

**CVC Limited**  
(ACN 002 700 361)

**NOTICE OF ANNUAL GENERAL MEETING**

**Date:** 23 November 2020

**Time:** 10:00 am (Sydney time)

**Place:** Suite 40.04, Level 40, 1 Farrer Place, Sydney NSW 2000

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**NOTE:** Capitalised terms used in this document are defined in the Glossary.

## Key dates

Due date for lodgement of Proxy Forms	10:00 am (Sydney time) on 21 November 2020
Record date	7:00 pm (Sydney time) on 21 November 2020
Annual General Meeting	10:00 am (Sydney time) on 23 November 2020

**NOTE:** The above timetable is indicative only. The Company may vary any of the above dates subject to the Corporations Act, the Listing Rules and any other applicable law.

## Important information

The Notice of Meeting is dated 20 October 2020.

A copy of this Notice of Meeting has been lodged with ASIC and ASX. ASIC and ASX do not take any responsibility for the contents of this Notice of Meeting.

This Notice of Meeting does not take into account the individual investment objectives, financial situation or particular needs of any person. Shareholders should seek professional advice from a licensed financial adviser, accountant, stockbroker, lawyer or other professional adviser before deciding whether or not to approve the Resolutions set out in the Notice of Meeting.

The Company plans to physically hold the Meeting at Suite 40.04, Level 40, 1 Farrer Place, Sydney NSW 2000, but will take precautionary measures to manage the health and safety of shareholders, employees and other interested parties. Australian governments have

implemented a number of restrictions and guidelines including those in relation to travel, public gatherings and social distancing which are regularly being reviewed and subject to change. Accordingly, to the extent possible, the Directors and management do not intend to attend the Meeting in person, but participate via online or telephone facilities.

Given the present circumstances, the Company encourages all shareholders to submit their votes by proxy (in accordance with the procedures set out in this Notice of Meeting) and not attend the Meeting in person. Instead, the Company intends to provide Shareholders with online or telephone facilities should they wish to view and hear the Meeting despite not being physically present. Supplementary instructions including details of these facilities will be provided to Shareholders in advance of the Meeting and no later than two business days prior to the Meeting.

The Company will implement the applicable Australian and New South Wales government restrictions and guidelines for COVID-19 at the Meeting, which may prevent Shareholders from attending the Meeting in person.

Financial amounts in this Notice of Meeting are expressed in Australian dollars unless otherwise stated

This Notice of Meeting is governed by the law in force in New South Wales, Australia.

## Corporate directory

### Directors

Mr Mark Avery  
Mr Alexander Rapajic-Leaver  
Mr Ian Campbell

### Company Secretary

Mr John Hunter

### Registered office

Suite 4, Level 40, Governor Phillip Tower  
1 Farrer Place  
SYDNEY NSW 2000  
Australia

### Website

<http://www.cvc.com.au/>

**Share registry**

Next Registries

Level 16, 1 Market Street

SYDNEY NSW 2000

Australia

Telephone: (612) 9276 1700

**Enquiries**

If you have any queries about the matters set out in this Notice of Meeting, please contact John Hunter, Company Secretary, on +61 2 9087 8000 during business hours.

## Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting (**Meeting**) of the Shareholders of CVC Limited (**Company**) will be held at Suite 40.04, Level 40, 1 Farrer Place, Sydney NSW 2000 at 10:00 am (Sydney time) on 23 November 2020 for the purpose of transacting the business set out in this Notice of Meeting.

### ORDINARY BUSINESS

#### 1 Financial Reports

To receive the financial statements, directors' report and auditor's report for the Company and its controlled entities for the financial period from 1 July 2019 to 30 June 2020.

**Note:** The Financial Reports are contained in the Annual Report, which is available on the Company's website at <http://www.cvc.com.au/>. There is no requirement for Shareholders to approve these Financial Reports. The Financial Reports will be laid before the Meeting and, at the Meeting, the Chairperson will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the operations and management of the Company, and for Shareholders to ask the auditor questions about the conduct of the audit and content of the auditor's report. Shareholders may also submit questions in writing before the Meeting. The list of any such questions will be presented at the Meeting for discussion and responses.

#### 2 Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, pass the following as a **non-binding ordinary resolution** of the Company:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report for the financial period from 1 July 2019 to 30 June 2020."

**Note:** The Remuneration Report is set out on pages 7 to 10 of the Annual Report and contains details of the Company's policy for determining the remuneration for the Directors and senior executives. It includes information on the methodology adopted and the elements of remuneration which are fixed and those which are related to performance. At the Meeting, the Chairperson will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report. This Resolution is advisory only and does not bind the Company or the Directors.

#### 3 Resolution 2 – Election of Mr Alexander Rapajic-Leaver as a Director of the Company

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

"That Mr Alexander Rapajic-Leaver, a director of the Company who retires in accordance with clause 19.3 of the Company's constitution and who offers himself for re-election, be elected as a director of the Company."

### SPECIAL BUSINESS

#### 4 Resolution 3 – Approval of on-market buy back

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

"That, for the purposes of section 257C of the Corporations Act and for all other purposes, approval is given to the Company to conduct an on-market share buy-back of up to 20,000,000 Shares, during the 12 month period after that the date of the Meeting and on the terms set out in the Explanatory Notes."

#### 5 Resolution 4 – Removal of Auditor

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

“That, for the purpose of section 329(1) of the Corporations Act and for all other purposes, HLB Mann Judd NSW Partnership, the current auditor of the Company, be removed as auditor of the Company, effective from the date of the Meeting.”

**6 Resolution 5 – Appointment of Auditor**

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

“That, subject to the passing of Resolution 4, for the purpose of section 327D(2) of the Corporations Act and for all other purposes, Pitcher Partners Sydney being qualified to act as auditor of the Company, and having consented to act, be appointed as auditor of the Company, effective from the date of the Meeting.”

By order of the board of the Company

John Hunter  
Company Secretary  
20 October 2020

## Voting exclusion statements – Corporations Act

Resolution 1	<p>In accordance with the Corporations Act, the Company will disregard any votes cast in relation to this resolution by or on behalf of the Key Management Personnel (<b>KMP</b>) in any capacity whose remuneration is included in the Remuneration Report and closely related parties (as defined in the Corporations Act) of a KMP (<b>Excluded Persons</b>). However, an Excluded Person may cast a vote on the resolution if:</p> <ul style="list-style-type: none"><li>• that person does so as a proxy appointed in writing that specifies how the proxy is to vote on the resolution and the vote is not cast on behalf of an Excluded Person; or</li><li>• the proxy is the Chairperson and the appointment expressly authorises the Chairperson to exercise the undirected proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP.</li></ul>
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## Chairperson's voting intentions

The Chairperson intends to vote undirected proxies on, and in favour of, all proposed Resolutions. If there is a change to how the Chairperson intends to vote undirected proxies, the Company will make an announcement to the market.

## Voting entitlement

Any person registered as a Shareholder on the Register at 7:00 pm (Sydney time) on 21 November 2020 is entitled to attend and vote at the Meeting.

Registrable transmission applications or transfers registered after the time specified above will be disregarded in determining entitlements to vote at the Meeting.

In the case of Shares held by joint holders, only one of the joint Shareholders is entitled to vote. If more than one Shareholder votes in respect of jointly held Shares, only the vote of the Shareholder whose name appears first in the Register will be counted.

Each Shareholder may vote by attending the Meeting in person or by proxy, attorney or, in the case of a corporation which is a Shareholder, by corporate representative.

## Voting in person

Any Shareholder entitled to attend and vote at the Meeting who wishes to attend and vote at the Meeting in person will be admitted to the Meeting and given a voting card upon disclosure of their name and address at the point of entry to the Meeting.

## Voting by proxy

Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of the Shareholder.

A proxy need not be a Shareholder.

If a Shareholder is entitled to cast 2 or more votes at the Meeting, that Shareholder may appoint 2 proxies. Where 2 proxies are appointed, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights. If the Shareholder does not specify the proportion or number of the Shareholder's voting rights that each proxy is to represent, each proxy will be entitled to exercise half the Shareholder's votes.

A Proxy Form for the Meeting is enclosed. In order to be valid, a properly completed Proxy Form must be lodged in any of the following ways:

- (a) By hand or mail to: CVC Limited, Suite 40.04, Level 40, 1 Farrer Place, Sydney NSW 2000, Australia

(b) By email to: [lmacklin@cvc.com.au](mailto:lmacklin@cvc.com.au)

To be valid, your completed Proxy Form must be received by 10:00 am (Sydney time) on 21 November 2020.

Please note that post only reaches the above address on Business Days in Sydney, Australia. A proxy will be admitted to the Meeting and given a voting card upon providing written evidence of their name and address at the point of entry to the Meeting. The return of a completed Proxy Form will not preclude a Shareholder from attending in person and voting at the Meeting.

#### **Voting by attorney**

An attorney of any Shareholder entitled to attend and vote at the Meeting may attend the Meeting, and vote on that Shareholder's behalf.

If a Shareholder wishes to vote by attorney at the Meeting, that Shareholder must, if they have not already done so, deliver the original, or a certified copy of, the power of attorney by the methods specified above so that it is received before the Meeting commences or, alternatively, ensure the power of attorney is brought to the Meeting and presented at the point of entry to the Meeting.

A Shareholder's attorney will be admitted to the Meeting and given a voting card upon providing written evidence of their appointment, their name and address and the identity of their appointer (i.e. the Shareholder) at the point of entry to the Meeting.

#### **Voting by corporate representative**

A corporation that is a Shareholder must appoint a person to act as its representative to vote at the Meeting (if it does not wish to vote by proxy or attorney). The appointment must comply with the Corporations Act. An authorised corporate representative will be admitted to the Meeting and given a voting card upon providing written evidence of their appointment including any authority under which it is signed, their name and address and the identity of their appointer (i.e. the Shareholder) at the point of entry to the Meeting.

## Explanatory Notes

These explanatory notes have been prepared for the information of Shareholders in connection with the business to be transacted at the Meeting.

### 1 Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders.

The Remuneration Report relates to the twelve-month accounting period from 1 July 2019 to 30 June 2020.

In accordance with section 250R(3) of the Corporations Act, Shareholders' vote on Resolution 1 is advisory only and does not bind the Directors or the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report. However, the Board will take the discussion of the Remuneration Report at the Meeting into consideration when determining the Company's remuneration policy in the future and consider concerns Shareholders may raise in relation to remuneration issues.

Where a resolution on the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's 2019 remuneration report did not receive a Strike at the Company's 2019 annual general meeting.

If the Remuneration Report receives a Strike at this Meeting, then at the Company's 2021 annual general meeting, in addition to a vote on the Company's 2020 remuneration report, the Company will be required to put a conditional resolution to the meeting in accordance with section 250V(1) of the Corporations Act which will be put to the meeting if the Company's 2020 remuneration report receives a Strike. If the conditional resolution is passed by an ordinary resolution, the Board (other than Mr Mark Avery) will be required to stand for re-election.

The Chairperson will allow reasonable opportunity for Shareholders to ask questions about or comment on the Remuneration Report.

Noting that each Director has a personal interest in their own remuneration from the Company, the Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

The Chairperson intends to exercise all available proxies in favour of Resolution 1.

If the Chairperson is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairperson with an express authorisation for the Chairperson to vote the proxy in accordance with the Chairperson's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

### 2 Resolution 2 – Election of Mr Alexander Rapajic-Leaver as a Director of the Company

Article 19.3 of the Company's constitution provides the Company must hold an election of directors each year. The directors to retire are those directors longest in office since last being elected and, as between directors who were elected on the same day, the directors to retire are either determined by agreement or, in default of agreement, by ballot.

The Board has agreed that Mr Alexander Rapajic-Leaver will retire and seek re-election in accordance with article 19.3 of the Company's constitution.



Mr Alexander Rapajic-Leaver was appointed as an independent director of the Company on 1 July 2019 and re-elected on 25 November 2019. Mr Alexander Rapajic-Leaver seeks re-election in accordance with article 19.3 of the Company's constitution.

Relevant information about Mr Alexander Rapajic-Leaver is set out on page 2 of the Annual Report.

The Board (other than Mr Alexander Rapajic-Leaver) considers that Mr Alexander Rapajic-Leaver is an independent Director of the Board, supports the re-election of Mr Alexander Rapajic-Leaver and recommends that Shareholders vote in favour of this Resolution.

### **3 Resolution 3 – Approval of on-market buy back**

#### **3.1 Background**

Resolution 3 seeks Shareholder approval of an on-market buyback of up to 20,000,000 Shares, representing 17.09% of the issued Shares of the Company as at 14 October 2020 (**2020 On-Market Buy Back**).

On 25 November 2019, the Company announced that it would undertake an on-market buy back up to 20,000,000 Shares (**2019 Buy Back**). Shareholders approved the 2019 Buy Back for the purposes of section 257C of the Corporations Act at the Company's 2019 annual general meeting. The approval for the 2019 Buy Back expires on 24 November 2020.

Resolution 3 seeks Shareholder approval to conduct the 2020 On-Market Buy Back to allow the Company to buy back a further 20,000,000 Shares within the 12-month period following the date of the Meeting.

If Shareholder approval of Resolution 3 is obtained, it is not guaranteed the Company will buy back the maximum number of Shares permitted under the 2020 On-Market Buy Back, or any Shares at all.

#### **3.2 Shareholder approval**

Under the Corporations Act, a listed company can buy back its own shares on-market if the buy back does not materially prejudice its ability to pay its creditors and it follows the procedures set out in the Corporations Act. Shareholder approval is required if the number of shares bought back in the last 12 months is greater than 10% of the minimum number of shares on issue at any time during the last 12 months (**10/12 Limit**).

Approval is sought for an on-market buyback of up to 20,000,000 Shares by the Company, representing 17.09% of the issued Shares as at 14 October 2020.

The Company wants to retain the flexibility to continue buying back Shares up to a threshold of 17.09% of Shares currently on issue as at 14 October 2020.

#### **3.3 Conditions**

The 2020 On-Market Buy Back is subject to the following conditions:

- Shareholders approving Resolution 3; and
- transactions in Shares have been recorded on the ASX on at least 5 trading days in the 3 months preceding each date the Company buys back Shares, as required by Listing Rule 7.29.

#### **3.4 Terms**

If the above conditions are satisfied, the terms of the 2020 On-Market Buy-Back will be as follows:

- all Shareholders will be entitled to sell their Shares on-market for the Company to buy back;

- the maximum number of Shares to be bought back is 20,000,000 Shares (being 17.09% of the total number of issued Shares as at 14 October 2020). If Shareholder approval of Resolution 3 is obtained, it is not guaranteed the Company will buy back the maximum number of Shares permitted under the 2020 On-Market Buy Back, or any Shares at all;
- the price to be paid by the Company for Shares will be the then prevailing market price on the ASX and in accordance with Listing Rule 7.33, the purchase price will not be more than 5% above the five-day volume weighted average market price of Shares;
- the usual rules for settlement of transactions which occur on-market on the ASX will apply;
- the 2020 On-Market Buy-Back will occur over the 12 month period following the 2020 Annual General Meeting; and
- in accordance with section 257H(2) of the Corporations Act all Shares which are bought back will be cancelled.

### **3.5 Related parties' right to participate in the 2020 On-Market Buy Back**

Section 208(1)(a) of the Corporations Act prohibits the Company from giving a financial benefit to 'related parties' of the Company (as defined in the Corporations Act) without the approval of shareholders by a resolution passed at a general meeting at which no votes are cast in relation to the resolution in respect of any shares held by the related party or by an associate of the related party.

No Directors intend to sell into the 2020 On-Market Buy Back and it is not envisaged that any other related party will sell into the 2020 On-Market Buy Back.

However, to the extent that a related party does participate in the 2020 On-Market Buy Back, the Company considers that the proposed purchase of Shares from related parties under the 2020 On-Market Buy Back falls within the 'arm's length' exception in section 210 of the Corporations Act for the following reasons and, therefore, Shareholder approval is not required:

- to the extent the related parties wish to participate in the 2020 On-Market Buy Back, they will only be entitled to sell their Shares on the same terms as those that apply to other Shareholders who are not related parties of the Company;
- the ability of related parties to participate in the 2020 On-Market Buy Back may assist the Company to obtain the advantages of the 2020 On-Market Buy Back outlined below;
- the impact on the proportion of Shares held by continuing Shareholders at completion of the 2020 On-Market Buy Back will be the same irrespective of whether any related parties participate in the 2020 On-Market Buy Back; and
- the terms of the purchase of Shares from related parties would be reasonable in the circumstances if the Company were dealing at arm's length.

### **3.6 Financial effect of the 2020 On-Market Buy Back**

The Company intends to utilise its cash reserves (including from any future profits) to pay for the Shares it buys back (if any).

The financial effect of the 2020 On-Market Buy Back will be to reduce the Company's cash reserves.

Shares will not be bought back under the 2020 On-Market Buy Back if it would materially prejudice the Company's ability to pay its creditors.

### **3.7 Advantages of the 2020 On-Market Buy Back**

The key advantages of the 2020 On-Market Buy Back are as follows:

- enhances the Company's ability to return surplus capital in a cost effective manner;

- offers the Company the flexibility to commence or cease the buy back program at any time, in response to changes in share price or market conditions or other demands on the Company's cash reserves;
- all Shareholders are entitled to offer their Shares to be purchased by the Company;
- creates an extended period of liquidity for Shareholders to sell Shares back to the Company where that liquidity may not have been available to Shareholders;
- promotes a more efficient capital structure; and
- allows continuing Shareholders to control a larger proportion of Shares.

### 3.8 Disadvantages of the On-Market Buy Back

The key disadvantages of the On-Market Buy Back are as follows:

- reduces the cash reserves of the Company, possibly limiting future investment opportunities. However, the Company can commence or cease buying back Shares at any time, in response to changes in share price, market conditions or other demands on the Company's cash reserves; and
- if the Company buys back 20,000,000 Shares (being the number of Shares for which approval under Resolution 3 is sought), Mr John Scott Leaver's interest in the Company could increase from 43.14% as at 14 October 2020 to a maximum of 52.03% (if Mr Leaver does not participate in the 2020 On-Market Buy Back and does not otherwise dispose of any Shares). Given the maximum interest Mr Leaver may obtain if he does not participate in the 2020 On-Market Buy Back, the Board will take all relevant factors into account in determining the extent to which the 2020 On-Market Buy Back is implemented (if at all).

Participating in the On-Market Buy Back may have financial, taxation, or other ramifications for Securityholders depending upon each Securityholder's personal circumstances. The Board recommends that Securityholders obtain their own professional advice.

## 4 Resolution 4 – Removal of Auditor

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

On 7 October 2020, a notice of request to convene a meeting to consider a resolution to remove the Company's auditor, HLB Mann Judd NSW Partnership, was served on the Company pursuant to section 329(1A) of the Corporations Act (**Notice of Intention**). Since the Company has called this Meeting after the Notice of Intention was given to the Company, Resolution 4 may be passed at the Meeting even though the Meeting is held less than two months after the Notice of Intention was given.

The Company has provided a copy of the Notice of Intention to HLB Mann Judd NSW Partnership and to ASIC in accordance with the Corporations Act. A copy of the Notice of Intention is included in Schedule 1.

HLB Mann Judd NSW Partnership is entitled to make representations under section 329(3) of the Corporations Act within 7 days of receipt of the Notice of Intention in writing and to have those representations sent to members prior to the Meeting.

HLB Mann Judd NSW Partnership did not make any representations pursuant to section 329(3) of the Corporations Act prior to the date of this Notice.

## 5 Resolution 5 – Appointment of Auditor

Section 327D(2) of the Corporations Act provides that a company which has removed its auditor at a general meeting may pass a special resolution to appoint a new auditor at that same general

meeting, provided that a copy of the notice of nomination of the auditor has previously been sent to the proposed new auditor as well as to the current auditor and each person entitled to receive a notice of meeting.

Resolution 5 provides for the auditor vacancy to be filled if Resolution 4 is passed. If Resolution 4 is not passed then Resolution 5 shall be withdrawn.

A notice of the nomination of Pitcher Partners Sydney as the new auditor of the Company has been received by the Company and a copy has been sent to HLB Mann Judd NSW Partnership. A copy of the notice is set out in Schedule 1.

The Directors propose that Pitcher Partners Sydney be appointed as the Company's auditor effective from the date of the Meeting. Pitcher Partners Sydney has given written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act.

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

If Resolution 4 is passed and Resolution 5 is not passed, the Company will hold an adjourned meeting no less than 20 days and no greater than 30 days following this Meeting. At that meeting, Pitcher Partners Sydney can be appointed by an ordinary resolution provided that the Company receives a notice of nomination of Pitcher Partners Sydney from a member of the Company at least 14 days before the date of the adjourned meeting.

## Glossary

In this Notice of Meeting, unless the context or subject matter otherwise requires:

<b>10/12 Limit</b>	has the meaning given in section 3.2.
<b>2019 Buy Back</b>	has the meaning given in section 3.1.
<b>2020 On-Market Buy Back</b>	has the meaning given in section 3.1.
<b>Annual Report</b>	means the annual report for the Company for the financial period between 1 July 2019 and 30 June 2020.
<b>ASX</b>	means ASX Limited (ABN 98 008 624 691) or the financial market operated by it.
<b>Board</b>	means the board of Directors.
<b>Business Day</b>	has the meaning given to that term
<b>Chairperson</b>	means the chairperson of the Board.
<b>Company</b>	means CVC Limited ACN 002 700 361.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth) as amended or replaced from time to time.
<b>Director</b>	means a director of the Company.
<b>Key Management Personnel or KMP</b>	means 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) of the Company.
<b>Listing Rules</b>	means the official listing rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX, as amended or replaced from time to time, except to the extent of any express written waiver by ASX.
<b>Meeting</b>	means the general meeting of the Company to be held at the time and place specified in this Notice of Meeting.
<b>Notice</b>	means this document, comprising the notice of annual general meeting, the explanatory notes and all schedules.
<b>Notice of Intention</b>	means the notice received by the Company, a copy of which is included in Schedule 1.
<b>Proxy Form</b>	means the proxy form accompanying this Notice of Meeting.
<b>Register</b>	means the register of shareholders of the Company.
<b>Remuneration Report</b>	means the remuneration report of the Company for the financial period between 1 July 2019 and 30 June 2020 as set out on pages 7 to 10 of the Annual Report.
<b>Resolution</b>	means the resolutions proposed at the Meeting, as set out in the Notice of Meeting.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a holder of a Share.

**Schedule 1 – Notice of Intention**

7 October 2020

The Directors  
CVC Limited  
Suite 40.04, Level 40  
1 Farrer Place  
Sydney NSW 2000

Dear Directors

**Notice of Intention to Remove HLB Mann Judd NSW Partnership as Auditor and Nomination of Pitcher Partners Sydney**

I, John Scott Leaver, being a member of CVC Limited ACN 002 700 361 (**Company**), hereby give notice:

1. for the purposes of section 329(1A) of the *Corporations Act 2001* (Cth) (**Corporations Act**), that I intend to move a resolution that HLB Mann Judd NSW Partnership be removed as auditor of the Company; and
2. for the purposes of sections 327D and 328B of the Corporations Act, that I intend to move a resolution that Pitcher Partners Sydney be appointed as auditor of the Company.

I hereby request the Company convene a general meeting to be held to consider, and if thought fit, pass the following resolutions:

1. an ordinary resolution for the purposes of section 329(1) of the Corporations Act for the removal of HLB Mann Judd NSW Partnership as auditor of the Company; and
2. a special resolution for the purposes of section 327D of the Corporations Act to appoint Pitcher Partners Sydney as auditor of the Company.

**Signed by John Scott Leaver:**

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John Scott Leaver

**Lodge your vote**

**By Mail** Suite 40.04, Level 40, 1 Farrer Place, Sydney NSW 2000

**By Email:** [lmacklin@cvc.com.au](mailto:lmacklin@cvc.com.au)

For all enquiries phone +61 2 9087 8000 or email Louise Macklin [lmacklin@cvc.com.au](mailto:lmacklin@cvc.com.au)

**YOUR VOTE IS IMPORTANT**

For your vote to be effective it must be recorded **before 10:00 am (Sydney time) on Saturday, 21 November 2020.**

**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 **10:00 am (Sydney time) on Saturday, 21 November 2020.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Proxy forms may be lodged:**

**By Mail** Suite 40.04, Level 40, 1 Farrer Place, Sydney NSW 2000

**By Email:** [lmacklin@cvc.com.au](mailto:lmacklin@cvc.com.au)

For all enquiries phone +61 2 9087 8000 or email Louise Macklin [lmacklin@cvc.com.au](mailto:lmacklin@cvc.com.au)

**Attending the Meeting**

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



## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **CVC 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 **Suite 40.04, Level 40, 1 Farrer Place, Sydney NSW 2000 on Monday, 23 November 2020 at 10:00 am (Sydney 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 Agenda Item 2, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this resolution even though Agenda Item 2 is 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 Agenda Item 2). 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*
Agenda Item 2 Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 3 Election of Mr Alexander Rapajic-Leaver	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 4 Approval of on-market buy back	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 5 Removal of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 6 Appointment of Auditor	<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 / / 2020