



17 October 2022

The Manager
Company Announcements
ASX Limited
By Electronic Lodgement

Scheme Meeting

PTB Group Limited ACN 098 390 991 (**PTB**) is pleased to announce that on Monday, 10 October 2022 the Supreme Court of New South Wales (**Court**) ordered that a meeting of the holders of fully paid ordinary shares in PTB (**PTB Shareholders**) (**Scheme Meeting**) be convened to consider and vote on the proposed acquisition of PTB by PAG/PTB BidCo Pty Ltd (**PAG BidCo**), a wholly owned subsidiary of PAG Holding Corp., (**PAG**) by way of a scheme of arrangement (**Scheme**). The Scheme Meeting will be held:

Date: Wednesday, 16 November 2022

Time: 2:00pm (AEST)

Venue: Morgans Financial Limited, Level 29, Riverside Centre, 123 Eagle Street,
Brisbane QLD 4000 and online via online platform at

<https://meetings.linkgroup.com/PTBSM22>,

Scheme Booklet

On 10 October 2022, the Court also issued orders approving the despatch of the explanatory statement (the **Scheme Booklet**) in relation to the Scheme and the Australian Securities and Investments Commission (**ASIC**) has registered the Scheme Booklet.

You can access the Scheme Booklet from the ASX website at www.asx.com.au and on PTB's website at <https://pacificturbine.com.au/pages/investors>. The Scheme Booklet contains important information for your consideration about the Scheme and includes the Notice of Scheme Meeting.

Defined terms in this email have the meaning given to them in the Scheme Booklet unless otherwise indicated.

Independent Expert's Report

The Scheme Booklet includes an independent expert's report from BDO Corporate Finance Ltd (**Independent Expert**) which concludes that the Scheme is fair and reasonable and in the best interests of PTB Shareholders, in the absence of a Superior Proposal.

Directors' recommendation

The directors of PTB unanimously recommend that PTB Shareholders vote in favour of the Scheme in the absence of a Superior Proposal, and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of PTB Shareholders. Subject to those same qualifications, each director of PTB intends to vote all the PTB Shares held or controlled by them in favour of the Scheme.

Actions for Shareholders






1. Carefully read the Scheme Booklet

The Scheme Booklet contains information that is material to your decision whether or not to approve the Scheme by voting in favour of the Scheme Resolution. Accordingly, you should read the Scheme Booklet in its entirety, including the Independent Expert's Report, before making a decision on how to vote on the Scheme Resolution.

2. Vote on the Scheme Resolution

The terms of the Scheme Resolution to be considered at the Scheme Meeting are contained in the Notice of Scheme Meeting in Annexure D of the Scheme Booklet. Further details on how to vote are set out in Section 1.3 of the Scheme Booklet.

Should you wish to lodge your proxy, you can do so as follows:

LODGE YOUR VOTE	
	ONLINE https://investorcentre.linkgroup.com
	BY MAIL PTB Group Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
	BY FAX +61 2 9287 0309
	BY HAND Link Market Services Limited Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150
	ALL ENQUIRIES TO Telephone: 1300 554 474 Overseas: +61 1300 554 474



You must lodge your proxy by no later than 2.00pm (AEST) on Monday, 14 November 2022 (or, if the Scheme Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Scheme Meeting in relation to the resumed part of the meeting).

If you have any problems lodging your proxy, please contact our share registry, Link Market Services, on 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia), or email registrars@linkmarketservices.com.au.

This announcement has been authorised for release by the Board of Directors of PTB Group.

For further information contact:

Andrew Kazakoff
Corporate Development,
PTB Group Limited
P: +61 7 3637 7022
E: akazakoff@pacificturbine.com.au

Daniel Zgrajewski
Chief Financial Officer,
PTB Group Limited
P: +61 7 3637 7024
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About PTB Group

PTB Group is an ASX listed aviation company which provides the following services globally:

- *Maintenance, repair and overhaul ("MRO") services for turbo prop aircraft engines*
- *Aircraft and engine leasing*
- *Aircraft and engine spare parts*

PTB Group's workshops in Australia (Pacific Turbine Brisbane) and USA (Prime Turbines) maintain a range of smaller turbo prop engines including the Pratt and Whitney PT6 and the Honeywell 331 engines that are used on narrow bodied planes of less than 25 seat capacity.

PTB Group maintains a diverse customer base throughout the world including Australia, North and South America, Asia and the Pacific Islands.

Notice of Scheme Meeting

PTB Group Limited ACN 098 390 991 (**PTB**) hereby gives notice that by an order of the Supreme Court of New South Wales (**Court**) made on Monday, 10 October 2022 pursuant to section 411(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**), a meeting of the holders of fully paid ordinary shares in PTB (**PTB Shareholders**) will be held:

Date: Wednesday, 16 November 2022

Time: 2.00pm (AEST)

Venue: Morgans Financial Limited, Level 29, Riverside Centre, 123 Eagle Street, Brisbane QLD 4000 and online via online platform at <https://meetings.linkgroup.com/PTBSM22>,

(Scheme Meeting).

Further information on how to participate and vote in the Scheme Meeting is set out in sections 6, 7 and 9 of the explanatory notes that accompany and form part of this notice.

Purpose of the Scheme Meeting

The purpose of the Scheme Meeting is to consider and, if thought fit, to approve a scheme of arrangement (with or without any modifications, alterations or conditions as approved by the Court to which PTB and PAG agree in writing) proposed to be made between PTB and PTB Shareholders.

A copy of the Scheme and a copy of the explanatory statement required by section 412 of the Corporations Act in relation to the Scheme are contained in the Scheme Booklet, of which this notice forms part. Additional information about the Scheme Meeting is set out in the explanatory notes that accompany and form part of this notice. Capitalised terms used but not defined in this notice have the defined meanings set out in section 10.1 of the Scheme Booklet, unless the context otherwise requires.

Scheme Resolution

The Scheme Meeting will be asked to consider and, if thought fit, pass the following resolution (**Scheme Resolution**):

'That, pursuant to and in accordance with section 411 of the Corporations Act, the Scheme (the terms of which are contained in and more particularly described in the Scheme Booklet of which this Notice of Scheme Meeting forms part), is approved (with or without modifications, alterations or conditions as approved by the Court to which PTB and PAG agree in writing) and the PTB Board is authorised, subject to the terms of the Scheme Implementation Deed, to (a) agree to any such modifications, alterations or conditions, and (b) subject to approval of the Scheme by the Court, implement the Scheme with any such modifications, alterations or conditions.'

Chairperson

The Court has directed that Craig Baker is to act as Chair of the meeting and that if Mr Baker is unable or unwilling to act, Andrew Kemp is to act as Chair of the Meetings and has directed the Chair to report the result of the Scheme Resolution to the Court.

Dated 11 October 2022

By order of the Court and the PTB Board.

A handwritten signature in black ink, appearing to read 'D. Zgrajewski'.

Daniel Zgrajewski
Company Secretary
PTB Group Limited

Explanatory notes for the Scheme Meeting

1. General

These explanatory notes relate to the Scheme and should be read in conjunction with the Scheme Booklet dated 14 October 2022 and the Notice of Scheme Meeting. These explanatory notes and the Scheme Booklet form part of the Notice of Scheme Meeting. The Scheme Booklet contains important information to assist you in determining how to vote on the Scheme Resolution. A copy of the Scheme is set out in Attachment 2 of the Scheme Booklet. Capitalised terms used but not defined in the Notice of Scheme Meeting have the defined meanings set out in section 10.1 of the Scheme Booklet unless the context otherwise requires

2. Meeting Format

The Scheme Meeting will be held as a hybrid meeting. This means that PTB Shareholders and their authorised proxies, attorneys and corporate representatives will be able to attend the Scheme Meeting in person at Morgans Financial Limited, Level 29, Riverside Centre, 123 Eagle Street, Brisbane QLD 4000 or participate in the Scheme Meeting online at <https://meetings.linkgroup.com/PTBSM22>.

Due to the public health risks and potential for restrictions on public gatherings imposed from time to time in response to COVID-19, we strongly encourage you to participate in the Scheme Meeting virtually via the online platform. PTB Shareholders who participate in the Scheme Meeting via the online platform will be able to watch the Scheme Meeting live, cast an online vote on real time and ask questions online.

In the lead up to the Scheme Meeting, PTB will be closely monitoring the changing COVID-19 situation and associated health restrictions. If it becomes necessary or appropriate to make alternative arrangements for the holding of the Scheme Meeting, we will release further information on the ASX and on PTB's website at <https://pacificturbine.com.au/pages/investors>.

Further details on how to participate in the Scheme Meeting via the online platform are set out in section 6 below.

PTB Shareholders who are unable to, or do not wish to, participate in the Scheme Meeting, or will not have access to a device or the internet, are encouraged to submit a directed proxy vote as early as possible and in any event by 2.00pm (AEST) on Monday, 14 November 2022 following the instructions below. Even if you plan to attend the Scheme Meeting, we encourage you to submit a directed proxy vote so that your vote will be counted if for any reason you cannot join the Scheme Meeting (for example, if there is an issue with your internet connection on the day of the Scheme Meeting).

An archived recording of the webcast will also be available to PTB Shareholders after the Scheme Meeting at <https://pacificturbine.com.au/pages/investors>.

3. Required Voting Majorities

For the proposed Scheme to be binding in accordance with section 411 of the Corporations Act, the Scheme Resolution must be agreed to by:

- unless the Court orders otherwise, a majority in number of PTB Shareholders present and voting (either in person, online or by proxy, attorney or, in the case of corporate PTB Shareholders, body corporate representative) at the Scheme Meeting; and
- at least 75% of the votes cast on the Scheme Resolution at the Scheme Meeting by PTB Shareholders present and voting (either in person, online or by proxy, attorney or, in the case of corporate PTB Shareholders, body corporate representative).

4. Court approval

In accordance with section 411(4)(b) of the Corporations Act, the Scheme (with or without amendment or any alteration or condition required by the Court) must be approved by an order of the Court and an office copy of the orders of the Court approving the Scheme must be lodged with ASIC. If the Scheme Resolution put to the Scheme Meeting is passed by the Requisite Majorities and the other conditions to the Scheme (other than approval by the Court) are satisfied or (where applicable) waived in accordance with the Scheme Implementation Deed, PTB intends to apply to the Court on Tuesday, 29 November 2022 for the necessary orders to give effect to the Scheme.

5. Eligibility to vote

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the PTB Board has determined that the time for determining eligibility to vote at the Scheme Meeting is 7.00pm (AEDT) on Monday, 14 November 2022. Only those PTB Shareholders entered on the PTB Share Register at that time will be entitled to participate in and vote at the Scheme Meeting, in person, online, by proxy or attorney, or in the case of a corporate PTB Shareholder, by a body corporate representative. Share transfers registered after that time will be disregarded in determining voting entitlements at the Scheme Meeting. The remaining comments in these explanatory notes are addressed to PTB Shareholders entitled to participate in and vote at the Scheme Meeting.

6. Participation in the Scheme Meeting

6.1 Participating via the online platform

PTB Shareholders and their authorised proxies, attorneys and corporate representatives can participate in and vote at the Scheme Meeting via the online platform at <https://meetings.linkgroup.com/PTBSM22>. The online platform may be accessed via a computer or mobile or tablet device with internet access.

The online platform will allow PTB Shareholders and their authorised proxies, attorneys and corporate representatives to watch the Scheme Meeting live, cast an online vote and ask questions online.

To participate and vote online, PTB Shareholders will need their Security Reference Number (**SRN**) or Holder Identification Number (**HIN**) and their postcode or country of residence (if outside Australia). Proxyholders should obtain their proxy code by calling the PTB Share Registry on 1300 554 474 (or from outside Australia, +61 1300 554 474) between 8:30am and 5:30pm (AEST), Monday to Friday excluding public holidays.

Participants will be able to log in to the online platform 30 minutes before the start of the Scheme Meeting. It is recommended that Participants log in at least 15 minutes before the scheduled start time for the Scheme Meeting.

Please monitor PTB's website and ASX announcements, where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the Scheme Meeting.

6.2 Participating in person

For PTB Shareholders who attend the Scheme Meeting in person, PTB will be observing social distancing and any other government requirements that apply at the time. Attendance at the Scheme Meeting in person is subject to any COVID-19 restrictions that may be applicable on the day.

All persons attending are asked to arrive at least 30 minutes prior to the time the Scheme Meeting commences, so that either their shareholding can be checked against the PTB Share Register, or any power of attorney or certificate of appointment of corporate representative verified, and their attendance noted. In the lead up to the Scheme Meeting, PTB will be closely monitoring the COVID-19 situation. If it becomes

necessary or appropriate to make alternative or supplementary arrangements to hold the Scheme Meeting to those set out in this notice, PTB Shareholders will be given as much notice as possible. Information relating to alternate arrangements will be communicated to shareholders by way of an announcement to the ASX and published on PTB's website at <https://pacificturbine.com.au/pages/investors>.

7. How to vote

The Chair of the meeting intends to put the Scheme Resolution set out in the agenda to a poll at the Scheme Meeting. Voting results will be announced on the ASX as soon as practicable after the Scheme Meeting. The Chair considers voting by poll to be in the interests of the shareholders as a whole and is a way to ensure the views of as many shareholders as possible are represented at the Scheme Meeting.

If you are a PTB Shareholder entitled to vote at the Scheme Meeting, you may vote:

- **by attending the Scheme Meeting in person;**
- **by attending the Scheme Meeting via the online platform**, by participating and voting via the online platform during the Scheme Meeting at <https://meetings.linkgroup.com/PTBSM22>;
- **by proxy**, by completing and submitting the Proxy Form in accordance with the instructions on that form. To be valid, your proxy appointment must be received by the PTB Share Registry by 2.00pm (AEST) on Monday, 14 November 2022;
- **by attorney**, by appointing an attorney to participate in and vote at the Scheme Meeting on your behalf and providing a duly executed power of attorney to the PTB Share Registry by 2.00pm (AEST) on Monday, 14 November 2022; or
- **by corporate representative**, in the case of a body corporate, appointing a body corporate representative to participate in and vote at the Scheme Meeting on your behalf, and providing a duly executed "Appointment of Corporate Representative" form (in accordance with sections 250D of the Corporations Act) prior to the Scheme Meeting in accordance with section 9.5 below.

8. Jointly held securities

If you hold PTB Shares jointly with one or more other persons, only one of you may vote. If more than one of you attempts to vote at the meeting, only the vote of the holder whose name appears first on the PTB Share Register will be counted.

See also the comments in section 9.3 below regarding the appointment of a proxy by persons who jointly hold PTB Shares.

9. Voting

9.1 Voting online during the Scheme Meeting

To vote online, you must participate in the Scheme Meeting via the online platform at <https://meetings.linkgroup.com/PTBSM22>.

Online voting will be open between the start of the Scheme Meeting and the closing of voting as announced by the Chair during the Scheme Meeting.

If you intend to use the online platform, then before the Scheme Meeting we recommend that you ensure the online platform works on your device.

9.2 Voting in person during the Scheme Meeting

PTB Shareholders and their authorised proxies, attorneys and corporate representatives who are attending the Scheme Meeting in person may vote using the paper voting card provided at the Scheme Meeting.

9.3 Voting by proxy

If you are unable to participate and vote at the Scheme Meeting, you may appoint an individual or a body corporate as a proxy to attend the Scheme Meeting in person or online and vote.

A PTB Shareholder entitled to participate in and vote at the Scheme Meeting may appoint a person to participate in and vote at the Scheme Meeting as their proxy at any time between the date of this notice and 2.00pm (AEST) on Monday, 14 November 2022. To do so, they should either mark the box under 'Appoint a Proxy' in Step 1 of the Proxy Form to appoint the Chair of the Scheme Meeting as their proxy, or insert the name and email address of their chosen proxy in the space provided. Please refer to section 9.6 of this Notice of Scheme Meeting below for further details in relation to how to submit a Proxy Form.

The following applies to proxy appointments:

- a proxy need not be another PTB Shareholder, and may be an individual or a body corporate;
- if a body corporate is appointed as a proxy, it must ensure that it appoints an individual as its corporate representative (in accordance with sections 250D of the Corporations Act) to exercise its powers as proxy at the Scheme Meeting in accordance with section 9.6 below;
- a PTB Shareholder who is entitled to cast two or more votes at the Scheme Meeting may appoint up to two proxies and may specify the proportion or number of votes each proxy may exercise. If you wish to appoint a second proxy, a second hard copy Proxy Form should be used and you should clearly indicate on the second Proxy Form that it is a second proxy and not a revocation of your first proxy. Both Proxy Forms should be returned together in the same envelope. If you wish to appoint two proxies using hard copy Proxy Forms, you will need to obtain a second Proxy Form. You may obtain an additional Proxy Form from the PTB Share Registry. Where two proxies are appointed, each proxy should be appointed to represent a specified proportion of the PTB Shareholder's voting rights. If a PTB Shareholder appoints two proxies and the appointment does not specify the proportion or number of the PTB Shareholder's votes, each proxy may only exercise half of that PTB Shareholder's votes;
- if you hold PTB Shares jointly with one or more other persons, in order for your proxy appointment to be valid, each of the joint holders must sign the Proxy Form; and
- each proxy will have the right to vote on the poll and also to ask questions at the meeting.

If you have appointed a proxy and participate in and vote at the Scheme Meeting, the authority of your proxy to participate and vote, on your behalf, is automatically suspended. However, if you view the live webcast of the Scheme Meeting as a 'visitor' or attend the Scheme Meeting in person as a 'visitor', you will not revoke your proxy appointment.

A vote given in accordance with the terms of a proxy appointment is valid despite the revocation of that appointment, unless notice in writing of the revocation has been received by the PTB Share Registry before the start of the Scheme Meeting (or, if the Scheme Meeting is adjourned or postponed, before the resumption of the Scheme Meeting in relation to the resumed part of the Scheme Meeting) in any of the ways in section 9.6 below.

You should consider how you wish your proxy to vote. That is, whether you want your proxy to vote 'for' or 'against', or abstain from voting on, the Scheme Resolution, or whether to leave the decision to the proxy after they have considered the matters discussed at the Scheme Meeting.

If you do not direct your proxy how to vote on the Scheme Resolution, the proxy may vote, or abstain from voting, as they think fit. If you instruct your proxy to abstain from voting on an item of business, they are directed not to vote on your behalf, and the shares the subject of the proxy appointment will not be counted in computing the required majority.

If you return your Proxy Form:

- without identifying a proxy on it, you will be taken to have appointed the Chair of the Scheme Meeting as your proxy to vote on your behalf; or
- with a proxy identified on it but your proxy does not participate in the Scheme Meeting, the Chair of the Scheme Meeting will act in place of your nominated proxy and vote in accordance with any directions on your Proxy Form.

The Chair of the Scheme Meeting intends to vote all available undirected proxies in favour of the Scheme Resolution, in the absence of a Superior Proposal and subject to the Independent Expert concluding (and continuing to conclude) that the Scheme is in the best interests of PTB Shareholders.

9.4 Voting by attorney

You may appoint an attorney to participate in and vote at the meeting on your behalf. Your attorney need not be another PTB Shareholder. Each attorney will have the right to vote on the poll and also to ask questions at the Scheme Meeting.

The power of attorney appointing your attorney to participate in and vote at the Scheme Meeting must be duly executed by you and specify your name, the company (that is, PTB Group Limited), and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

The power of attorney, or a certified copy of the power of attorney, should be received by the PTB Share Registry before 2.00pm (AEST) on Monday, 14 November 2022 (or, if the Scheme Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Scheme Meeting in relation to the resumed part of the meeting) in any of the ways specified for Proxy Forms in section 9.6 below.

A validly appointed attorney wishing to participate in and vote at the Scheme Meeting via the online platform will require the appointing PTB Shareholder's name and postcode and the SRN/HIN of the shareholding in order to access the online platform. A validly appointed attorney wishing to participate in and vote at the Scheme Meeting in person will need to register their attendance and identify themselves as an attorney on the day of the Scheme Meeting in person at the registration desk at Morgans Financial Limited, Level 29, Riverside Centre, 123 Eagle Street, Brisbane QLD 4000.

9.5 Voting by corporate representative

A body corporate that is a PTB Shareholder, or that has been appointed as a proxy, must appoint an individual to act as its representative at the Scheme Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The 'Appointment of Corporate Representative' form may be downloaded from PTB's share registry or online at <http://investorcentre.linkgroup.com>. The form of appointment may set out restrictions on the representative's powers.

The form of appointment must be received by the PTB Share Registry prior to the Scheme Meeting. PTB Shareholders may submit the certificate in any of the ways specified for Proxy Forms in section 9.6 of this

Notice of Scheme Meeting, except that a form of appointment of corporate representative cannot be lodged online or by mobile device.

If a form of appointment is completed by an individual or corporation under power of attorney or other authority, the power of attorney or other authority, or a certified copy of the power of attorney or other authority, must accompany the completed certificate unless the power of attorney or other authority has previously been received by the PTB Registry.

A validly appointed corporate representative wishing to participate in and vote at the Scheme Meeting via the online platform will require the appointing PTB Shareholder's name, the SRN/HIN of the shareholding, proxy code and postcode or country of residence (if outside Australia) in order to access the online platform. A validly appointed corporate representative wishing to participate in and vote at the Scheme Meeting in person must bring a "Certificate of Appointment of Corporate Representative". A form of the certificate may be obtained from the PTB's share registry or online at <http://investorcentre.linkgroup.com>.

9.6 How to submit a Proxy Form

To appoint a proxy, you should complete and submit the Proxy Form in accordance with the instructions on that form. To be effective, proxy appointments must be received by way of completed Proxy Forms by the PTB Share Registry by 2.00pm (AEST) on Monday, 14 November 2022 (or, if the meeting is adjourned or postponed, no later than 48 hours before the resumption of the meeting in relation to the resumed part of the meeting) in any of the following ways:

(a) online: at <http://investorcentre.linkgroup.com> and follow the prompts

(b) by mobile device:

If you have a smart phone, you can now lodge your proxy appointment via <http://investorcentre.linkgroup.com> or by scanning the QR code on the Proxy Form. To scan the QR code, you will need a QR code reader application which can be downloaded for free on your mobile device.

(c) by mailing the Proxy Form to the PTB Share Registry at:

Link Market Services
Locked Bag A14
Sydney South NSW 1235

(d) mailing the Proxy Form to PTB's registered office at:

PTB Group Limited
22 Orient Avenue
Pinkenba QLD 4008

(e) by fax to the PTB Share Registry on:

+61 2 9287 0309

Proxy Forms received after 2.00pm (AEST) on Monday, 14 November 2022 (or, if the Scheme Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Scheme Meeting in relation to the resumed part of the meeting) will be invalid.

If a Proxy Form is completed by an individual or corporation under power of attorney or other authority, the power of attorney or other authority, or a certified copy of the power of attorney or other authority, must accompany the completed Proxy Form unless the power of attorney or other authority has previously been received by the PTB Share Registry.

10. Questions

PTB Shareholders will have a reasonable opportunity to ask questions during the Scheme Meeting.

PTB Shareholders who prefer to register questions in advance of the Scheme Meeting are also invited to do so by submitting questions online at <http://investorcentre.linkgroup.com>.

PTB Shareholders are requested to restrict themselves to two questions or comments initially, and further questions will be considered if time permits. Questions and comments may be moderated to avoid repetition and to make them more concise.

The Chair of the Scheme Meeting will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the Scheme Meeting. However, there may not be sufficient time available during the Scheme Meeting to address all of the questions raised. Please note that individual responses will not be sent to PTB Shareholders.

11. Technical difficulties

Technical difficulties may arise during the course of the Scheme Meeting. The Chair has discretion as to whether and how the Scheme Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of PTB Shareholders impacted and the extent to which participation in the business of the meeting is affected. Where the Chair considers it appropriate, the Chair may continue to hold the Scheme Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, PTB Shareholders are encouraged to lodge a directed proxy in advance of the Scheme Meeting even if they plan to attend the Scheme Meeting online by 2.00pm (AEST) on Monday, 14 November 2022.

12. Advertisement

Where this Notice of Scheme Meeting is advertised unaccompanied by the remainder of the Scheme Booklet, a copy of the full Scheme Booklet can be obtained by anyone entitled to attend the Scheme Meeting from the ASX website at www.asx.com.au and on PTB's website at <https://pacificturbine.com.au/pages/investors> or by calling the Shareholder Information Line on 1800 236 994 (or from outside Australia, +61 1800 236 994).



PTB GROUP LIMITED

ACN 098 390 991

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

PTB Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of PTB Group Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Scheme Meeting of the Company to be held at **2:00pm (Brisbane time) on Wednesday, 16 November 2022** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid meeting and you can participate by logging in online at <https://meetings.linkgroup.com/PTBSM22> or in person at **Morgans Financial Limited, Level 29, Riverside Centre, 123 Eagle Street, Brisbane QLD 4000** (refer to details in the Virtual Meeting Online Guide).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective, it must be received by **2.00pm (Brisbane time) on Monday, 14 November 2022**.

VOTING DIRECTIONS

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

Please read the voting instructions overleaf before marking any boxes with an ☒.

Scheme Resolution

For Against Abstain*

- 1 That, pursuant to and in accordance with section 411 of the Corporations Act, the Scheme (the terms of which are contained in and more particularly described in the Scheme Booklet of which this Notice of Scheme Meeting forms part), is approved (with or without modifications, alterations or conditions as approved by the Court to which PTB and PAG agree in writing) and the PTB Board is authorised, subject to the terms of the Scheme Implementation Deed, to (a) agree to any such modifications, alterations or conditions, and (b) subject to approval of the Scheme by the Court, implement the Scheme with any such modifications, alterations or conditions.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

PTB PRX2201N

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (Brisbane time) on Monday, 14 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

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



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



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



BY MAIL

PTB Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE SCHEME MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**