



**ASX ANNOUNCEMENT**

**FOR IMMEDIATE RELEASE TO THE MARKET**

**PPK Group Limited – ASX Code: PPK**

**Wednesday 19 October 2022**

**NOTICE OF ANNUAL GENERAL MEETING AND PROXY FORM**

PPK Group Limited (ASX Code: PPK) is pleased to provide its Notice of Annual General Meeting which is to be held on Wednesday 23 November 2022.

This announcement has been made and authorised by the PPK Group Board.

**Robin Levison**

Chairman of PPK Group Limited

On 07 3054 4500

**PPK GROUP LIMITED**

ABN: 65 003 964 181

Level 27, 10 Eagle St, Brisbane QLD 4000

GPO Box 754, Brisbane Qld 4001

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PPK Group Limited  
ACN 003 964 181

## Notice of Annual General Meeting and Explanatory Statement

### 2022 Annual Report:

<https://www.ppkgroup.com.au/site/investor-center/annual-reports>

**THIS IS AN IMPORTANT DOCUMENT  
AND REQUIRES YOUR ATTENTION**

This Notice of Meeting and the accompanying Explanatory Statement should be read in their entirety.

If, as a Shareholder, you are in doubt as to the course you should follow, please consult your financial or professional adviser prior to voting.

## NOTICE OF ANNUAL GENERAL MEETING

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NOTICE is given that the annual general meeting (**AGM**) of PPK Group Limited (the **Company**) will be held at 11:00 am (Brisbane time) on **Wednesday 23 November 2022** as a hybrid meeting. The physical component of the AGM will be held at:

The Brisbane Club  
241 Adelaide Street  
Brisbane, QLD 4000

### IMPORTANT INFORMATION ABOUT THE ANNUAL GENERAL MEETING

Given the ongoing uncertainty due to the COVID-19 pandemic and the possibility that attendance at a physical meeting may be restricted or limited, the AGM will be conducted as a hybrid meeting, accessible both in person and through an online meeting platform powered by Computershare. Shareholders will be able to watch, listen and vote online at the virtual meeting.

Shareholders are also encouraged to submit questions to the Company in advance of the meeting. Questions must relate to the resolutions to be considered at the meeting and must be submitted by email to the Company Secretary at [co.sec@ppkgroup.com.au](mailto:co.sec@ppkgroup.com.au). All questions for the Company (other than those for the Auditor, discussed further below) must be received no later than 5pm (Brisbane time) on **Friday 18 November 2022**.

The Chairman will endeavour to present answers to these questions at the meeting. In the alternative, the Company Secretary will respond directly to your questions by email.

Details on how the virtual meeting can be accessed are set out in the online meeting guide accessible at [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide).

The Meeting ID is: <https://meetnow.global/MZQC4UA>

### POSTPONEMENT / ADJOURNMENT / FUTURE ALTERNATIVE ARRANGEMENTS

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether, and how, the AGM should proceed in the event that this happens. In exercising his discretion, the Chairman will have regard to the number of Shareholders impacted and the extent to which participation in the business of the AGM is affected.

Where he considers it appropriate, the Chairman may continue to hold the AGM and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy by no later than 48 hours prior to the AGM, even if they plan to attend online.

In the event of the need to postpone or adjourn the AGM, the Company will provide an update on the ASX platform and via its website at [www.ppkgroup.com.au](http://www.ppkgroup.com.au).

## ITEMS OF BUSINESS

### **1. Receipt of the Financial Report for the year ended 30 June 2022**

Receipt of the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2022.

### **2. Remuneration Report**

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

“That the Remuneration Report for the year ended 30 June 2022 be adopted.”

### **3. Re-elect Ms Anne-Marie Birkill as a Director of the Company**

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

“That Ms Anne-Marie Birkill, who retires in accordance with the Constitution of the Company and, being eligible, offers herself for re-election, be re-elected as a Director of the Company.”

### **4. Re-elect Mr. Robin Levison as a Director of the Company**

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

“That Mr. Robin Levison, who retires in accordance with the Constitution of the Company and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

## VOTING EXCLUSIONS

**Shareholders are strongly encouraged to vote by submitting their proxy prior to the meeting as set out in more detail in the attached Proxy Form.**

The Company will disregard any votes cast in favour of the resolution (as set out in the table below) by or on behalf of:

- the named person or class of persons excluded from voting (as set out in the table below); or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Item	The named person or class of persons excluded from voting
2. Remuneration Report	<p>The Company will disregard any votes cast on Item 2:</p> <ul style="list-style-type: none"><li>• by or on behalf of a member of the key management personnel of the Company (<b>KMP</b>) (as defined in section 9 of the Corporations Act) details of whose remuneration are included in the Remuneration Report; or</li><li>• by or on behalf of a closely related party (as defined in section 9 of the Corporations Act) of a member of the KMP; or</li><li>• as a proxy or attorney by a member of the KMP or a KMP's closely related party.</li></ul> <p>However, a vote may be cast by a KMP or closely related party of the KMP if the proxy or attorney appointment is in writing and either:</p> <ul style="list-style-type: none"><li>• it is cast by a person as proxy or attorney for a person who is entitled to vote, in accordance with the directions on the proxy form; or</li><li>• it is cast by the Chair as proxy for a person who is entitled to vote, and the appointment does not specify the way the proxy is to vote on Item 2 and expressly authorises the Chairman to exercise the proxy, even though the resolution is connected directly or indirectly with the remuneration of the KMP for the Company.</li></ul> <p>The Chairman intends to vote undirected proxies in accordance with the Director's recommendation on this resolution set out below.</p>
3. Re-elect Ms Anne-Marie Birkill	That Director or her associates.
4. Re-elect Mr Robin Levison	That Director or his associates.

Dated at Brisbane, on the 19th day of October 2022.

**By order of the Board**  
**Will Shiel**  
**Company Secretary**

## **SHAREHOLDERS WHO ARE ENTITLED TO VOTE**

In accordance with the Corporations Act, the Directors have determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the register of members as at 48 hours prior to the AGM.

Voting on all resolutions will be conducted by a poll.

Resolutions will only be passed if the relevant percentage of votes cast by Shareholders entitled to vote on the resolution are cast in favour of the resolution, namely:

- in the case of ordinary resolutions, 50% of votes cast; or
- in the case of special resolutions only, 75% of votes cast.

Unless expressly stated, all resolution are ordinary resolutions.

Shareholders may vote at the AGM in one of three ways:

- in advance of the AGM, by appointing a proxy (preferably the Chairman) no later than 48 hours prior to the AGM. The Company recommends that Shareholders do this in case of technical difficulties at the AGM;
- in person at the AGM; or
- live and online during the AGM, using the Computershare platform.

## **2022 ANNUAL REPORT:**

The 2022 Annual Report is available on the Company's website:

<https://www.ppgroup.com.au/site/investor-center/annual-reports>

## **PROXIES:**

- Shareholders wishing to appoint a proxy are encouraged to do so electronically by following the steps set out on the Proxy Form attached.
- A Shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy or not more than two proxies to attend and vote instead of the Shareholder.
- Where two proxies are appointed:
  - (i) a separate Proxy Form, should be used to appoint each proxy; and
  - (ii) the Proxy Form may specify the proportion, or the number, of votes that the proxy may exercise, and if it does not do so the proxy may exercise half of the votes.
- A Shareholder can appoint any other person to be their proxy. A proxy need not be a Shareholder of the Company. The proxy appointed can be described in the Proxy Form by an office held e.g. "the Chair of the Meeting".
- If a Shareholder's appointed proxy does not attend the AGM, then the proxy appointment will automatically default to the Chairman. In addition, any directed proxy appointments that do not vote on a poll will automatically default to the Chairman, who is required to exercise the relevant votes as directed on the poll (subject to any applicable voting exclusions).

- In the case of Shareholders who are individuals, the Proxy Form must be signed:
  - (i) if the Shares are held by one individual, by that Shareholder; or
  - (ii) if the Shares are held in joint names, by any one of them.
- In the case of Shareholders who are companies, the Proxy Form must be signed:
  - (i) if it has a sole director who is also sole secretary, by that director (and stating the fact next to, or under the signature on the Proxy Form); or
  - (ii) in the case of any other company by either two directors or a director and secretary.
 The use of the common seal of the company, in addition to those required signatures, is optional.
- If the person signing the Proxy Form is doing so under a power of attorney, or is an officer of a company outside those referred to above but authorised to sign the Proxy Form, the power of attorney or other authorisation (or a certified copy of it), as well as the Proxy Form, must be received by the Company by the time and at the place specified below.
- A Proxy Form accompanies this notice. To be effective, your proxy must be received by the Company no later than 48 hours prior to the AGM. Proxy forms and appointments received later than the above time will be invalid.

You may make your proxy appointment on-line at [www.investorvote.com.au](http://www.investorvote.com.au).

If you have any problems accessing the on-line service, please contact the Company's Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

Alternatively, you may complete and sign a proxy form and return by:

(a) mail to:

Computershare Investor Services Pty Limited.  
GPO Box 242  
Melbourne Victoria 3001  
Australia

(b) facsimile : on 1 800 783 447 (within Australia) or +61 3 9473 2555 (from outside of Australia).

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com).

Your proxy must be received by 11:00 am (Brisbane time) on **Monday 21 November 2022**. Proxy forms and appointments received later than the above time will be invalid.

## EXPLANATORY STATEMENT

This Explanatory Statement forms part of the Notice of Meeting and has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the AGM.

### **ITEM 1: Financial Report – Year ended 30 June 2022**

The Corporations Act requires the Financial Report (which includes the financial statements and the Directors' Declaration), the Directors' Report and the Auditor's Report to be tabled for discussion at the AGM. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report. Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Financial Report.

This item of business provides Shareholders with an opportunity to ask questions concerning or make comments on the Company's financial statements and reports for the year ended 30 June 2022 and the Company's performance generally. A representative of the Auditor (Ernst & Young) will be attending the AGM.

As a Shareholder, you are entitled to submit a written question to the Auditor prior to the AGM provided that the question relates to:

- the content of the Auditor's Report; or
- the conduct of the audit in relation to the Financial Report.

All questions must be sent by email to the Company Secretary at [co.sec@ppkgroup.com.au](mailto:co.sec@ppkgroup.com.au) and must not be sent directly to the Auditor. The Company will then forward all questions to the Auditor. All written questions for the Auditor must be received by the Company no later than 11am on **Wednesday 16 November 2022**.

The Auditor will answer written questions submitted prior to the AGM.

The Auditor will also answer questions at the meeting from Shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

### **ITEM 2: Remuneration Report**

The Directors' Report for the year ended 30 June 2022 contains a Remuneration Report which sets out the policy on remuneration of the Directors of the Company and specified executives of the Company.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory and does not bind the Directors of the Company. However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, Shareholders will then vote to determine whether the Directors, excluding the CEO, will need to stand for re-election (a **Spill Resolution**). If more than 50% of the votes cast on the Spill Resolution are in favour, a separate re-election meeting must be held within 90 days.



At the Company's 2021 Annual General Meeting, the votes cast against the Remuneration Report considered at that meeting were less than 25%.

Members attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

#### Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of this resolution.

Subject to the voting exclusions set out in this Notice of Meeting, the Chairman intends to vote undirected proxies in favour of this resolution.

### **ITEM 3: Re-election of Ms Anne-Marie Birkill as a Director of the Company**

#### ***Ms Anne-Marie Birkill*** BSc (Hons) MBA GAICD *Non-Executive Independent Director*

Anne-Marie is an experienced Executive and Non-Executive Director with private, public, industry and government boards and committees that support and finance technology companies. She has more than 30 years' experience in commercialising and developing products for the innovation and investment sectors.

Anne-Marie is a co-founder and director for OneVentures, a venture capital firm that invests in technology companies with global potential. Her previous executive roles have included CEO for i.lab, a technology incubator, and General Manager for UniQuest, the University of Queensland's technology commercialisation company. She is an active participant in the innovation community, speaking at a wide range of events, and is a mentor for women working in the finance sector.

*Other listed public company directorships held in the last 3 years:* Nil

#### Directors' recommendation

The Board recommends (Ms Birkill abstaining) that Shareholders vote in favour of this resolution.

Subject to the voting exclusions set out in this Notice of Meeting, the Chairman intends to vote undirected proxies in favour of this resolution.

### **ITEM 4: Re-election of Mr. Robin Levison as a Director of the Company**

#### ***Mr Robin Levison*** CA MBA FAICED *Chairman; Non-Executive Director*

Robin has more than 25 years of public company management and board experience. During this time, he has served as Managing Director at Industree Limited and Spectrum Resources Limited and has held senior roles at KPMG, Barclays Bank and Merrill Lynch. He is a Non-Executive Director of a number of PPK's related companies including ASX listed Li-S Energy Limited, unlisted public companies White Graphene Limited, BNNT Technology Limited and BNNT Precious Metals Limited and private companies including 3D Dental Technology Pty Ltd, Ballistic Glass Pty Ltd, Strategic Alloys Pty Ltd, AMAG Holdings Australia Pty Ltd, Mask Innovation Pty Ltd and Craig International Ballistics Pty Ltd.

Robin holds a Master of Business Administration from the University of Queensland, is a Member of the Institute of Chartered Accountants Australia and NZ and is a Graduate and Fellow of Australian Institute of Company Directors. Robin recently retired as Chair of the University of Queensland Business, Economics and Law Alumni Ambassador Council.

*Other listed public company directorships held in the last 3 years:*

Chairman of Mighty Craft Limited (formerly Founders First Limited), Non-executive Director & Chairman (Appointed: 17 December 2019)

Non-Executive Director of Li-S Energy Limited (appointed 12 July 2019)

Directors' recommendation

The Board recommends (Mr Levison abstaining) that Shareholders vote in favour of this resolution.

Subject to the voting exclusions set out in this Notice of Meeting, the Chairman intends to vote undirected proxies in favour of this resolution.

## GLOSSARY

**A\$ or \$** means the lawful currency of the Commonwealth of Australia.

**ASX** means ASX Limited (ACN 008 624 691), or the financial market operated by it, as the context requires.

**Board** means the Board of Directors of the Company unless the context indicates otherwise.

**Constitution** means the constitution of the Company, as amended from time to time.

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

**Director** means a director of the Company.

**Notice of Meeting** means this Notice of Annual General Meeting and Explanatory Statement.

**Share** means a fully paid ordinary share in the capital of the Company.

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

**Share Registry** means Computershare.

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00 am (Brisbane time) on Monday, 21 November 2022.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 181853**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark ☒ to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

I/we being a member/s of PPK Group Limited hereby appoint

☐ the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or 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 directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of PPK Group Limited to be held at The Brisbane Club, 241 Adelaide Street, Brisbane, QLD 4000 and virtually via <https://meetnow.global/MZQC4UA> on Wednesday, 23 November 2022 at 11:00 am (Brisbane time) and at any adjournment or postponement of that 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 on Item 2 (except where I/we have indicated a different voting intention in step 2) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Item 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-elect Ms Anne-Marie Birkill as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Re-elect Mr. Robin Levison as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically