



PRO-PAC PACKAGING LIMITED

ACN 112 971 874

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY NOTES

Date: Monday, 25 November 2019

Time: 10:00am (Melbourne time)

Place: Chartered Accountants Australia and New Zealand,
Level 18, 600 Bourke Street, Melbourne, VIC, 3000

Chairman's Letter

17 October 2019

Dear Fellow Shareholder,

On behalf of the directors of Pro-Pac Packaging Limited (**Company** or **PPG**), I am pleased to invite you to the Annual General Meeting of Shareholders to be held on Monday 25 November 2019, beginning at 10am.

This event is an opportunity for you to share your views directly with the PPG board, and to hear from them about your Company's progress and plans for the future.

The business of the Annual General Meeting is set out in the enclosed Notice of Meeting. It includes seeking shareholder approval for:

- the election of Mr Rupert Harrington and myself as directors of the Company;
- the adoption of the Remuneration report as set out on pages 14 to 20 of the PPG 2019 Annual Report;
- confirmation of the appointment of Ernst & Young as auditors of the Company; and
- the issue of securities to Mr Tim Welsh, Chief Executive Officer and Managing Director, under the Company's Performance Rights Plan,

each on the basis fully outlined in the enclosed Explanatory Notes.

Your Board considers that the Resolutions proposed are in the Company's best interests of and will be for the benefit of all Shareholders.

I look forward to welcoming you to our 2019 AGM.



Jonathan Ling
Chairman

Notice of Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of Pro-Pac Packaging Limited (**Company** or **PPG**) will be held at Chartered Accountants Australia and New Zealand, Level 18, 600 Bourke Street, Melbourne, VIC, 3000 on Monday 25 November 2019 at 10:00am (Melbourne time).

Items of Business

Item 1 – Financial Report, Directors Report and Auditors Report

To receive and consider the Financial Report of the Company and of the Consolidated Entity for the year ended 30 June 2019 and the Reports by Directors and Auditors thereon.

Resolution 2 – Remuneration Report

To receive, consider and adopt the Remuneration Report of the Company and Consolidated Entity for the year ended 30 June 2019.

Note: The vote on Resolution 2 is advisory only and does not bind the Directors or the Company (section 250R(3) of the Corporations Act.

Resolution 3 – Election of a Director – Mr. Rupert Harrington

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

"That, for the purposes of clause 6.1 of the Company's Constitution and for all other purposes, Shareholder approval is given to the election of Mr. Rupert Harrington as a director of the Company."

Resolution 4 – Election of a Director – Mr Jonathan Ling

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

"That, for the purposes of clause 9.2 of the Company's Constitution and for all other purposes, Shareholder approval is given to the election of Mr Jonathan Ling as a director of the Company."

Resolution 5 – Appointment of Ernst & Young as the Company's Auditor

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That pursuant to section 327B of the Corporations Act and for all other purposes, Ernst & Young of 8 Exhibition Street, Melbourne Victoria, 3000, having been nominated by a shareholder and having given its consent in writing to act as auditor, be appointed as the auditor the Company to hold office from the conclusion of this Annual General Meeting until it resigns or is removed from the office of auditor of the Company, or its appointment otherwise ceases under the provisions of the Corporations Act."

Resolution 6 – Issue of Performance Rights to Mr Tim Welsh

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholder approval is given to the issue and annual allotment of 3,333,333 Performance Rights (and Shares on exercise of such Performance Rights) to Mr. Tim Welsh, the Company's Chief Executive Officer and Managing Director, under the Company's Performance Rights Plan and otherwise on the terms set out in the Explanatory Notes accompanying this Notice of Annual General Meeting."

Further information in relation to the Resolutions is set out in the Explanatory Notes which accompany and form part of this Notice of Meeting.

By order of the Board



Kathleen Forbes
Company Secretary

17 October 2019

1. Voting Exclusions

Resolution 2

In accordance with the Corporations Act, the Company will disregard any votes cast in respect of Resolution 2:

- (a) by or on behalf of a member of the Key Management Personnel (**KMP**) of the Company whose remuneration is disclosed in the Remuneration Report; and
- (b) by a closely related party of any KMP of the Company; and
- (c) by a proxy who is a member or a closely related party of the KMP of the Company.

However, the Company need not disregard a vote if:

- (d) it is cast by a person as the proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (e) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides. The Chair intends to vote all available proxies in favour of this Resolution 2.

Resolution 6

In accordance with the Corporations Act and ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 6 by:

- (a) any director of the entity who is eligible to participate in the employee incentive scheme in respect of which the approval is sought and, if ASX has expressed an opinion under rule 10.14.3 that approval is required for participation in the employee incentive scheme by anyone else, that person; and
- (b) any associate of a person referred to in (a) above.

However, the Company need not disregard a vote if:

- (a) It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides. The Chair intends to vote all available proxies in favour of this Resolution 6.

2. Documents

A proxy form accompanies these documents.

3. Persons entitled to vote/ Record Date

Under regulation 7.11.37 of the Corporations Regulations, the Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Annual General Meeting will be as it appears in the Share register at 7:00pm (Melbourne time) on Saturday, 23 November 2019.

4. How to Vote

If you are eligible, you may vote by attending the Annual General Meeting in person or by proxy or attorney. A member who is a body corporate may appoint a representative to attend and vote on its behalf.

5. Voting

To vote on the Resolutions, Shareholders will need to do one of the following:

Either: Attend the Meeting and vote, Or

Complete the enclosed Proxy Form and return it in accordance with the instructions specified on the form. The completed Proxy Form must be received, or the online registration must have occurred, by no later than 10:00am (Melbourne time) on 23 November 2019.

If you require an additional proxy form, the Company will supply it on request.

Voting on all proposed resolutions at the meeting will be conducted by poll initiated by the Chair.

6. Proxies

A Shareholder who is entitled to vote at the Annual General Meeting may appoint:

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

Where the Shareholder appoints 2 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 one-half of the votes, in which case any fraction of votes will be disregarded.

A proxy need not be a Shareholder of the Company.

The proxy form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.

The proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding of the Annual General Meeting or any adjourned meeting (or such lesser period as the Directors may permit):

- by email to proxy@boardroomlimited.com.au;
- online at www.votingonline.com.au/ppgagm2019;
- by post to Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia;
- in person to Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000 Australia; or
- the following fax number at the Company's share registry's office: + 61 2 9290 9655.

7. Voting by Attorney

A Shareholder may appoint an attorney to act on the Shareholder's behalf at the Annual General Meeting. The power of attorney or such other evidence of the attorney's appointment and authority to the satisfaction of the Directors must be received by the Company at least 48 hours before the time for holding of the Annual General Meeting or any adjourned meeting.

8. Corporate Representative

A body corporate that is a Shareholder and entitled to attend and vote at the Annual General Annual General Meeting, or that has been appointed as proxy of a Shareholder entitled to attend and vote at the Annual General Meeting, may appoint an individual to act as its representative at the Annual General Meeting. The appointment must comply with section 250D of the Corporations Act. The representative must bring to the Annual General Meeting adequate evidence of his or her appointment, including any authority under which the appointment is signed, unless that evidence has previously been provided to the Share Registry.

9. Enquiries

For further information, please contact Kathleen Forbes, Company Secretary, on (02) 8781 0500.

Explanatory Notes

These Explanatory Notes have been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at Chartered Accountants Australia and New Zealand, Level 18, 600 Bourke Street, Melbourne, VIC, 3000 on Monday 25 November 2019 at 10:00am (Melbourne time).

Item 1 – Financial Report

In accordance with the Corporations Act and the Constitution of the Company, the Financial Report of the Company and of the Consolidated Entity for the period ended 30 June 2019 and the Reports by Directors and Auditors thereon are to be laid before the Annual General Meeting.

There is no formal Resolution to be put in respect of this matter. However, Shareholders will be given the opportunity to make comments and ask questions of the Board and the Auditor in respect of the reports. In addition, Shareholders are able to submit questions to the Company for the Auditor prior to the meeting. The list of any such questions will be presented at the meeting for discussion and response.

Resolution 2 – Remuneration Report

In accordance with section 250R(2) of the Corporations Act, a resolution must be put to the Shareholders that the remuneration report of the Company, as included in the Directors' Report, be adopted. A copy of this report can be found on pages 14 to 20 of the Company's annual report and can also be found on the Company's website at www.ppggaust.com.au.

While the Corporations Act (section 250R(2)) requires a listed company to put a resolution to its members at its annual general meeting that its remuneration report be adopted, the Corporations Act expressly provides that the vote on any such resolution is advisory only (meaning that while such vote provides guidance to the directors, it does not bind the Directors or the Company). However, the Directors recognise the vote as an indication of shareholder sentiment and will have regard to the outcome of the vote and any discussion when setting the Company's remuneration policies.

The Remuneration Report forms part of the Directors' Report for the year ended 30 June 2019 and is made in accordance with a unanimous resolution of the Directors. While noting that each Director has a personal interest in his remuneration, as described in the Remuneration Report, the Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report. Resolution 2 is put to the Shareholders at the Meeting in fulfilment of the obligations of the Company under section 250R(2) of the Corporations Act. Shareholders attending the Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Resolution 3 – Election of a Director – Mr. Rupert Harrington

Clause 6.1 of the Company's constitution requires that, at each annual general meeting, one-third of the Directors must retire from office, or if their number is not a multiple of three, then the number nearest to but not exceeding one-third of the Directors must retire from office. The Managing Director (Mr. Tim Welsh) is exempt under clause 6.7 of the Company's constitution from the requirement to retire by rotation and not included in the total number of directors to retire. The retirement of Directors by rotation is also subject to the requirement, in clause 6.1 of the Company's constitution, that a Director must retire from office at the conclusion of the third annual general meeting after the Director was last elected. Clauses 6.4 and 6.5 of the Company's constitution provide that a retiring Director remains in office until the end of the meeting and will be eligible for re-election at the meeting.

Mr Rupert Harrington will retire by rotation at the AGM. Mr Harrington is eligible for re-election and is seeking re-election as Director at the AGM. Biographical details of Mr Harrington are set out below:

Rupert Harrington MSc, B Tech, CDipAF, MAICD

Mr Harrington is a Non-Executive Director and was appointed to the board on 6 November 2017. Mr. Harrington holds a Bachelor of Technology degree and a Masters of Business Management from Bradford University, and a Certified Diploma in Accounting and Finance from Manchester University.

Mr Harrington is an experienced company Director with over 30 years' experience as a Non-Executive Director of companies operating in manufacturing, industrial services, health and technology. Mr Harrington is currently Non-Executive Chair of Advent Partners, a mid-market Australian Private Equity, Non-Executive Chair of Clover Corporation Limited (ASX: CLV), Director of Integral Diagnostics Limited (ASX: IDX) and was previously a Director of Bradken Limited.

The Board has resolved that Mr Harrington is an independent Director on the basis set out on pages 27 and 28 of the Company 2019 annual report. The Board supports the election of Mr. Harrington and recommends that Shareholders vote in favour of this Resolution.

Resolution 4 – Election of a Director – Mr Jonathan Ling

Clause 9.2 of the Company's constitution allows the Directors to appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors. A Director appointed under this clause will hold office only until the next annual general meeting of the Company, at which the Director may then be elected. A Director retiring in accordance with clause 9.2 is not to be considered in determining the number of Directors who must retire by rotation.

Mr. Jonathan Ling was appointed as a non-executive Director and Chair on 27 May 2019 as an addition to the then existing Directors, and ultimately to fill the casual vacancy left by the resignation of the former Chair effective 30 June 2019. Accordingly, he must retire as a Director at the conclusion of the AGM. Mr Ling is eligible for election and is seeking election as a Director at the AGM.

Biographical details of Mr Ling are set out below:

Jonathan Ling B Engineering (Mechanical), MBA

Mr Ling was appointed to the Board as Non-Executive Chair on 8 April 2019.

Mr Ling has extensive experience in complex manufacturing businesses. He was previously Managing Director and Chief Executive Officer of GUD Holdings Limited, a diversified ASX listed company, a role he held for 6 years. Prior to that, Mr Ling was Managing Director and CEO of Fletcher Building Limited, a manufacturer of construction and building materials, listed on both the ASX and NZX. He has also held senior management roles with Austrim, Nylex, Visy Recycling and Pacifica.

Mr Ling is currently a Non-Executive Director of Pact Group Limited and has previously served on the Boards of Melbourne Rebels Rugby Union as Chair, Pacific Brands Limited and ASB Bank Limited.

The Board considers that Mr Ling is an independent Director of the Board. The Board unanimously supports the election of Mr Ling and recommends that Shareholders vote in favour of this Resolution.

Resolution 5 – Appointment of Ernst & Young as the Company's Auditor

On 9 January 2019, in accordance with section 327C of the Corporations Act, the Company appointed Ernst & Young as auditor of the Company following ASIC's consent to the resignation of the previous auditor of the Company, UHY Haynes Norton, in accordance with section 329(5) of the Corporations Act.

Following the above appointment, and in accordance with section 327C(2) of the Corporations Act, Ernst & Young holds office as auditor of the Company until the Company's next annual general meeting, being the Meeting the subject of this Notice of Meeting. In accordance with section 327B(1)(b), the Company now seeks Shareholder approval for the ongoing appointment of Ernst & Young as auditor of the Company and its controlled entities.

In accordance with section 328B of the Corporations Act, notice in writing nominating Ernst & Young as auditor has been given to the Company by a Shareholder. A copy of the notice is included in this Notice of Meeting. The appointment of Ernst & Young will be by vote of Shareholders as an ordinary resolution. Ernst & Young has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A (1) of the Corporations Act.

The Board unanimously supports the appointment of Ernst & Young and recommends that the Shareholders vote in favour of Resolution 5.

Resolution 6 – Issue of Performance Share Rights to Mr Tim Welsh

(c) Background

On 16 April 2019, the Company announced that the Board had appointed Mr. Tim Welsh as Chief Executive Officer (CEO) and entered into an employment agreement with Mr. Welsh, pursuant to

which the Company had agreed to provide a long-term incentive (LTI) under the Company's Performance Rights Plan (PRP), subject to Shareholder approval. Resolution 6 seeks Shareholder approval for the grant of Performance Rights to Mr. Welsh as LTI under the PRP for the purposes of the ASX Listing Rules.

After careful consideration, the Board considers the grant of the Performance Rights as proposed and the other elements of Mr. Welsh's remuneration as specified below to be appropriate and reasonable remuneration, recognising the Company's circumstances and the responsibilities involved in Mr. Welsh's role as CEO, and on 28 May 2019, Managing Director.

The Company is seeking the approval of Shareholders in accordance with ASX Listing Rule 10.14.

(d) Mr. Welsh's Remuneration

As previously announced, Mr. Welsh's base remuneration package is \$550,531.40 per annum inclusive of superannuation contributions, which may be reviewed from time to time in accordance with Company policy. In addition, Mr Welsh is entitled to a \$500,000 short term incentive (STI) benefit, conditional upon the achievement of various key performance indicators. Since Mr Welsh's appointment, the board has also implemented an over achievement on the STI such that Mr Welsh may overachieve his key performance indicators, and if he does so, receive up to 200% of his STI benefit, being \$1,000,000. In order for Mr Welsh to achieve an STI of that magnitude the Company's financial performance would need to materially exceed expectations.

Mr. Welsh is also entitled to an LTI with a value of \$500,000 each year, which, subject to shareholder approval, the board proposes to grant using the Company's PRP, and on the basis set out below.

The board, after careful consideration, considers the grant of the Performance Rights and Shares as proposed together with the other elements of Mr. Welsh's remuneration as specified above, to be reasonable remuneration recognising the Company's circumstances and the responsibilities involved on Mr. Welsh's part in the role of CEO and Managing Director.

(e) Approval under the ASX Listing Rules

Pursuant to ASX Listing Rule 10.14, an entity must not, without the approval of holders of ordinary securities, allow any of the following persons to acquire securities under an employee incentive scheme:

- (i) a director of an entity;
- (ii) an associate of a director of an entity; or
- (iii) a person whose relationship with the entity itself, a director or an associate of a director of an entity is such that ASX forms the opinion that shareholder approval should be obtained.

(f) Information for Shareholders under ASX Listing Rule 10.14 and 10.15A

The following information is provided to Shareholders in respect of obtaining Shareholder approval pursuant to ASX Listing Rules 10.14 and 10.15A:

If the person is not a director, a statement of the relationship between the person and the director that requires the approval to be obtained

Mr. Welsh is a Director.

The maximum number of securities that may be acquired by all persons for whom approval is required

Under Mr Welsh's employment contract, the Company has agreed to grant to Mr Welsh an LTI to the value of \$500,000 per annum, the vesting of which is subject to Performance Hurdles set by the board. The reference Share price for the determination of Mr. Welsh's entitlements as an LTI under the PRP is the Company's VWAP for the 5 day period following its full year results release, which is \$0.15,

	<p>and therefore the number of Performance Rights to be issued in 2019 with a nominal value of \$500,000 is 3,333,333.</p> <p>Under the PRP, the Board has the absolute discretion to determine the maximum number of Performance Rights that eligible employees are entitled to receive so long as the number of underlying Shares issued pursuant to the offer and the number of Performance Rights and Shares issued in the previous 3 year period under the PRP, will not exceed 5% of the total number of Shares on issue.</p>
The price (including a statement whether the price will be, or be based on, the volume weighted average market price or closing market price), or the formula for calculating the price, for each security to be acquired under the scheme	<p>The LTI Performance Rights will be granted at nil issue price and vested Performance Rights may be exercised at nil exercise price.</p> <p>The reference Share price for the determination of Mr. Welsh's entitlements as an LTI under the PRP is the Company's VWAP for the 5 day period following its full year results release. which is \$0.15, and therefore the number of Performance Rights to be issued in 2019 with a nominal value of \$500,000 is 3,333,333.</p>
The names of all persons referred to in ASX Listing Rule 10.14 who received securities under the scheme since the last approval, the number of securities received, and acquisition price for each security	<p>No Directors or their associates have received securities under the PRP since the last approval on 27 November 2017. Approval was given at the Annual general meeting on 27 November 2017 for the issue of Performance Rights to Mr Grant Harrod in anticipation of Mr Harrod becoming a director. Mr Harrod did not in fact become a director. Nonetheless the number of performance rights issued to Mr Harrod as a result of that approval is set out below. These rights subsequently lapsed on termination of Mr Harrod's employment:</p> <p>1,000,000 performance rights issued at Nil issue price.</p>
The names of all persons referred to in rule 10.14 entitled to participate in the scheme	<p>In respect of the PRP, Mr. Tim Welsh, Chief Executive Officer and Managing Director.</p> <p>The Rules of the PRP also permit participation by directors, although the board does not currently propose such participation. The names of the current directors are:</p> <p>Jonathan Ling Darren Brown Marina Go Rupert Harrington Leonie Valentine</p>
A voting exclusion statement	<p>A voting exclusion statement is set out on page 4 of this Notice of Annual General Meeting.</p>
The terms of any loan in relation to the acquisition	<p>None.</p>
A statement as required by ASX Listing Rule 10.15A.8	<p>Details of any securities issued under the PRP will be published in each annual report of the Company relating to a period in which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14.</p> <p>If any Director becomes entitled to participate in the PRP after this Resolution 6 is approved and that person is not named in this Notice of Meeting, then that person will not participate in the PRP until the</p>

	Company's Shareholders approve such participation for the purposes of ASX Listing Rule 10.14.
The date by which the entity will issue the securities, which must be no later than 3 years after the meeting	The Performance Rights will be issued in December 2019.

(g) Additional Information for Shareholders- Conditions applicable to the vesting of Performance Rights

Performance Rights will be granted to Mr. Welsh with vesting conditional upon the achievement of certain performance conditions, as outlined below. Each Performance Right will entitle Mr. Welsh to subscribe for one share.

Performance period

The Performance Rights granted as an LTI under the PRP will be subject to vesting conditions. The achievement of those vesting conditions will be measured over a three-year performance period commencing 1 July 2019 and ending 30 June 2022. , The satisfaction of vesting conditions will be assessed at the end of this three-year period. Mr. Welsh will have a 6-month period in which to exercise such Performance Rights as have vested, after which any unexercised vested Performance Rights will lapse.

Vesting conditions

Vesting of the LTI Performance Rights will be dependent upon the Total Shareholder Return (TSR) of the Company relative to a peer group of approximately 100 companies comprising the Small Ordinaries Index (modified to exclude resources, mining and materials stocks). If the Company's TSR equals the median TSR of the peer group, Mr Welsh will receive 50% of his maximum entitlement, increasing up to 100% if the Company equals or exceeds the 75th percentile of its peer group. The Performance Rights will vest in a progressive increment from median performance up to 75th percentile performance.

TSR will be calculated based on movements in the Company's Share price and total dividends paid during the three-year performance period.

Vesting of the LTI Performance Rights is also dependent upon Mr Welsh continuing to be the Chief Executive Officer of the Company from the date of grant until vesting.

(h) Additional information

None of the Directors has an interest in the outcome of this Resolution. However, as the Directors are "Key Management Personnel" for the purposes of the Corporations Act, a voting exclusion statement applies as set out on page 4 of this Notice of Meeting. For those reasons, the Directors will not be making recommendations as to voting on this Resolution 6.

Further information

If you have any questions or need more information about the Resolutions, please contact the Company Secretary, Kathleen Forbes on (02) 8781 0500.

Shareholder Nomination of Auditor

Ms Kathleen Forbes
Company Secretary
Pro-Pac Packaging Limited
83-85 Banbury Road,
Reservoir, Victoria, 3073

NOTICE OF NOMINATION OF AUDITOR

I am a shareholder of Pro-Pac Packaging Limited ACN 12 971 874 ("Company").

I hereby give the Company notice under section 328B (1) of the Corporations Act 2001 (Cth) of my nomination of Ernst & Young of 8 Exhibition Street, Melbourne, Victoria, for appointment as auditor of the Company.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Patsy Ch'ng', is written over a faint, circular, light blue watermark that contains the word 'Bling'.

Ms Patsy Ch'ng

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

Pro-Pac Packaging Limited

ACN 112 971 874

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (Melbourne Time) on Saturday 23 November 2019.**

📄 **To Register your Proxy Online**

📱 **BY SMARTPHONE**

STEP 1: VISIT <https://www.votingonline.com.au/ppgagm2019>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (Melbourne Time) on Saturday, 23 November 2019.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

💻 **Online** <https://www.votingonline.com.au/ppgagm2019>

📠 **By Fax** + 61 2 9290 9655

✉ **By eMail** proxy@boardroomlimited.com.au

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Pro-Pac Packaging Limited

ACN 112 971 874

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Pro-Pac Packaging Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Chartered Accountants Australia and New Zealand, Level 18, 600 Bourke Street, Melbourne VIC 3000 on Monday, 25 November 2019 at 10:00am (Melbourne Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 2 and 6, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolution even though Resolutions 2 and 6 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 2 and 6). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		FOR	AGAINST	ABSTAIN
Resolution 2	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of a Director - Mr Rupert Harrington	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of a Director - Mr Jonathan Ling	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Appointment of Ernst & Young as the Company's Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Performance Rights to Mr Tim Welsh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2019