



23 November 2022

The Manager
Company Announcements
ASX Limited
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ANNUAL GENERAL MEETING - ADDRESS

PTB Group Limited (**ASX:PTB**) (**PTB**) attaches a copy of the Chair's address to be made at PTB's 2022 Annual General Meeting held today at 1:00pm (AEST) (**AGM**).

The results of the AGM will be communicated to the ASX shortly after the conclusion of the AGM.

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

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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.

PTB GROUP LIMITED (ASX: PTB)
2022 ANNUAL GENERAL MEETING
CHAIR'S ADDRESS

WEDNESDAY, 23 NOVEMBER 2023 AT 1:00PM (AEST)

The Chairman – Mr Craig Baker

Ladies and Gentlemen

I have pleasure in welcoming you to this Annual General Meeting of PTB Group Limited and thank you for your attendance.

It is now the appointed time for the Meeting and a quorum is present.

I formally declare the Meeting open.

Proxies have been received for 60,365,507 shares from 155 shareholders representing 47.46% of the Company's issued voting capital.

I take this opportunity to introduce to you the Members of the Board. On my right/left are Stephen Smith, Andrew Kemp and Prince Gunasekara.

I would also like to introduce you to the Company Secretary, Daniel Zgrajewski.

Also present is Clive Massingham, a representative from the Company's Auditor Hall Chadwick Queensland.

Representatives from Link Market Services are here to register all attendances and assist with voting on the resolutions. Please see the Link representatives at the registration desk if you have not yet registered your attendance or received a voting card.

All valid proxies have been recorded. All open proxy votes directed to the Chairman will be voted in favour of the relevant resolutions.

Are there any written questions for the Auditor?

A copy of the Company's Annual Report for the year ended 30 June 2022 and the Notice of this Meeting were forwarded to the Shareholders some weeks ago. I propose to take the Annual Report and Notice of Meeting as read and will take any questions from shareholders after I have opened the meeting for discussion.

The first item of formal business is the consideration of the financial report.

I formally table the financial statements of the Company for the year ended 30 June 2022 and the related Directors' Reports, Director declarations and the Auditor's Report.

Before I open up the meeting to questions, I will provide an update on the status of the Scheme of Arrangement and the permitted dividend related to this.

Shareholders will be aware that the scheme of arrangement announced on 19 August was approved by PTB shareholders at the scheme meeting held on 16 November. We are proceeding towards the second court hearing scheduled for Tuesday 29 November and implementation of the scheme in early December. PTB's business has continued to trade strongly since the scheme was announced and the board is hopeful of being able to pay the full permitted dividend of 3 cents per share in addition to the scheme consideration of \$1.595 per share, although declaration of the dividend remains subject to the conditions set out in the scheme booklet lodged with ASIC and ASX on 11 October. We anticipate making a final announcement in relation to the dividend by Friday 25 November.

Are there any questions relating to the Consolidated Financial Statements of the Company and the Reports of the Directors and Auditors for the year ended 30 June 2022? While the Company's Constitution does not require a resolution to be passed in order to approve the Financial Statements and reports, all shareholders will now be given a reasonable opportunity to ask questions of the directors or the auditor.

If you wish to speak please raise your hand and when recognised, please give your name and state who you are representing.

I will now move to the Remaining Formal business of the Meeting.

Today, all Resolutions shall be decided by a show of hands unless a poll is requested.

All members and appointed proxies entitled to vote were given a Yellow voting card upon admission to the meeting.

I appoint BeeYen Nah, from Link Market Services, assisted by members of her staff, as Returning Officer for this meeting. Ms Nah is also appointed to conduct any Polls that are required.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

This Resolution relates to a section of the Directors' Report which deals with the remuneration of the Directors and other key management personnel of the consolidated entity.

The Corporations Act restricts Directors and key management personnel and their closely related parties and proxies from voting on remuneration report resolutions, subject to limited exceptions which are outlined in the notice of meeting.

Proxies have been received for 46,342,525 shares from 141 shareholders representing 36.43% of the Company's issued voting capital.

46,163,055 proxies have been received for the resolution, 95,343 opposing the resolution, 84,127 abstaining, and 0 have been left open and allocated to parties other than the Chairman.

I now move for members to consider, and if in favour, pass the following resolution under Section 250R(2) of the Corporations Act:

That the section of the report of the Directors for the financial year ended 30 June 2022 dealing with the remuneration of the Directors and other key management personnel be adopted.

Could I have a seconder.....thank you.

Are there any comments/questions?

All those in favour, please raise your **YELLOW** voting card.

All those against, please raise your **YELLOW** voting card.

I declare the motion [carried/not carried].

RESOLUTION 2 – RE-ELECTION OF CRAIG BAKER

As this resolution relates to my election, I will hand over to Andrew Kemp to take the chair for this item of business.

Craig Baker retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

Proxies have been received for 60,365,507 shares from 155 shareholders representing 47,46% of the Company's issued voting capital.

47,984,242 proxies have been received for the resolution, 9,656,766 opposing the resolution, 2,724,499 abstaining, and 0 have been left open and allocated to parties other than the Chairman.

I now move for members to consider and if in favour pass the following resolution as an ordinary resolution:

That Mr Craig Baker, who retires by rotation under rule 16.1 of the Company's constitution, and being eligible, be re-elected as a Director.

Could I have a seconder.....thank you.

Are there any comments/questions?

All those in favour, please raise your **YELLOW** voting card.

All those against, please raise your **YELLOW** voting card.

I declare the motion [carried/not carried].

I will now hand back to Craig for the remainder of the meeting.

I note that in accordance with our normal practice and pending notification to ASX and recording in the minutes of meeting of the Company the details relating to the proxy votes as required by section 251AA, I advise that all proxies and voting papers will be destroyed after 120 days.

As there is no further business, I thank you for your attendance and participation. I declare the Meeting closed.

ENDS