



PS&C Ltd

ACN 164 718 361

Notice of Annual General Meeting

Notice is hereby given that the 2018 Annual General Meeting of PS&C Ltd (ACN 164 718 361) ('**Company**') will be held at the time and location, and to conduct the business, specified below:

Date	20 November 2018
Registration	10.30am (AEDT)
Meeting Start Time	11.00am (AEDT)
Location	Moore Stephens, Level 18, 530 Collins Street, Melbourne, VIC., 3000
Business	

The following business will be conducted:

- 1. Chairman's Address and Report**
- 2. Financial Statements and Reports**

To receive and consider the reports of the Directors and the Auditor and the financial statements for the year ended 30 June 2018 for the Company and its controlled entities. *(Refer to the Explanatory Statement annexed for further details).*

3. Remuneration Report

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

Resolution 1

"That the Remuneration Report for the financial year ended 30 June 2018 be adopted." *(Refer to the Explanatory Statement annexed for further details)*

Please note the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

A vote must not be cast (in any capacity) on Resolution 1 – Remuneration Report by or on behalf of a member of the PS&C Ltd's key management personnel ("**KMP**"), details of whose remuneration are included in the Remuneration Report, and their closely related parties, whether as a shareholder or as a proxy.

However, the Company will not disregard a vote cast on Resolution 1 by a KMP, or a closely related party of a KMP, if the vote is cast as a proxy:

- (a) Appointed by writing that specifies how the proxy is to vote on Resolution 1; and
- (b) The vote is not cast on behalf of KMP or a closely related party of a KMP.

Please note that the Chairman of the Meeting intends to vote undirected proxies in favour of all resolutions.

If the Chairman of the Meeting is appointed as your proxy, or if the Chairman of the Meeting becomes your proxy by default, and you do not provide a voting direction, you are expressly authorising the Chairman of the Meeting to exercise your proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

4. Re-election of Director

Mr. Nigel Warren who, in accordance with clause 12 of the Constitution of the Company, retires by rotation as a Director of the Company has informed the Board that he has decided to seek re-election to the Board.

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

Resolution 2

- (a) "To re-elect Mr. Nigel Warren as a director of the company under clause 12.17 of the Constitution of the Company". *(Refer to the Explanatory Statement annexed for further details).*

5. Ratification and approval of previous allotment and issue of securities

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

Resolution 3

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the previous allotment and the issue of 19,177,632 shares at \$0.152 per share, calculated on the Volume Weighted Average Price (VWAP) for the period 30 days prior to 30 September 2018 to the vendors of Sacon Group Pty Ltd, in satisfaction of the business EBIT achievement for FY18 under the terms of the Share Purchase Agreement.. *(Refer to the Explanatory Statement annexed for further details).*

Voting Exclusion

The Company will disregard any votes cast on this resolution by:

- (a) the vendors of Sacon Group Pty Ltd and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- (b) any associates of those persons.

However, the Company will not disregard a vote on this resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction of the Proxy Form to vote as the proxy decides.

6. Ratification and approval of previous allotment and issue of securities

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

Resolution 4

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve the previous allotment and issue of 15,407,882 shares at \$0.152 per share, calculated on the Volume Weighted Average Price (VWAP) for the period 30 days prior to 30 September 2018 to the vendors of Bexton IT Services Pty Ltd, in satisfaction of the business EBIT achievement for FY18 under the terms of the Share Purchase Agreement. *(Refer to the Explanatory Statement annexed for further details).*

Voting Exclusion

The Company will disregard any votes cast on this resolution by:

- (a) the vendors of Bexton IT Services Pty Ltd and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- (b) any associates of those persons.

However, the Company will not disregard a vote on this resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction of the Proxy Form to vote as the proxy decides.

7. Approval of placement facility

To consider, and if thought fit, pass the following resolution as a Special Resolution:

Resolution 5

“That, for the purposes of ASX Listing Rule 7.1A, shareholders approve the Company having the capacity to issue fully paid ordinary shares in the capital of the Company up to the maximum number permitted under ASX Listing Rule 7.1A at an issue price which is not less than 75% of the volume weighted average market (closing) price of the Company's ordinary shares calculated over the last 15 days on which trades of the Company's ordinary shares were recorded on ASX immediately before the date on which the issue price is agreed or the date the issue is made”. *(Refer to the Explanatory Statement annexed for further details).*

Voting Exclusion

The Company will disregard any votes cast on this resolution by:

- (a) a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- (b) any associates of those persons.

However, the Company will not disregard a vote on this resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the Proxy Form; or

(b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction of the Proxy Form to vote as the proxy decides.

8. Approval of proposed issue of performance rights to Nigel Warren

To consider, and if thought fit, pass the following resolution as an Ordinary Resolution: (*Refer to the Explanatory Statement annexed for further details*).

Resolution 6

“That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the issue of performance rights under the PS&C Employee & Directors Benefit Plan to Mr. Nigel Warren, non-executive Director, on the terms described in the Explanatory Statement annexed”.

Voting Exclusion

The Company will disregard any votes cast on this resolution by:

- (a) a director of the Company; or
- (b) any associate of a director of the Company.

However, the Company will not disregard a vote on this resolution if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the Proxy Form; or
- (d) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction of the Proxy Form to vote as the proxy decides.

Except for the Chairman of the meeting, when authorised to vote an undirected proxy (as described above), members of the key management personnel and their closely related parties may not vote as proxy on this resolution unless the proxy appointment specifies the way the proxy is to vote on this resolution.

9. Ratification and approval of previous allotment and issue of securities

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

Resolution 7

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the previous allotment and the issue of 3,105,590 shares at \$0.161 per share, calculated on the Volume Weighted Average Price (VWAP) for the period 60 days prior to 18 May 2018 to the vendors of NTH. Consulting Pty Ltd. (*Refer to the Explanatory Statement annexed for further details*).

Voting Exclusion

The Company will disregard any votes cast on this resolution by:

- (a) the vendors of NTH. Consulting Pty Ltd and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- (b) any associates of those persons.

However, the Company will not disregard a vote on this resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction of the Proxy Form to vote as the proxy decides.

By order of the Board of Directors

Date 15 October 2018

NOTES

The Explanatory Statement forms part of this Notice of Annual General Meeting and should be read in conjunction with it.

VOTING ENTITLEMENTS

Pursuant to regulation 7.11.37 of the *Corporations Regulations*, the Board has determined that, for the purpose of voting at the meeting, members are those persons who are the registered holders of shares at 7.00 pm (AEDT) on 18 November 2018.

PROXIES

In accordance with section 249L of the *Corporations Act 2001* (Cth):

A member who is entitled to attend and vote at the Annual General Meeting may appoint a proxy. A proxy can be either an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- (a) appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the *Corporations Act 2001* (Cth); and
- (b) provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If satisfactory evidence of appointment as corporate representative is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.

If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. If the proxy appointments do not specify the proportion of the member's voting rights that each proxy may exercise, each proxy may exercise half of the member's votes. A proxy need not be a member.

To be effective, the proxy form (and, if the appointment is signed by the appointer's attorney, the authority under which it was signed or a certified copy of the authority) must be received by the Company's share registry, Boardroom Pty Limited, no later than 48 hours prior to the commencement of the Annual General Meeting which will be held at 11.00 am (AEDT), on 20 November 2018.

If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each item of business.

The Chairman of the Meeting intends to vote undirected proxies able to be voted in favour of all items of business.

The completed proxy form may be:

Mailed/delivered to the Company's share registry, Boardroom Pty Limited at:

Street Address:	Postal Address:	Fax to:
Boardroom Pty Limited	Boardroom Pty Limited	Boardroom Pty Limited
Level 12, 225 George Street	GPO Box 3993	+61 2 9290 9655
Sydney NSW 2000	Sydney NSW 2001	

Or lodged online at <http://www.votingonline.com.au/pszagm2018>

CORPORATE REPRESENTATIVES

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the *Corporations Act 2001* (Cth) in which case the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the *Corporations Act 2001* (Cth). The Certificate must be lodged with the Company before the meeting or at the registration desk on the day of the meeting. The Company will retain the certificate.

EXPLANATORY STATEMENT

Introduction

This Explanatory Statement has been prepared for the shareholders of PS&C Ltd (**Company**) to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held on 20 November 2018.

Resolutions 1, 2, 3, 4, 6 and 7 are to be voted on as ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution.

Resolution 5 requires a special resolution. A special resolution requires at least 75% of votes cast by shareholders entitled to vote on the resolution to be in favour of the resolution for it to be passed.

ITEM 1 – Chairman’s Address and Report

The Chairman will address the meeting and comment on the performance of the Company for the Financial Year ended 30 June 2018 as well as future strategic and operational initiatives. The Chairman will also respond to questions raised by Shareholders.

ITEM 2 – Financial Statements and Reports

As required by section 317 of the *Corporations Act 2001* (Cth), the annual accounts of the Company and the associated reports of the Directors and the Auditor for the most recent financial year will be laid before the meeting.

No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on all aspects of the accounts and reports.

ITEM 3 – Remuneration Report

Resolution 1 – Remuneration Report

The Board submits its Remuneration Report to shareholders for consideration and adoption by way of non-binding resolution. This resolution is advisory only and does not bind the Directors of the Company.

However, if at least 25% of the votes cast on the resolution are voted against adoption of the Remuneration Report at the meeting, and then again at the 2019 AGM, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (spill resolution).

If more than 50% of shareholders vote in favour of the spill resolution, the Company must then convene an extraordinary general meeting (spill meeting) within 90 days of the 2019 AGM. All of the Directors who were in office when the 2018 Director’s Report is approved, other than the Managing Director, will cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting. Following the spill meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The Remuneration Report is set out in the Director’s Report in the 2018 Annual Report. The Report:

- (a) Explains the Board’s policy for determining the nature and amount of remuneration of executive directors and senior executives of the Company;

- (b) Sets out the actual remuneration for the financial year ended 30 June 2018 for each Director and each member of the Company's senior executive management team; and
- (c) Details and explains any performance hurdles applicable to the remuneration of executive directors and senior executives of the Company.

Shareholders will be given the opportunity to ask questions and to make comments on the reports.

Recommendation

The Directors recommend voting in favour of this resolution. The Chairman of the meeting will be voting any undirected proxies in favour of this resolution.

ITEM 4 – Re-election of Director

Resolution 2

Clause 12.11 of the Company's Constitution requires one-third of the directors to retire from office by rotation.

Clause 12.13 of the Company's Constitution permits retiring directors to be re-elected. Pursuant to clause 12.14 of the Company's Constitution, Mr. Nigel Warren retires by rotation and has decided to seek re-election to the Board of PS&C Ltd.

This resolution seeks the re-election of Mr. Nigel Warren as a director of the company under clause 12.17 of the Constitution of the Company.

Recommendation

The Directors recommend voting in favour of this resolution. The Chairman of the meeting will be voting any undirected proxies in favour of this resolution.

ITEM 5 – Ratification and approval of previous allotment and issue of securities

Resolution 3

The purpose of Resolution 3 is for shareholders to approve and ratify, under ASX Listing Rule 7.4, the issue of securities by the Company during the 12 months before the date of the meeting which count toward the Company's 15% limit under ASX Listing Rule 7.1 and 10% limit under ASX listing rule 7.1A.

ASX Listing Rule 7.1 provides that subject to certain exceptions (none of which are relevant here) prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of the securities at the commencement of that 12 month period.

ASX Listing Rule 7.1A provides that subject to certain exceptions (none of which are relevant here) prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 10% of the number of the securities at the commencement of that 12 month period.

The allotment and issue of securities detailed in Resolution 3, together with those detailed in Resolutions 4 and 7, did exceed the 15% threshold. However, ASX Listing Rule 7.4 provides that where an entity ratifies an issue of securities, the issue will be treated as having been made with the approval for the purpose of ASX Listing Rule 7.1 and ASX Listing Rule 7.1A, thereby

replenishing that entity's 15% and 10% capacity and enabling it to issue further securities up to that limit.

Resolution 3 proposes the ratification and approval of the allotment and issue of fully paid ordinary shares (**Shares**) detailed below for the purposes of satisfying the requirements of ASX Listing Rule 7.4.

The following table shows the number of shares proposed to be issued and the VWAP.

Shares issued to the vendors of Sacon Group Pty Ltd	
Issue Date:	17 October 2018
Number of Securities:	19,177,632 ordinary shares
Issue Price:	\$0.152, being the Volume Weighted Average Price of the securities for the period 30 days prior to 30 September 2018
Terms of Issue:	The Shares rank equally with all existing Shares on issue
Allottees:	Masal Pty Ltd as vendor of Sacon Group Pty Ltd Kando Corporation Pty Ltd as vendor of Sacon Group Pty Ltd
Use of funds:	No funds were raised as the Shares were issued as part consideration for the acquisition of Sacon Group Pty Ltd

Recommendation

The Directors recommend voting in favour of the allotment and issue of securities to the vendors of Sacon Group Pty Ltd. The Chairman of the meeting will be voting any undirected proxies in favour of this resolution.

ITEM 6 – Ratification and approval of previous allotment and issue of securities

Resolution 4

The purpose of Resolution 4 is for shareholders to approve and ratify, under ASX Listing Rule 7.4, the issue of securities by the Company during the 12 months before the date of the meeting which count toward the Company's 15% limit under ASX Listing Rule 7.1 and 10% limit under ASX listing rule 7.1A.

ASX Listing Rule 7.1 provides that subject to certain exceptions (none of which are relevant here) prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of the securities at the commencement of that 12 month period.

ASX Listing Rule 7.1A provides that subject to certain exceptions (none of which are relevant here) prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 10% of the number of the securities at the commencement of that 12 month period.

The allotment and issue of securities detailed in Resolution 4, together with those detailed in Resolutions 3 and 7, did exceed the 15% threshold. However, ASX Listing Rule 7.4 provides that where an entity ratifies an issue of securities, the issue will be treated as having been made with the approval for the purpose of ASX Listing Rule 7.1 and ASX Listing Rule 7.1A, thereby

replenishing that entity's 15% and 10% capacity and enabling it to issue further securities up to that limit.

Resolution 4 proposes the ratification and approval of the allotment and issue of fully paid ordinary shares (**Shares**) detailed below for the purposes of satisfying the requirements of ASX Listing Rule 7.4.

The following table shows the number of shares proposed to be issued and the VWAP.

Shares issued to the vendors of Bexton IT Services Pty Ltd	
Issue Date:	17 October 2018
Number of Securities:	15,407,882 ordinary shares
Issue Price:	\$0.152, being the Volume Weighted Average Price of the securities for the period 30 days prior to 30 September 2018
Terms of Issue:	The Shares rank equally with all existing Shares on issue
Allottees:	Laura Catherine Gowans Blair Cameron Gowans
Use of funds:	No funds were raised as the Shares were issued in partial satisfaction of the business EBIT achievement for FY18 under the terms of the Share Sale Purchase Agreement

Recommendation

The Directors recommend voting in favour of the allotment and issue of securities to the vendors of Bexton IT Services Pty Ltd. The Chairman of the meeting will be voting any undirected proxies in favour of this resolution.

ITEM 7 - Approval of placement facility

Resolution 5

Under ASX Listing Rule 7.1A, certain companies may seek shareholder approval by special resolution passed at an annual general meeting to have the additional capacity to issue equity securities which do not exceed 10% of the existing ordinary share capital without further shareholder approval.

Approval of the special resolution outlined in Resolution 5 is sought for the Company to issue ordinary shares under Listing Rule 7.1A.

If the special resolution is approved, the Company may make an issue of ordinary shares under ASX Listing Rule 7.1A at any time – on either a single date or progressively – up until the earlier of:

- (a) The date which is 12 months after the date of the 2018 Annual General Meeting (20 November 2019); or
- (b) The date on which shareholders approve a transaction under ASX Listing Rule 11.1.2 (significant change to nature or scale of activities) or 11.2 (disposal of main undertaking).

As at the date of this Explanatory Statement, the Company is an “eligible entity” and able to seek approval under Listing Rule 7.1A as it is not included in the S&P/ASX 300 and has a market capitalisation of \$300 million or less. If the Company ceases to be an eligible entity by the date of the 2018 Annual General Meeting, this resolution will be withdrawn.

The maximum number of ordinary shares which may be issued in the capital of the Company under the approval sought by this resolution is calculated in accordance with the following formula as set out in Listing Rule 7.1A.2:

(A x D) - E

Where:

A is the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement to issue:

- (a) Plus the number of fully paid ordinary shares issued in the past 12 months under an exception in ASX Listing Rule 7.2;
- (b) Plus the number of partly paid shares that become fully paid in the 12 months;
- (c) Plus the number of fully paid shares issued in the 12 months with approval of holders of ordinary shares under ASX Listing Rule 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the Company's 15% placement capacity without shareholder approval;
- (d) Less the number of fully paid ordinary shares cancelled in the 12 months.

D is 10%

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue, that are not issued with shareholder approval under ASX Listing Rule 7.1 or 7.4.

The ability of the Company to make an issue under ASX Listing Rule 7.1A is in addition to its 15% placement capacity under Listing Rule 7.1.

As at the date of this Notice, the Company has on issue 243,140,527 shares and will have the capacity to issue:

- (a) Subject to shareholder approval being received under Resolutions 3, 4 and 7; 37,691,104 ordinary shares under Listing Rule 7.1; and
- (b) Subject to shareholder approval being received under Resolution 5; 24,314,053 ordinary shares under Listing Rule 7.1A.

The actual number of ordinary shares that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the shares in accordance with the formula in Listing Rule 7.1A.2 (as described above).

For the purposes of Listing Rule 7.3A, the following information is provided:

The minimum price at which the ordinary shares the subject of this special resolution will be issued is 75% of the volume weighted average market (closing) price of the Company's ordinary shares calculated over the last 15 days on which trades are recorded immediately before either:

- (a) The date on which the price at which the securities are to be issued is agreed; or
- (b) If the securities are not issued within 5 trading days of the date on which the price at which the securities are to be issued is agreed, the date on which the securities are issued.

If this special resolution is approved and the Company issues ordinary shares under the 10% Placement Facility, the existing shareholders voting power in the Company will be diluted as shown in the table below.

There is a risk that:

- (a) The market price for the Company's ordinary shares may be significantly lower on the issue date than on the date of the approval of this special resolution; and
- (b) The ordinary shares may be issued at a price that is at a discount to the market price for the Company's ordinary share on the issue date, which may have an effect on the amount of funds raised by the issue.

The table below sets out the dilution of existing shareholders on the basis of the current market price of shares and the current number of ordinary shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2.

The table also shows:

- (a) Two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary shares may increase as a result of issues of ordinary shares which do not require shareholder approval (for example, a pro rata entitlements issue) or future placements under Listing Rule 7.1 that are approved by shareholders; and
- (b) Two examples of where the issue price of ordinary shares has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		50% decrease in Issue Price \$ 0.075	Issue Price \$ 0.150	100% increase in Issue Price \$ 0.300
Current Variable A 243,140,527	10% voting Dilution	24,314,053	24,314,053	24,314,053
	Funds raised	1,823,554	3,647,108	7,294,216
50% increase in current Variable A 364,710,791	10% voting Dilution	36,471,079	36,471,079	36,471,079
	Funds raised	2,735,331	5,470,662	10,941,324
100% increase in current Variable A 486,281,054	10% voting Dilution	48,628,105	48,628,105	48,628,105
	Funds raised	3,647,108	7,294,216	14,588,432

The table has been prepared on the following assumptions. The Company does not represent that they will necessarily occur:

- (a) The Company issues the maximum number of shares available under the 10% Placement Facility.
- (b) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (c) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- (d) The table shows only the effect of issues of ordinary shares under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (e) The issue price is \$0.15, being the closing price of the Shares on ASX on 12 October 2018.
- (f) The number of shares in Variable "A" is the total shares on issue based on the shares issued in Resolutions 3, 4 and 7.
- (g) The number of shares issued for the 12 month period to 19 October 2018 under f) above is 158,740,983.

The Company may seek to issue ordinary shares under the Placement Facility for either:

- (a) A cash issue price, in which case the Company may use the funds for working capital or other corporate purpose; or
- (b) Non-cash consideration, such as for the acquisition of new assets or investments, subject to applicable ASX requirements

In either case, the cash issue price or the value of the non-cash consideration must comply with the minimum issue price noted above.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (a) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (b) the effect of the issue of the securities on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

The total number of equity securities issued, including unlisted options, during the 12 months preceding the date of this meeting is 158,740,983. This represents 188% of the total number of equity securities on issue at the commencement of that 12 month period.

The following table details the issues of equity securities not previously approved, including unlisted options, by the Company in the 12 month period prior to this meeting.

	Purpose of issue	Number of Shares	Class of Shares	Issue Price		Date
				Per Share	Total	
Sacon Group Pty Ltd	Partial consideration for purchase	19,177,632	Ordinary	0.152	\$2,915,000	17 October 2018
Bexton	Partial consideration for purchase	15,407,882	Ordinary	0.152	\$2,341,998	17 October 2018
Employees	Employees	4,309,592	Ordinary	Exercise Price \$Nil	Nil	17 October 2018

A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Recommendation

The Directors believe that Resolution 5 is in the best interests of the Company and recommend that shareholders vote in favour of the resolution. The Chairman of the meeting will be voting any undirected proxies in favour of this resolution.

ITEM 8 – Approval of proposed issue of performance rights

Resolution 6

Issue of performance rights to Nigel Warren under the Directors and Employee Benefits Plan

ASX Listing Rule 10.14 prevents the Company from issuing securities to directors and their associates under the Company's Directors and Employee Benefits Plan unless approved by the members of the Company. The Company has previously adopted the PS&C Directors and Employee Benefits Plan (**Plan**). A brief summary of the proposed terms of the Plan was contained in the Prospectus. Further details of the Plan are set out in the Schedule to this Explanatory Statement.

Under the Plan, the Company is entitled to issue shares, options and/or performance rights to Directors, officers, employees and contractors, subject to such terms and restrictions as the Board identifies and at issue or exercise prices as the Board determines.

In accordance with the terms of the Plan, the Board has designed a performance rights scheme for Nigel Warren, non-executive Director, which provides for the issue and exercise of performance rights on the satisfaction of certain hurdle requirements, as detailed below.

The Company is now seeking shareholder approval to the issue of the performance rights on the terms outlined below.

To enable the members to approve the resolution under Resolution 6, the following information is provided in compliance with ASX Listing Rule 10.15:

Eligibility	<p>The following individuals are eligible to participate under the Plan:</p> <ul style="list-style-type: none"> • A director or secretary of the Company or any of its subsidiaries; or • A permanent full-time or permanent part-time employee or a contractor of the Company selected by the Board to participate. <p>The Company notes that the terms of Nigel Warren's incentive scheme as outlined in this table apply only to Nigel Warren in his capacity as non-executive Director of the Company.</p>
Number of performance rights to be issued	<p>600,000 rights issued over 3 years in 3 tranches:</p> <ul style="list-style-type: none"> • 200,000 vest if he is still a director in March 2020; • 200,000 issued 1 July 2019 and vest if the share price is more than 30 cents for more than 20 days in any 60 day period after 1 July 2019; • 200,000 issued 1 July 2020 and vest if the share price is more than 40 cents for more than 20 days in any 60 day period after 1 July 2020.
Exercise price	The rights are issued at nil cost.
Loan available	No
Date by which the Company will issue the performance rights	Within 30 days of receiving required member approval.
Number of performance rights previously issued to Nigel Warren	NIL
Names of directors and directors' associates who are entitled to participate in the Plan	<p>The Directors who are entitled to participate in the Plan are Nigel Warren.</p> <p>The issue of performance rights under Resolution 6 has been designed specifically for Nigel Warren as non-executive Director</p>

	and no other Director is entitled to receive performance rights on the terms outlined in this table.
Names of directors and directors' associates who received options under the Plan since its last approval	NIL

Recommendation

The Directors, (other than Mr. Nigel Warren who is not eligible to vote), recommend voting in favour of this resolution. The Chairman of the meeting will be voting any undirected proxies in favour of this resolution.

ITEM 9 – Ratification and approval of previous allotment and issue of securities

Resolution 7

The purpose of Resolution 7 is for shareholders to approve and ratify, under ASX Listing Rule 7.4, the issue of securities by the Company during the 12 months before the date of the meeting which count toward the Company's 15% limit under ASX Listing Rule 7.1 and 10% limit under ASX listing rule 7.1A.

ASX Listing Rule 7.1 provides that subject to certain exceptions (none of which are relevant here) prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of the securities at the commencement of that 12 month period.

ASX Listing Rule 7.1A provides that subject to certain exceptions (none of which are relevant here) prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 10% of the number of the securities at the commencement of that 12 month period.

The allotment and issue of securities detailed in Resolution 7, together with those detailed in Resolutions 3 and 4, did exceed the 15% threshold. However, ASX Listing Rule 7.4 provides that where an entity ratifies an issue of securities, the issue will be treated as having been made with the approval for the purpose of ASX Listing Rule 7.1 and ASX Listing Rule 7.1A, thereby replenishing that entity's 15% and 10% capacity and enabling it to issue further securities up to that limit.

Resolution 7 proposes the ratification and approval of the allotment and issue of fully paid ordinary shares (**Shares**) detailed below for the purposes of satisfying the requirements of ASX Listing Rule 7.4.

The following table shows the number of shares issued and the VWAP for the 30 day period prior to issue.

Shares issued to the vendors of NTH. Consulting Pty Ltd	
Issue Date:	12 June 2018
Number of Securities:	3,105,590 ordinary shares
Issue Price:	\$0.161, being the Volume Weighted Average Price of the securities for the period 60 days prior to 18 May 2018
Terms of Issue:	The Shares rank equally with all existing Shares on issue
Allottees:	<p>JM Schiphof & AC Verduyn as vendor of NTH. Consulting Pty Ltd</p> <p>Megan Louise Petersen and Harold Petersen as trustees for Petersen Family Trust as vendor of NTH. Consulting Pty Ltd</p> <p>KAGE Pty Ltd as trustee for Katavic Family Trust as vendor of NTH. Consulting Pty Ltd</p>
Use of funds:	No funds were raised as the Shares were issued as part consideration for the acquisition of NTH. Consulting Pty Ltd

Recommendation

The Directors recommend voting in favour of the allotment and issue of securities to the vendors of NTH. Consulting Pty Ltd. The Chairman of the meeting will be voting any undirected proxies in favour of this resolution.

Schedule

EMPLOYEE & DIRECTORS' BENEFIT PLAN

PS&C Ltd has adopted the PS&C Employee & Directors' Benefit Plan (the **Plan**).

Under the Plan, PS&C Ltd is entitled to issue shares, options and/or performance rights to Directors, officers, employees and contractors, subject to such terms and restrictions as the Board identifies and at issue or exercise prices as the Board determines.

Invitations under the Plan must be made in writing and identify any restrictions to which the person accepting such an invitation will be subject under the terms of the Plan. Options and performance rights are non-transferable. Unless otherwise determined by the Board, options will only be exercisable into Shares 1 year from the date they are granted and will lapse 18 months from that date, or on the date that a participant ceases to be a Director, officer or employee, except in certain defined special circumstances such as total and permanent disablement or redundancy.

Performance rights will confer an entitlement to Shares at no cost upon satisfaction of certain performance criteria determined by the Board.

Shares issued pursuant to the Plan will be issued fully paid and rank equally for dividends with other Shares on or after the date of allotment. Further, the Directors may also determine that Shares may be purchased on market for the benefit of participants under the Plan. Shares, options or performance rights issued under the Plan that are subject to restrictions on disposal cannot be dealt with in any way until the restrictions have expired. However, if a takeover bid is made to acquire the whole or any number of the Shares, or a scheme of arrangement, selective capital reduction or other similar transaction is initiated that has a similar effect to a full takeover bid for all of the Shares, then the Board may in its absolute discretion lift the restrictions.

In the event that there is a reorganisation of the Company's capital by way of bonus issue or rights issue or on reconstruction, the numbers of options or performance rights issued under the Plan may be adjusted.

The Board will administer the Plan and have an absolute discretion to: implement procedures for the administration of the Plan; resolve all questions of fact or interpretation arising in respect of the Plan; delegate to one or more persons any powers in respect of the Plan; amend the rules of the Plan, provided that such amendments do not unduly prejudice the rights of existing participants.

The Plan may be suspended, terminated or amended at any time by the Board, subject to any resolution of the Shareholders as required by the ASX Listing Rules. No broker's fees or commissions are payable by participants in the Plan for the issue of shares, options or performance rights under the Plan.

Participants issued shares, options or participation rights are bound by the rules of the Plan and by the Constitution of PS&C Ltd.