greencross Limited  
The Pet Company

## under the FY2019 Executive Long Term Incentive Plan

*"That approval be given in accordance with Listing Rule 10.14, and for all other purposes, for Simon Hickey to:*

*(a) participate in the FY2019 Executive Long Term Incentive Plan ("FY2019 LTIP") of Greencross Limited;*

*(b) receive a grant of Rights; and*

*(c) acquire any fully paid ordinary shares of the Company in respect of those Rights,*

*in accordance with the terms of the Equity Incentive Plan of the Company as referred to in the Explanatory Memorandum accompanying this Notice of Meeting."*

### **Proxies:**

In respect of this item of business, the following proxies have been received:

	<b>Votes Received</b>	<b>% of proxies received (excluding abstentions)</b>
• For	54,182,469	97.29%
• Open / Undirected (Chairman)	181,339	0.33%

*The Chairman intends voting his open / undirected proxies in favour of the resolution.*

• Against	1,164,061	2.09%
• Open / Undirected (Other)	163,701	0.29%
• Abstain	53,455	N/A

**Thank you**