

## **SIMONDS GROUP LIMITED**

**ACN: 143 841 801**

### **NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting of Shareholders of Simonds Group Limited (or “the Company” or “Simonds Group”) will be held at **10.00 am AEDT on Friday 24 November 2017 at Lake Room, Pullman & Mercure Albert Park, 65 Queens Road, Melbourne, Victoria, 3004** for the purpose of transacting the following business:

#### **AGENDA**

##### **Item 1. Financial Statements and Reports**

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To consider and receive the Financial Report and the Reports of the Directors and Auditor for the year ended 30 June 2017.

Note: There is no vote on this item as no resolution will be required to be passed on this matter.

##### **Item 2. Remuneration Report**

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

*“That the Remuneration Report for the year ended 30 June 2017 be adopted.”*

Note: In accordance with section 250R of the Corporations Act 2001 (Cth) (“Corporations Act”), the vote on this resolution will be advisory only and does not bind the Company or its Directors

##### **Item 3. Re- election of Director – Mr Rhett Simonds**

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

*“That Mr. Rhett Simonds, a Director retiring in accordance with Rule 3.6 of the Constitution of the Company, being eligible, is re-elected as a Director of the Company.”*

Note: biographical details for Mr Simonds are set out in the attached Explanatory Statement

##### **Item 4. Election of Directors**

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##### **Item 4a - Election of Director – Mr Iain Kirkwood**

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

*“That Mr Iain Kirkwood, a Director retiring in accordance with Rule 3.3 of the Constitution of the Company, being eligible, is elected as a Director of the Company.”*

Note: biographical details for Mr Kirkwood are set out in the attached Explanatory Statement

#### **Item 4b - Election of Director – Ms Delphine Cassidy**

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

*“That Ms Delphine Cassidy, a Director retiring in accordance with Rule 3.3 of the Constitution of the Company, being eligible, is elected as a Director of the Company.”*

Note: biographical details for Ms Cassidy are set out in the attached Explanatory Statement

#### **Item 4c - Election of Director – Mr Neil Kearney**

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

*“That Mr Neil Kearney, a Director retiring in accordance with Rule 3.3 of the Constitution of the Company, being eligible, is elected as a Director of the Company.”*

Note: biographical details for Mr Kearney are set out in the attached Explanatory Statement

#### **Item 4d - Election of Director – Mr Scott Mahony**

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

*“That Mr Scott Mahony, a Director retiring in accordance with Rule 3.3 of the Constitution of the Company, being eligible, is elected as a Director of the Company.”*

Note: biographical details for Mr Mahony are set out in the attached Explanatory Statement

#### **Item 4e - Election of Director – Mr Piers O’Brien**

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

*“That Mr Piers O’Brien, a Director retiring in accordance with Rule 3.3 of the Constitution of the Company, being eligible, is elected as a Director of the Company.”*

Note: biographical details for Mr O’Brien are set out in the attached Explanatory Statement

#### **Item 4f - Election of Director – Mr Mark Simonds**

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

*“That Mr Mark Simonds, a Director retiring in accordance with Rule 3.3 of the Constitution of the Company, being eligible, is elected as a Director of the Company.”*

Note: biographical details for Mr Simonds are set out in the attached Explanatory Statement

## **Voting exclusions**

The Company will disregard any votes cast (in any capacity) on Item 2 (Remuneration Report) by or on behalf of:

- a) a member of the Key Management Personnel ("KMP") whose remuneration is disclosed in the Remuneration Report; and
- b) their Closely Related Parties ("CRPs")

as well as any votes cast as a proxy on Item 2 by a member of the KMP at the date of the Meeting and their CRPs, unless the vote is cast:

- a) as proxy for a person who is entitled to vote in accordance with a direction in the proxy form; or
- b) by the Chairperson as proxy for a person who is entitled to vote and the Chairperson has received express authority to vote undirected proxies as the Chairperson sees fit.

## **Definitions**

Key Management Personnel ("KMP") has the same meaning as in the accounting standards and broadly includes those 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.

Closely Related Party of a member of the KMP means:

- a) A spouse or child of the member;
- b) A child of the member's spouse;
- c) A dependant of the member or the member's spouse;
- d) Anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- e) A company the member controls; or
- f) A person prescribed by the Corporations Act.

Please refer to the Notes and Explanatory Memorandum for further information on the proposed resolutions.

By Order of the Board

20 October 2017  
Elizabeth Hourigan  
Company Secretary

## NOTES

### EXPLANATORY MEMORANDUM

The Explanatory Memorandum and the annexure accompanying this Notice of Annual General Meeting ("Notice") are incorporated in and comprise part of this Notice and should be read in conjunction with this Notice.

### WHO MAY VOTE

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 7.00 pm (AEDT) on 22 November 2017. This means that any Shareholder registered at 7.00 pm (AEDT) on 22 November 2017 is entitled to attend and vote at the Meeting.

### PROXIES

A Shareholder entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- a) A proxy need not be a Shareholder.
- b) If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- c) If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.
- d) Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- e) A Form of Proxy accompanies this Notice.
- f) Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstains from voting.
- g) If a Shareholder wishes to appoint a proxy, the Shareholder should complete the form of proxy and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- h) The form of proxy must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- i) If any attorney or authorised officer signs the form of proxy on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the form of proxy.
- j) The form of proxy (together with any relevant authority) must be received by no later than 10.00 am AEDT on Wednesday 22 November 2017, this being 48 hours before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).

You can lodge your completed proxy form, letter of representation or power of attorney:

- Online: <http://www.votingonline.com.au/simondsagm2017>
- By fax: +61 2 9290 9655
- By mail to: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

### CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority must be received by the Company registry at least 24 hours in advance of the Meeting.

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholders of Simonds Group Limited (the “Company”) to be held at 10.00 am AEDT on Friday, 24 November 2017.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

### ITEM 1: FINANCIAL STATEMENTS AND REPORTS

At this Meeting, the Shareholders will consider the Company's financial statements and the Directors' and Auditor's Reports for the Company for the year ended 30 June 2017.

Shareholders are not required to vote on the financial statements. However, shareholders will be given reasonable opportunity at the Meeting to raise questions on the financial statements and reports. Shareholders will also be able to ask the Auditor questions relevant to the audit of the financial statements and reports.

### ITEM 2: REMUNERATION REPORT

The Corporations Act requires that at a listed Company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company. Nevertheless the Board will take into account the outcome of the vote when considering the future remuneration policies and practices of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Annual Report for the year ending 30 June 2017.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

The Remuneration Report for the year ended 30 June 2017:

- Describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between remuneration of executives and the Company's performance;
- Sets out the remuneration arrangements for Key Management Personnel; and
- Explains the difference between the basis for remunerating Non-Executive Directors and Senior Managers.

### Voting consequences – Remuneration Report

The Directors' Report in the Annual Report for the year ended 30 June 2017 contains (in a separate and clearly defined section) a Remuneration Report which sets out the remuneration policy of the Company and reports the remuneration arrangements in place for specified executives and the Directors of the Company.

The Company is required by the Corporations Act to put to the vote at the annual general meeting a resolution that the Remuneration Report be adopted. The Company is also required to inform Shareholders in the notice of the annual general meeting that a resolution to this effect will be put at the meeting.

Before calling for votes in relation to this Item 2, the Chairman of the meeting will allow a reasonable opportunity for the Shareholders present to ask questions about, or make comments on, the Remuneration Report.

It should be noted that, in accordance with section 250R(3) of the Corporations Act, the vote on Item 2 is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast on the resolution are voted against adoption of the Remuneration Report at two consecutive annual general meetings, the Shareholders will be required to vote at the second of those annual general meetings on a resolution (“spill resolution”) that another meeting will be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election.

At the 2016 AGM of the Company the resolution to approve the Remuneration Report was approved by the requisite majority. Accordingly, the spill resolution is not relevant for this Meeting.

### **ITEM 3: RE-ELECTION OF DIRECTOR - MR RHETT SIMONDS**

In accordance with the Company's Constitution, at every Annual General Meeting, one third of the Company's Directors must retire from office and are eligible for re-election. The Directors to retire are those who have been longest in office since their last re-appointment.

Rhett Simonds was appointed to the Board in April 2015 and was re-elected at the 2016 AGM, held on 31 January 2017.

Rhett Simonds has a depth of experience that extends three generations. Grandson of Gary Simonds, Rhett worked initially in the Simonds Homes real estate division and later, was instrumental in the formation of Builders Academy Australia.

Rhett is a director of Latitude Real Estate and also director of a number of technology based enterprises, and holds a Bachelor of Commerce from Deakin University.

As announced on 5 October 2017, Rhett has been appointed interim CEO of the Company while a search is conducted for appointment of a permanent CEO. Rhett has stood down from his position as the CEO of Simonds Consolidated, the trading arm of the Simonds Family Office, for the duration of his interim tenure as CEO of the Company. Although the Company constitution does not require Mr Simonds to stand for re-election due to his current position as CEO, given the interim nature of this appointment Mr Simonds, with the support of the Board, has elected to stand.

The Board (excluding Mr Rhett Simonds) unanimously recommends the re-election of Mr Rhett Simonds as Director of the Company.

### **ITEM 4: ELECTION OF DIRECTORS**

In accordance with the Company's Constitution, the Board may appoint a person to be a Director at any time except during a general meeting. Any director so appointed:

- a) automatically retires at the next annual general meeting and is eligible for election by that annual general meeting; and
- b) is not taken into account in deciding the rotation or retirement of Directors or the number of them to retire under rule 3.6 at that annual general meeting.

As announced on 20 September 2017, the following Board appointments were made:

- Mr Iain Kirkwood as Chair and non-executive Director;
- Ms Delphine Cassidy as non-executive Director;
- Mr Neil Kearney as non-executive Director;
- Mr Scott Mahoney as non-executive Director;
- Mr Piers O'Brien as non-executive Director; and
- Mr Mark Simonds as executive Director.

In accordance with Rule 3.3 of the Company's Constitution, each of the above Directors will retire at this AGM and now stands for election.

### **ITEM 4a: ELECTION OF MR IAIN KIRKWOOD AS DIRECTOR**

Iain Kirkwood was appointed to the Board in September 2017, and is Chair of the Board.

With a career spanning 38 years, Iain has worked as a senior executive and non-executive director across a range of industries, including auditing, resources, manufacturing and latterly healthcare in Australia, the USA and Britain.

Iain began his business career with Arthur Andersen & Co in London and went on to hold a number of senior financial and general management positions in Woodside Petroleum Ltd, Santos Ltd, Pilkington plc, F.H Faulding & Co Ltd and Clinuvel Pharmaceuticals Ltd.

His current directorships include Chairman of Novita Healthcare Limited and Chairman of Bluechiip Ltd. Iain has previously held non-executive director roles with Medical Developments International Ltd and Vision Eye Institute Ltd.

Born in England, Iain was educated at Glenalmond College in Scotland and holds an MA from Oxford University.

The Board (excluding Mr Iain Kirkwood) unanimously recommends the election of Mr Iain Kirkwood as Director of the Company.

#### **ITEM 4b: ELECTION OF MS DELPHINE CASSIDY AS DIRECTOR**

Delphine Cassidy was appointed to the Board in September 2017.

Delphine is an accountant by profession having spent over 15 years specialising in financial, accounting and treasury roles. In more recent years Delphine has become an investor relations expert working as a senior executive in this field for a number of ASX 200 companies. Delphine is currently the Vice President of Investor Relations at Orica, the world's largest provider of commercial explosives and innovative blasting systems to the mining, quarrying, oil and gas construction markets.

Delphine is the Chair of the Board's Remuneration & Nomination Committee.

Delphine has been a member of the Australasian Investor Relations Association (AIRA) Issues Committee and the ASX Issuer Services Working Group. Delphine is a non-executive director of CreateCare Global. She holds a Bachelor of Business (Accounting), a Masters of Business Administration and is a graduate of the Australian Institute of Company Directors.

The Board (excluding Ms Delphine Cassidy) unanimously recommends the election of Ms Delphine Cassidy as Director of the Company.

#### **ITEM 4c: ELECTION OF MR NEIL KEARNEY AS DIRECTOR**

Neil Kearney was appointed to the Board in September 2017.

Neil brings significant leadership experience to the Simonds Group Limited Board, having spent his career in senior executive roles in major Australian and international companies, including Goodman Fielder Limited and National Foods Limited (including as Chief Financial Officer and Chief Strategy Officer). He is currently Chairman of Huon Aquaculture Group Ltd, Chairman at Felton, Grimwade & Bosisto's Pty Ltd and Non-Executive Director at Brainwave Australia. His previous directorships include Warrnambool Cheese and Butter Factory Company Holdings Limited and National Foods Limited.

Neil is the Chair of the Board's Audit & Risk Committee.

Neil holds a Bachelor of Economics from Monash University, has completed the Advanced Management Program at INSEAD and is a Graduate of the Australian Institute of Company Directors.

The Board (excluding Mr Neil Kearney) unanimously recommends the election of Mr Neil Kearney as Director of the Company.

#### **ITEM 4d: ELECTION OF MR SCOTT MAHONY AS DIRECTOR**

Scott Mahony was appointed to the Board in September 2017.

A chartered accountant, Scott has held Chief Financial Officer roles at two of Australia's largest volume builders in a career spanning more than 25 years. He is well regarded for his strong financial knowledge, analytical skills and strategic thinking, as well as his ability to negotiate and deliver successful commercial outcomes in challenging business environments. Before joining the volume housing industry, Scott spent time in various accounting roles with Telstra, P. Sartori & Co Chartered Accountants and Australian Unity.

He joined Simonds Homes (then a private company) in 1999 and was Chief Financial Officer from 2008 to 2014. He is currently the Chief Financial Officer of the Simonds Family Office.

Scott is a member of the Board's Audit & Risk Committee.

Scott holds a Bachelor of Business (Accounting) and is a Chartered Accountant.

The Board (excluding Mr Scott Mahony) unanimously recommends the election of Mr Neil Kearney as Director of the Company.

#### **ITEM 4e: ELECTION OF MR PIRS O'BRIEN AS DIRECTOR**

Piers O'Brien was appointed to the Board in September 2017.

Piers is a qualified lawyer with over 18 years' professional experience. He started his career in private practice with K&L Gates Lawyers (and its predecessor firms) where he spent 8 years specialising in mergers & acquisitions, corporate transactions and board advisory work. After leaving private practice, Piers has spent the last 10 years working in in-house legal roles as both General Manager Legal and General Counsel. During this time, he managed the legal function at ASX200 company Skilled Group Limited for approximately 8 years and for the last 2 years has been the General Counsel of the Simonds Family Office.

Piers is a member of the Board's Remuneration & Nomination Committee.

Piers is a non-executive director of Dylan Alcott Foundation Limited. He holds a Bachelor of Arts and a Bachelor of Laws.

The Board (excluding Mr Piers O'Brien) unanimously recommends the election of Mr Neil Kearney as Director of the Company.

#### **ITEM 4f: ELECTION OF MR MARK SIMONDS AS DIRECTOR**

Mark Simonds was appointed to the Board in September 2017.

Mark has spent more than 40 years immersed in the volume housing industry.

Prior to 2014 when Simonds Group Limited was listed, Mark was fully engaged in the day-to-day executive management of Simonds Homes. From 1973 until the listing of Simonds Group Limited, Mark worked alongside his father Gary Simonds and understands what is required for a successful volume building business.

Following the listing of Simonds Group Limited, Mark was appointed Executive Chairman of the Simonds Family businesses, with a focus on venture capital and private equity, building and construction, real estate and the vocational education sector.

As executive Director, Mark's role is to evaluate how the business is operating within the key focus areas of Research and Development, and Building and Construction with the major objective of sharpening returns and to drive better outcomes for Simonds' customers and all shareholders. Mark also chairs the Development Committee which will review, evaluate and provide recommendations to the Board for growth priorities in these focus areas.

The Board (excluding Mr Mark Simonds) unanimously recommends the election of Mr Mark Simonds as Director of the Company.





# Simonds Group

## All Correspondence to:

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10.00 am AEDT on Wednesday 22 November 2017.**

### 🖨 TO VOTE ONLINE

**STEP 1: VISIT** [www.votingonline.com.au/simondsagm2017](http://www.votingonline.com.au/simondsagm2017)

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### 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 AEDT on Wednesday, 22 November 2017.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖨 **Online** [www.votingonline.com.au/simondsagm2017](http://www.votingonline.com.au/simondsagm2017)

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

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

☐

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Simonds Group 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 the **Lake Room, Pullman & Mercure Albert Park, 65 Queens Road, Melbourne, Victoria, 3004 on Friday, 24 November, 2017 at 10.00 am AEDT** 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 Item 2, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Item even though 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 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*
Item 2	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Director – Mr Rhett Simonds	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4a	Election of Director – Mr Iain Kirkwood	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4b	Election of Director – Ms Delphine Cassidy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4c	Election of Director – Mr Neil Kearney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4d	Election of Director – Mr Scott Mahony	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4e	Election of Director – Mr Piers O'Brien	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4f	Election of Director – Mr Mark Simonds	<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 / / 2017