



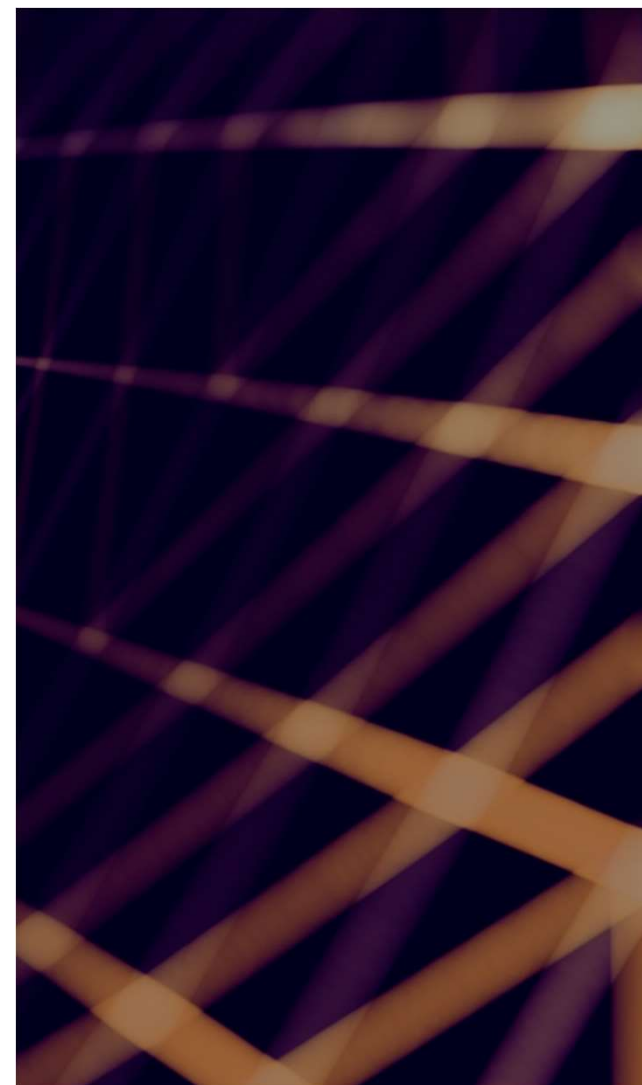
# Annual General Meeting

**Tuesday 20<sup>th</sup> November 2018 – 11:00am**

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# Agenda

Item	Details
1	Chairman and CEO Presentations
2	Formal Business of Meeting including Meeting Resolutions <ul style="list-style-type: none"><li>2.1 Financial Statements and Reports</li><li>2.2 Remuneration Report</li><li>2.3 Re-election of Director</li><li>2.4 Ratification and approval of previous allotment and issue of securities</li><li>2.5 Approval of placement facility</li><li>2.6 Approval of proposed issue of performance rights to Nigel Warren</li><li>2.7 Ratification and approval of previous allotment and issue of securities</li></ul>
3	Meeting Close



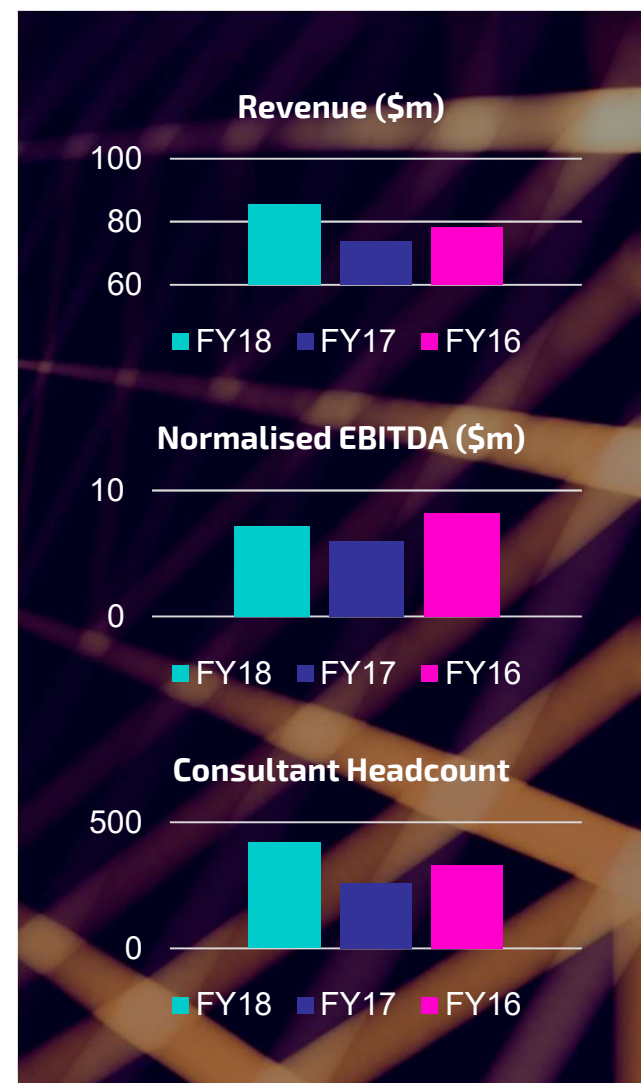


# Chairman and CEO Presentation

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# FY18 Highlights

- **Revenues** of \$78.3 million compared to \$73.9 million in FY17, an **increase of 6%**
- Normalised Operating Group **EBITDA \$7.2** million compared to \$6.1 million in FY17 an **increase of 18%**
- **420 consultants** at 30 June 2018 compared to 260 at 30 June 2017 an **increase of 62%**
- Earnings Per Share of (7.97) cents compared to (8.12) cents in FY17
- Strong Balance Sheet
  - Cash and cash equivalents at 30 June 2018 of \$ 4.7 million
  - Bank debt reduced by \$2.49 million to \$12.9 million





## FY18 Highlights - Operational

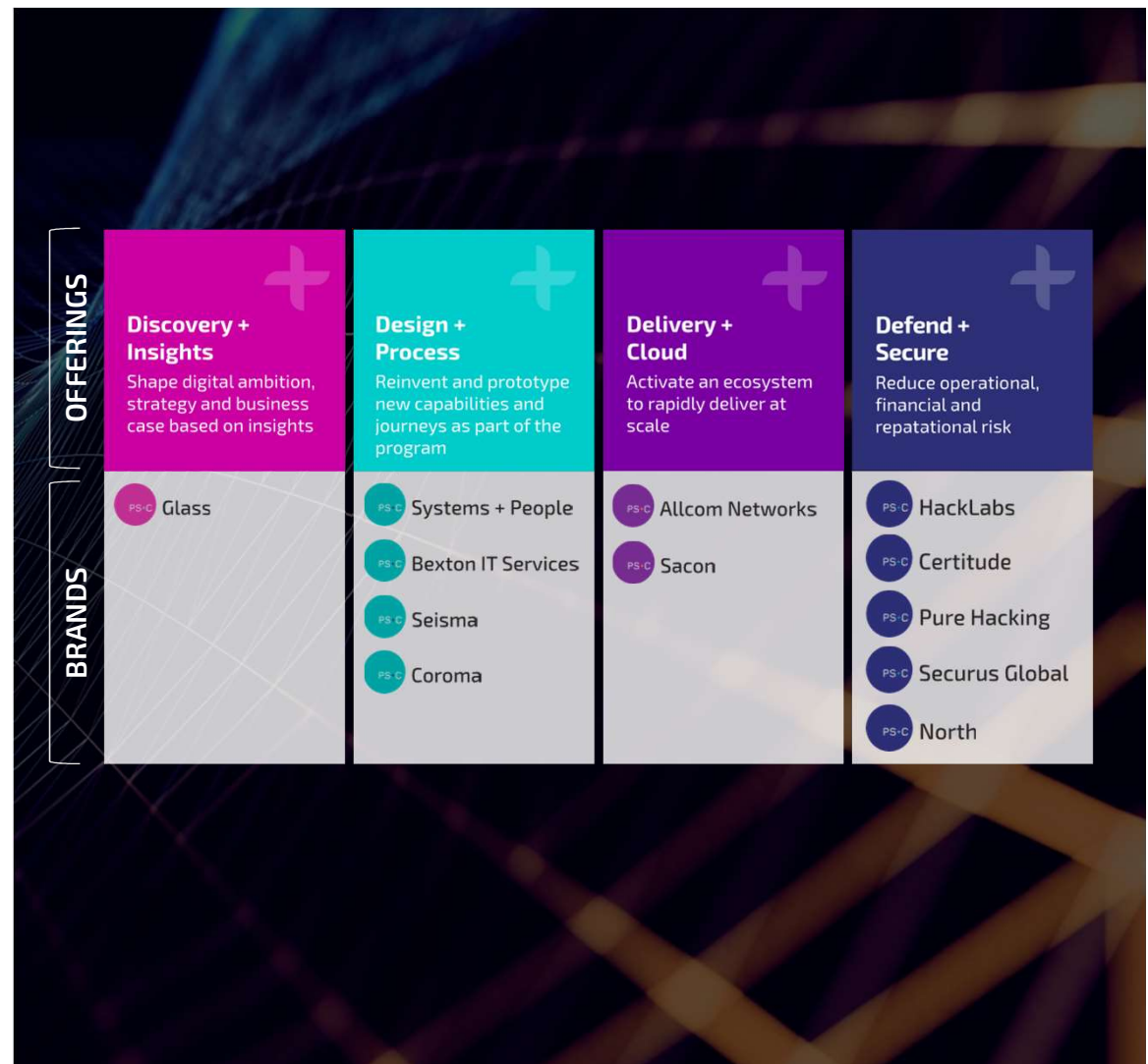
- Bedded down the restructure activities undertaken during FY17 streamlining key operational functions resulting in efficiencies that will allow the Company to administer a significantly larger revenue base on a lower average cost
- Expanded our People and Culture function and strengthened our recruitment capability with the addition of 4 specialist recruiters
- Significantly expanded our sales capability with 6 industry leading business development resources joining the team at the backend of the financial year
- Successfully completed the acquisition of Seisma Pty Ltd in March 2018 and moved into the ACT market with the successful acquisition of North Consulting in May 2018



# Our Framework

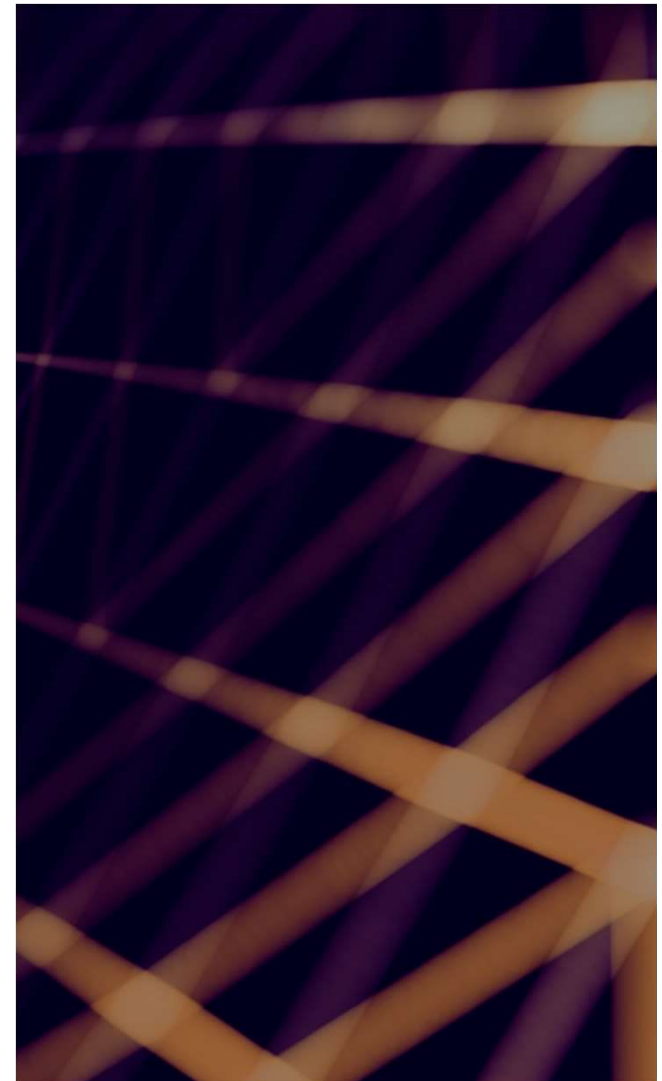
## UNIQUE SKILLS BACKED BY SHARED APPROACH

- PS+C operates a federated model where our specialist brands are grouped under 4 key delivery pillars
- With 420+ employees we deliver consulting and managed services to the Australian market
- Our businesses provide specialist expertise as needed, but can combine through shared delivery methodologies to help clients realise larger, digital transformation projects



# Strategic Priorities for FY19

- Build on existing relationships with Enterprise Clients and Government Agencies with a target of adding three new clients above \$5m of spend
- Increased ratio of permanent consultants to contractor consultants
- Increase focus on our people through a more capable HR function improving engagement and retention
- Increase the level of cross-sell of our 4 delivery pillars across all regions
- Continued consolidation of our businesses to improve client engagement
- Continue to assess strategic and accretive acquisitions and also divestment of assets that are not cohesively aligned to our core strategy moving forward



# Summary and Outlook

- FY18 was a year that consolidated the restructure activities undertaken in FY17 with the focus on “**getting the house in order**”
- We are in a **stronger position** on a number fronts – streamlined **Back Office**, stronger **HR, Recruitment & Sales** capability and a wider spread of key clients across a wider geography footprint
- FY19 unaudited first quarter results were in line with forecast and the Company maintains previous guidance of an expected operating **EBITDA** performance in the range of **\$10M to \$12M**
- Consider the **reinstatement of dividends** to Shareholders based on FY19 full-year results

## Ready for growth in FY19

- ✓ Consultant Growth
- ✓ Clients Growth
- ✓ National Recruitment
- ✓ Strong Sales Team
- ✓ Back Office Efficiencies





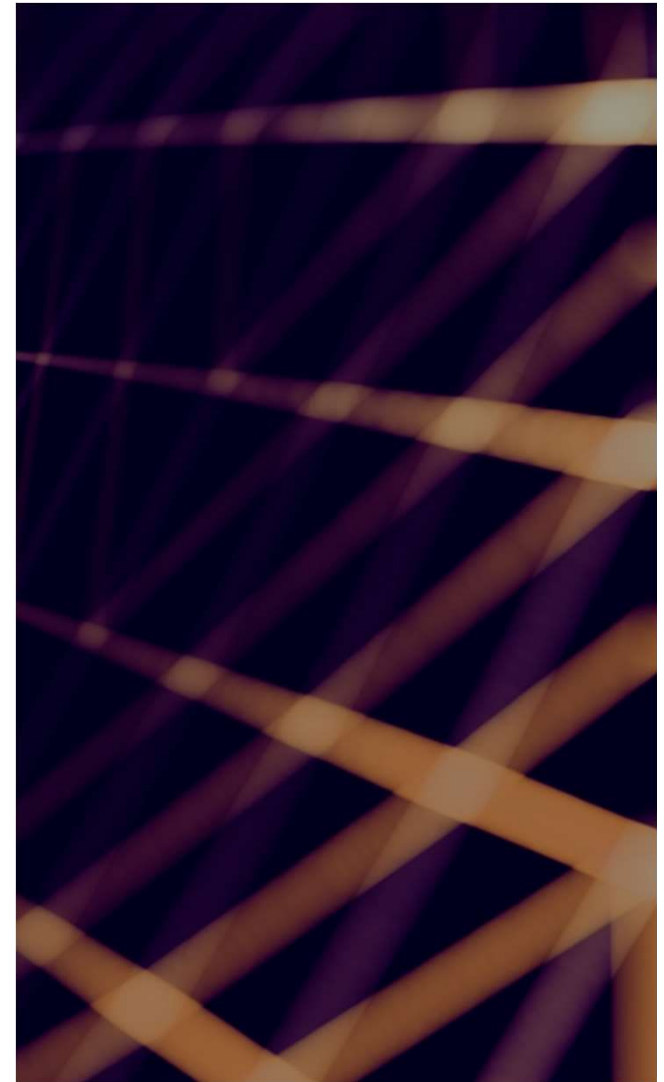
# Formal Business of Meeting including Meeting Resolutions

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# Financial Statements & Reports

## **Item 1 – Table Financial Statements & 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 released to the market on 30<sup>th</sup> August 2018.*

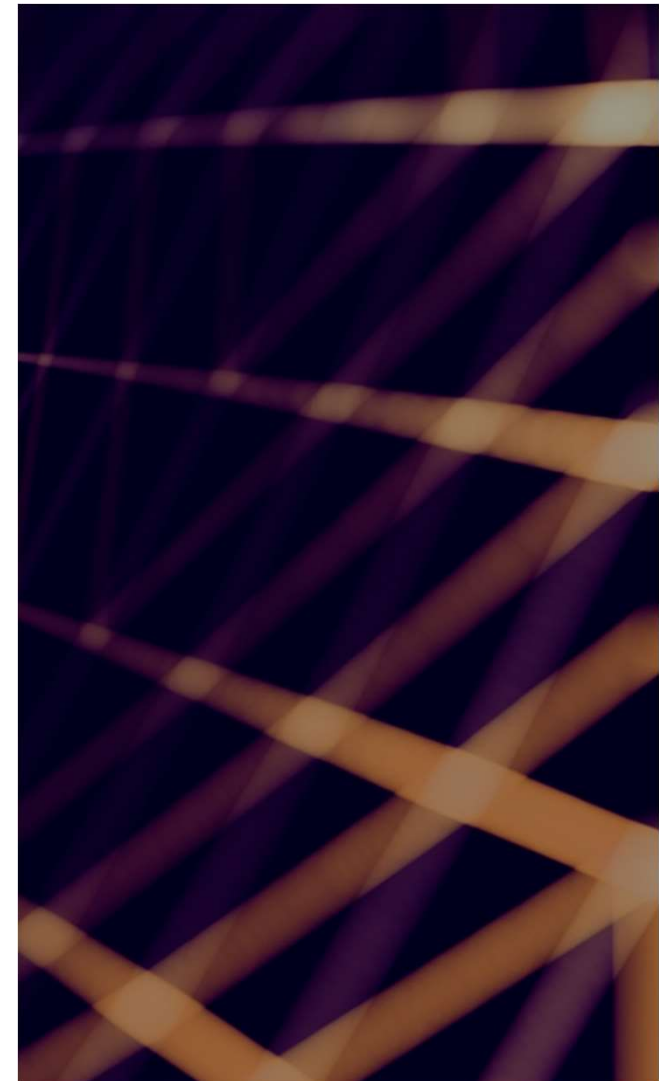


# Remuneration Report

## Ordinary Resolution 1 - Consideration of Remuneration Report

*"That the Remuneration Report included within the Directors' Report of the Company for the financial year ending on 30 June 2018 be adopted."*

Voting Summary					
Votes For	Votes Against	Open Useable	Total Votes	Exclusions	Abstain
35,269,448	8,803,525	344,959	44,417,932	2,343,025	1,598,300
79.40%	19.82%	0.78%	100%		

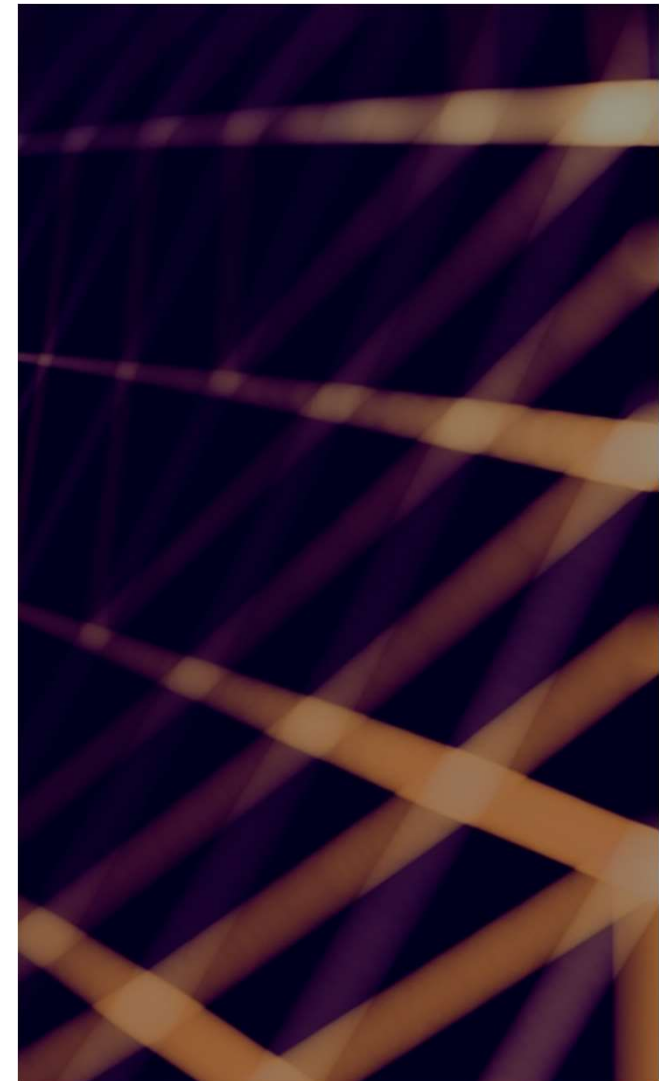


# Election of a Director

## Ordinary Resolution 2 – Re-election of a Director

*"That, Nigel Warren, is re-elected as a Director of the Company according to clause 12.17 of the Constitution of the Company."*

Voting Summary					
Votes For	Votes Against	Open Useable	Total Votes	Exclusions	Abstain
41,241,965	6,241,333	344,959	47,828,257	-	531,000
86.23%	13.05%	0.72%	100%		



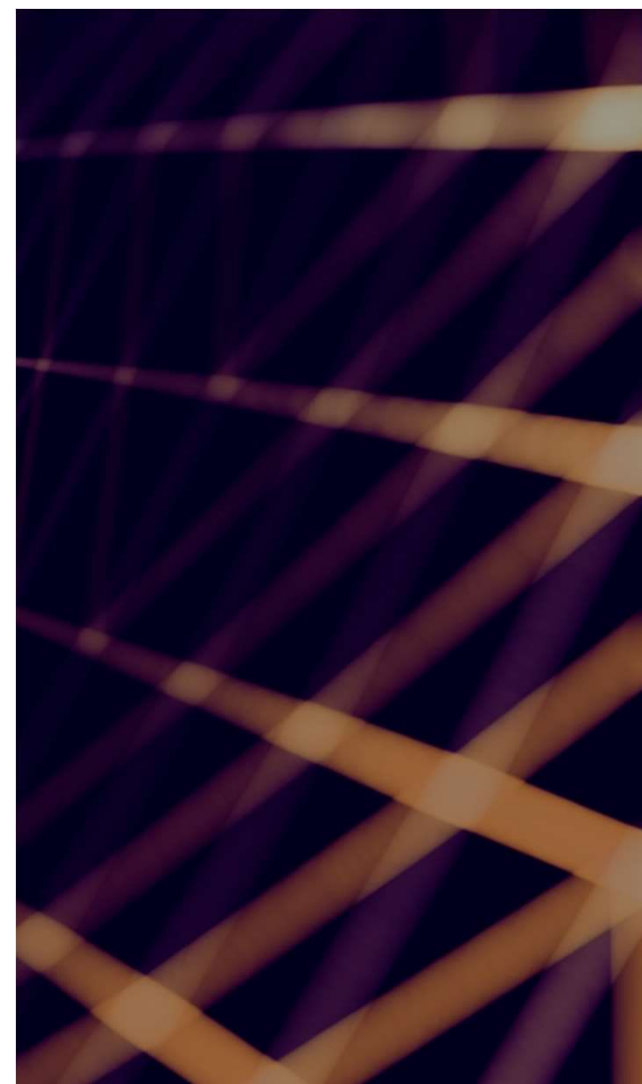


# Ratification of Previous issue of Shares

## Ordinary Resolution 3 - Ratification of Previous issue of Shares

*"That the members ratify the issue and allotment of 19,177,632 shares in PS&C as part consideration for the acquisition of the shares in Sacon Group Pty Ltd under a Share Sale and Purchase Agreement."*

Voting Summary					
Votes For	Votes Against	Open Useable	Total Votes	Exclusions	Abstain
42,526,707	2,125,837	344,959	44,997,503	-	3,361,754
94.51%	4.72%	0.77%	100%		

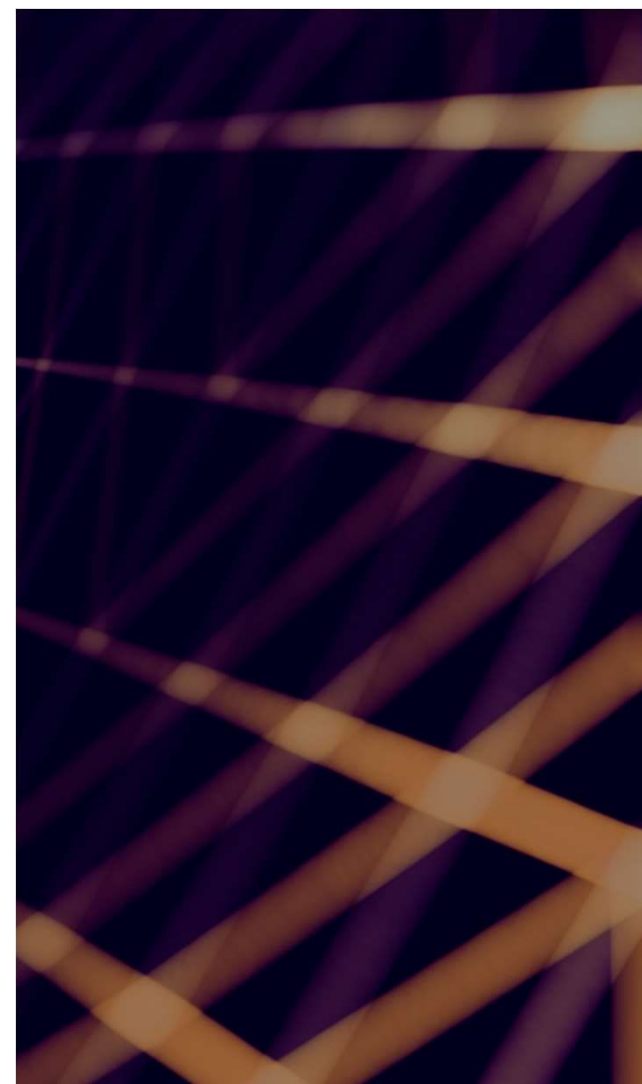


# Ratification of Previous issue of Shares

## Ordinary Resolution 4 - Ratification of Previous issue of Shares

*"That the members ratify the issue and allotment of 15,407,882 shares in PS&C - as part consideration for the acquisition of the shares in Bexton IT Services Pty Ltd under a Share Sale and Purchase Agreement."*

Voting Summary					
Votes For	Votes Against	Open Useable	Total Votes	Exclusions	Abstain
26,595,625	2,129,037	344,959	29,069,621	15,927,882	3,361,754
91.49%	7.32%	1.19%	100%		

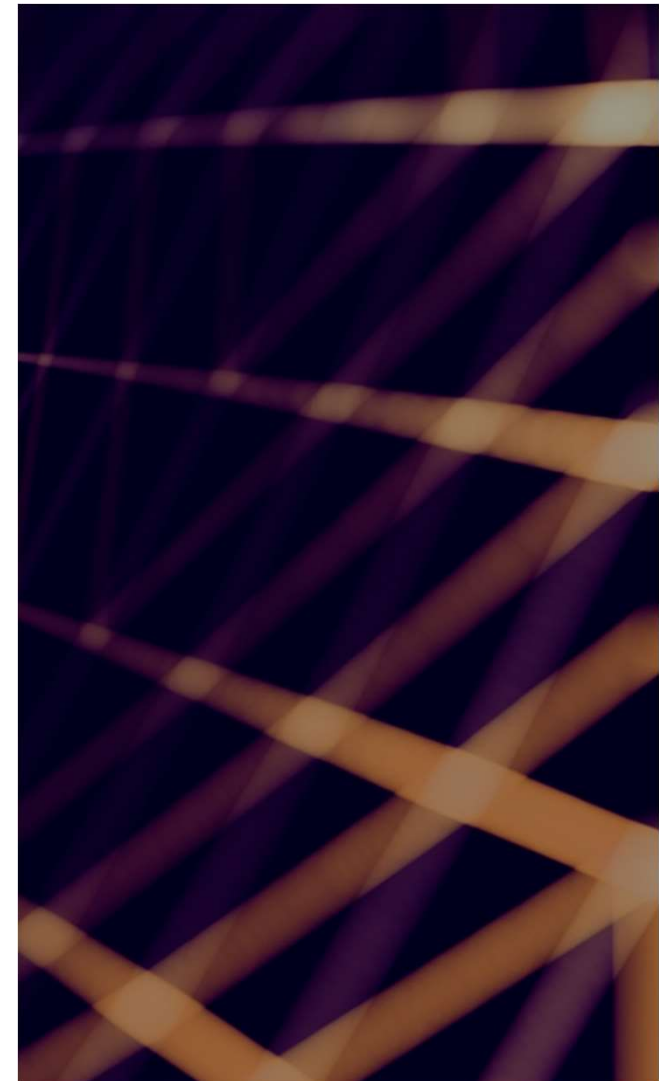


# Approval of Placement Facility

## Ordinary Resolution 5 - Approval of Placement Facility

*"that, for 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 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 shares were recorded on ASX immediately before the date on which the issue price is agreed or the date the issue is made."*

Voting Summary					
Votes For	Votes Against	Open Useable	Total Votes	Exclusions	Abstain
39,798,433	2,397,246	349,409	42,545,088	2,343,025	3,471,144
93.54%	5.63%	0.82%	100%		

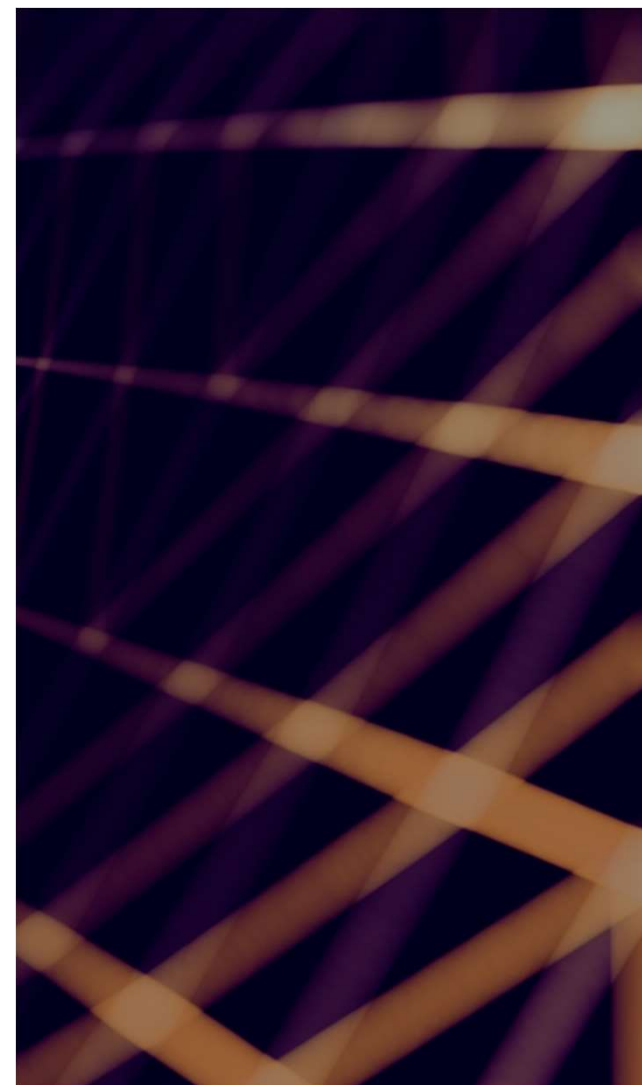


# Approval of Proposed Issue of Performance Rights

## Ordinary Resolution 6 - Approval of Proposed Issue of Performance Rights to Nigel Warren

*"That the members approve the issue of performance rights for the benefit of Nigel Warren under the Company's Employee and Director Benefit Plan on the terms set out in the Notice of Meeting."*

Voting Summary					
Votes For	Votes Against	Open Useable	Total Votes	Exclusions	Abstain
38,964,063	8,522,435	344,959	42,545,088	-	528,300
81.46%	17.82%	0.72%	100%		



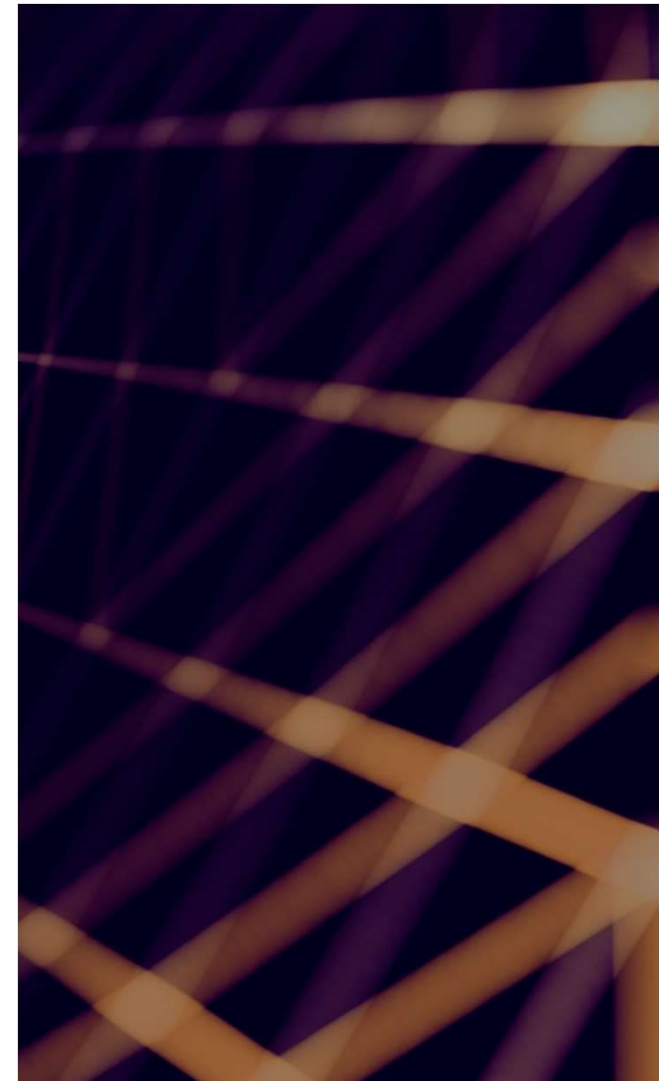


# Ratification of Proposed Issue of Shares

## Ordinary Resolution 7 - Ratification and approval of previous allotment and issue of securities

*"That the members ratify the issue and allotment of 3,105,590 shares in PS&C as part consideration for the acquisition of the shares in NTH Consulting Pty Ltd under a Share Sale and Purchase Agreement."*

Voting Summary					
Votes For	Votes Against	Open Useable	Total Votes	Exclusions	Abstain
39,490,763	2,159,037	344,959	41,994,759	-	188,028
94.04%	5.14%	0.82%	100%		





## Disclaimer

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The material in this presentation is a summary of the results of PS&C Ltd (PS&C) for the year ended 30 June 2018 as at the 23rd August 2018 together with an update on PS&C's activities, and is current at the date of preparation. Further details are provided in the Company's half year accounts and results announcement released on 23rd August 2018. It also contains details regarding the formal business of the Annual General Meeting as per the Notice of Meeting sent to Shareholders on 18 October 2018.

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