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**RAPTIS GROUP LIMITED**

ABN 43 010 472 858

18 November 2020

Dear Sir/Madam

Level 16  
1 Market Street  
Sydney 2000

**Raptis Group Limited - Notice to Shareholders - Annual General Meeting**



PO Box 25  
Surfers Paradise  
Queensland 4217  
Australia  
Tel (07) 5531 8100  
Fax (07) 5570 3346

Thank you for your support of the company.

Attached to this letter is our notice of meeting for our Annual General Meeting to be held via videoconference on 22 December 2020 at 2.30pm. You will be able to join us from your device by accessing the web address below on that day at that time.

<https://bit.ly/32lBbzI>

If you are unable to attend you may wish to complete the proxy form which is attached together with instructions and explanations of the business of the meeting.

Yours faithfully  
Raptis Group Limited

James Raptis  
Chairman



# RAPTIS GROUP LIMITED

ACN 010 472 858

## Notice of Annual General Meeting

2.30pm on 22 December 2020

### ORDINARY BUSINESS

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

#### Resolution 1 – Remuneration Report

**That the Remuneration Report for the year ended 30 June 2020 be adopted**

#### Resolution 2 – Re-election of Helen Raptis as Director

**That Mrs Helen Raptis who retires by rotation in accordance with Rule 12.9 of the constitution and being eligible be re-elected as a Director of the Company.**

Please refer to the attached explanatory statement and proxy form for further details of the business of the meeting. If you would like to attend please visit <https://bit.ly/32IBbzl>. If requested enter the security code RPG2020.

Shareholder information is available at [raptisgroup.com.au](http://raptisgroup.com.au).

By order of the Board  
Dated 18 November 2020

Malcolm Cory  
Company Secretary



# RAPTIS GROUP LIMITED

ACN 010 472 858

## PROXY FORM FOR 22 December 2020 GENERAL MEETING

HOLDER NAME – LINE 1  
ADDRESS LINE 2  
ADDRESS LINE 3  
ADDRESS LINE 4  
ADDRESS LINE 5  
ADDRESS LINE 6

NUMBER

HIN/SRN

I/We being a member of Raptis Group Ltd and entitled to attend and vote hereby appoint

A. The Chairman of the Meeting (Mark Box)

☐

or

If you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held on 22 December 2020 at 2.30pm and at any adjournment of that Meeting. Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the Company.

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

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy (except where I/we have indicated a different voting intention below) even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chairman.

**The Chairman of the Meeting intends to vote undirected proxies in favour of all Resolutions.**

B. To direct your proxy how to vote on any resolution please insert X in the appropriate box below.

### RESOLUTIONS

For Against Abstain\*

To consider and if thought fit pass the following resolutions as ordinary resolutions.

1. That the remuneration report be adopted

☐☐☐

2. That Helen Raptis be re-elected as Director

☐☐☐

\* 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.

### C. SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Security holder 1  
(Individual)

Sole Director and  
Sole Company Secretary

Joint Security holder 2  
(Individual)

Director/ Company Secretary  
(delete one)

Joint Security holder 3  
(Individual)

Director

**SEE OVERLEAF FOR NOTES ON HOW TO COMPLETE THIS FORM**

## **How to Complete this Proxy Form**

### **1. Your Name and Address**

The name and address on the back of the Proxy Form is as it appears on the Company's share register. If this information is incorrect, please make the correction on the front of 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.

### **2. Appointment of a Proxy**

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in section A. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of the person in Section A. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a Shareholder of the Company. A proxy may be an individual or a body corporate.

### **3. Votes on Resolutions**

You should direct your proxy how to vote by placing a mark in one of the boxes opposite each resolution. 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 resolution 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 resolutions, your proxy may vote as he chooses. If you mark more than one box on an item your vote on that resolution will be invalid.

### **4. Appointment of 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 or you may copy this form.

To appoint a second proxy you must:

- (a) On each of the first Proxy Form and the second Proxy Form state that 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, your proxy appointments will be invalid. Fractions of votes will be disregarded.
- (b) Return both forms together

### **5. 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 security holder may sign.   |
| Power of Attorney: | To sign under Power of Attorney, you must have already lodged 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. |

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company.

### **Lodgement of a Proxy**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below by 2.30pm on 18 December 2020 being not later than 48 business hours before commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

**Proxy Forms may be lodged by depositing, delivery or facsimile or email to the Raptis Group Ltd share registry as follows:**

NextRegistries  
PO Box H195  
Australia Square NSW 1215  
Facsimile: 02 9251 1275  
mail@nextregistries.com.au

# **Explanatory Statement**

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting ("Notice") of Raptis Group Limited ("the Company") to be held at 2.30pm on 22 December 2020.

## **PRESENTATION OF AUDITED FINANCIAL STATEMENTS**

The Audited Financial Statements for the year ended 30 June 2020 form part of the Annual Report that will be presented to the meeting for review and discussion. The Company's auditor will also be present to answer appropriate questions. Consideration of the Audited Financial Statements does not require a resolution.

## **RESOLUTION 1 – REMUNERATION REPORT**

The Annual Report contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for Directors and Executives.

A resolution for adoption of the remuneration report is required to be considered and voted on in accordance with the Corporations Act. The Corporations Act sets out that this vote is advisory only and does not bind the Directors or the Company. Shareholders will be given reasonable opportunity to ask questions or comment on the Remuneration Report.

The Corporations Act provides that if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGM's, Shareholders will be required to vote at the second of those AGMs on a resolution (a "spill" resolution) that another meeting be held within 90 days at which all the directors (other than the Managing Director) who were in office at the date of the approval of the applicable Directors' Report must stand for re-election.

It is noted however that, no remuneration was paid to Directors or Executives in the period.

## **Directors remuneration**

Directors have agreed to work for the period to 31 December 2021 at no remuneration. No remuneration has been paid to key management personnel or Directors during the year. Entities associated with Mr James Raptis have provided during the year administration and development personnel at no cost to the company. This arrangement is to continue to 31 December 2021.

## **Voting Exclusion Statement**

The Company will disregard any votes cast by any Director and other key management personnel of the Company and their closely related parties. However, the Company need not disregard a vote if:

It is cast by a person (including the person chairing the meeting) as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or It is cast by a person chairing the meeting as proxy for a person who is entitled to vote, where the proxy form does not specify the way the proxy is to vote on that resolution but expressly authorises the person chairing the meeting to exercise the proxy even if that resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company. The person chairing the meeting intends to vote all available proxies in favour of the resolution.

For the purposes of this voting exclusion, “key management personnel” are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly. The Company Remuneration Report for the financial year ended 30 June 2020 identifies the Company’s key management personnel for the financial year. Their “closely related parties” are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

## **Resolution 2 – Re-election of Helen Raptis**

Rule 12.9 of the Company’s Constitution requires that one third of the Directors retire at each annual general meeting and may stand for re-election by Shareholders. Accordingly, Mrs Helen Raptis retires at the meeting and being eligible, offers herself for re-election as a Director.

Mrs Helen Raptis (age 63)

Helen has worked with Raptis Group since 2002 she is a qualified teacher and her experience includes property investment, marketing, and event management. She was appointed to the Board on 19 June 2009.

## **GLOSSARY**

**AGM or Annual General Meeting** means the meeting convened by the Notice of Meeting.

**Company** means Raptis Group Limited ACN 010 472 858.

**Corporations Act** means the Corporations Act 2001 (Commonwealth).

**Directors** mean the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice of Meeting.

**Notice of Meeting** means the notice of meeting including the explanatory statement.

**Remuneration Report** means the report on remuneration of Key Management Personnel contained within the Directors' Reports for the year ended 30 June 2018.

**Resolution** means a resolution set out in the Notice of Meeting.

**Shareholder** means the holder of a Share.

**Meeting electronic login** means <https://bit.ly/32IBbzI>

**Security Code** means RPG2020



RAPTIS GROUP LIMITED  
ACN 010 472 858

Level 16, 1 Market Street  
SYDNEY NSW 2000  
PO Box H195  
AUSTRALIA SQUARE NSW 1215  
P: +61 2 9276 1700  
F: +61 2 9251 7138  
E: mail@nextregistries.com.au

## Shareholder Email option and Contact Update Form - November 2020

*To assist us in accurately maintaining the share register, please complete any missing information and notify any corrections to this information on the right hand side:*

### Registered name and address:

NA1  
NA2  
NA3  
NA4  
NA5  
NA6

Holder number: |\*\*\*\*\*XXX

Email address:

If you complete your email address here, and mark this box ☐ the company will, under Section 249J(3A) of the Corporations Act 2001, take this email address to be your "nominated (means of) notification" for delivery of notices in the future.

Mobile Phone:

### Delivery of Annual Reports

By default, you will be notified each year when a copy of the company's annual report is available to be downloaded from the company's website by email to the email address provided above.

If you would prefer to receive a printed copy of the annual report by mail, please tick this box.

☐

### PLEASE UPDATE MY RECORDS WITH THE SHARE REGISTRY AS ABOVE

### Signature(s) of Shareholder(s)-This MUST be completed

Joint Holders-each must sign. Power of Attorney must have been previously provided to the Share Registry or must accompany this authority. Companies-must sign in accordance with the Constitution.

Shareholder 1 (individual)

Joint Shareholder 2 (individual)

Joint Shareholder 3 (individual)

Director

Director/ Company Secretary\*

Date: \_\_\_\_\_

\*delete one

## **Instructions on completing the Shareholder Update Form**

The details provided herein shall supersede all previous details kept at the share registry. In the event that some of the above details have not been provided, the old details (if any) shall continue to be retained in the share registry.

### **Signature(s)**

All holders of joint shareholding are required to sign. Companies must sign in accordance with their constitution. Each signatory must have their position of office clearly stated.

### **Privacy Act**

Chapter 2C of the Corporations Act 2001 requires information about shareholders to be included in the public register of the Company in which you hold shares. Information is collected to administer your shareholding and if some of the information provided is incomplete or missing, then it may not be possible to administer your shareholding appropriately.

**On completion, please forward this form to Raptis Group Limited Share Registry:**

Next Registries  
PO Box H195  
AUSTRALIA SQUARE NSW 1215

**Telephone:** +61 2 9276 1700

**Facsimile:** +61 2 9251 7138

**Email:** [mail@nextregistries.com.au](mailto:mail@nextregistries.com.au)