

# Notice of Annual General Meeting

CCP Technologies Limited ACN 009 213 754

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Notice is given that the Annual General Meeting of CCP Technologies Limited ACN 009 213 754 (**Company** or **CCP**) will be held at:

<b>Location</b>	BDO Melbourne Tower 4, Collins Square Level 18, 727 Collins Street Melbourne, Victoria Australia
<b>Date</b>	Friday, 29 November 2019
<b>Time</b>	9.00am (Melbourne time)

## Financial statements and reports

To consider and receive the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2019.

## Resolution 1 - Remuneration report

To consider and, if in favour, pass the following resolution in accordance with section 250R(2) of the *Corporations Act*:

*'That the Remuneration Report be adopted.'*

**Note:** Voting restrictions apply to this Resolution (see pages 4 and 5)

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

## Resolution 2 - Re-election of Mr Anoosh Manzoori

*'That Mr Anoosh Manzoori, a Non-Executive Director, who retires by rotation in accordance with Article 13.5 of the Constitution, and being eligible, be re-elected as a Director of the Company.'*

**Note:** Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Mr Manzoori abstaining) recommend that you vote in favour of this Resolution.

## Resolution 3 - Ratification of previous issue of 44,353,252 Shares to professional and sophisticated investors

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

*'That for the purposes of Listing Rule 7.4 and for all other purposes, subsequent shareholder approval be given for the previous issue of 44,353,252 Shares issued at \$0.013 per Share to various professional and sophisticated investors for the purpose of funding the Company's working capital.'*

The Directors recommend that you vote in favour of this Resolution.

**Note:** a voting exclusion applies to this Resolution (see pages 4 and 5)

**Resolution 4 - Ratification of previous issue of 14,513,447 Shares to suppliers in lieu of cash payment**

To consider and, if thought fit, to pass the following ordinary Resolution:

*'That for the purposes of Listing Rule 7.4 and for all other purposes, subsequent shareholder approval be given for the previous issue of 14,513,447 Shares in lieu of cash payment issued at \$0.013 per Share to suppliers to the Company in lieu of cash payments as detailed in the Explanatory Memorandum.'*

The Directors recommend that you vote in favour of this Resolution.

**Note:** a voting exclusion applies to this Resolution (see pages 4 and 5)

**Resolution 5 - Ratification of previous issue of 4,807,692 Shares to lenders in lieu of cash payment**

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

*'That for the purposes of Listing Rule 7.4 and for all other purposes, subsequent shareholder approval be given for the previous issue of 4,807,692 Shares in lieu of cash payment issued at \$0.0104 per Share to lenders of short term credit to the Company, in lieu of repayment obligations as detailed in the Explanatory Memorandum.'*

The Directors recommend that you vote in favour of this Resolution.

**Note:** a voting exclusion applies to this Resolution (see pages 4 and 5)

**Resolution 6 - Approval for issue of Shares to former Director – Mr Michael White**

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

*'That for the purposes of Listing Rule 10.11 and for all other purposes, approval be given for the issue of 5,000,000 Shares to Mr Michael White, a former director of the Company, (or his nominee), as payment in lieu of notice entitlements, as detailed in the Explanatory Memorandum.'*

The Directors recommend that you vote in favour of this Resolution.

**Note:** a voting exclusion applies to this Resolution (see pages 4 and 5)

**Resolution 7 - Approval for issue of Shares to former Director – Mr Anthony Rowley**

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

*'That for the purposes of Listing Rule 10.11 and for all other purposes, approval be given for the issue of 5,000,000 Shares to Mr Anthony Rowley, a former director of the Company (or his nominee), as payment in lieu of notice entitlements, as detailed in the Explanatory Memorandum.'*

The Directors recommend that you vote in favour of this Resolution.

**Note:** a voting exclusion applies to this Resolution (see pages 4 and 5)

## **Resolution 8 - Approval of additional 10% capacity to issue Shares under Listing Rule 7.1A**

To consider and, if in favour, to pass the following resolution as a special resolution:

'That for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve CCP having the capacity to issue additional Shares, up to 10% of the issued capital of CCP (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum.'

The Directors recommend that you vote in favour of this Resolution.

**Note:** a voting exclusion applies to this Resolution (see pages 4 and 5)

## **Resolution 9 – Selective Share Buy Back**

To consider and, if in favour, pass the following resolution as a special resolution:

*"That the Company complete a selective buy-back of 23,172,159 fully paid ordinary shares and 23,172,159 options from Penta Global Blockchain Foundation Ltd for nil consideration."*

**Note:** voting restrictions apply to this Resolution (see pages 4 and 5)

Dated: 25 October 2019

By order of the Board



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**Leath Nicholson**  
Chairman

# Voting exclusion statement

## Corporations Act

<b>Resolution 1: Directors' remuneration report</b>	<p>The Company will disregard votes cast by a member of the Key Management Personnel or their closely related parties details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member, in contravention of section 250R or 250BD Corporations Act.</p> <p><b>Key Management Personnel</b> are identified at page 16 of the Annual Report.</p> <p><b>'Closely related parties'</b> are defined in the Corporations Act 2001, and include certain of their family members, dependents and companies they control.</p>
<b>Resolution 6 - Approval for issue of Shares to former Director – Mr Michael White</b>	<p>The Company will disregard votes cast by a member of the Key Management Personnel or their closely related parties details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member, in contravention of section 250R or 250BD Corporations Act.</p>
<b>Resolution 7 - Approval for issue of Shares to former Director – Mr Anthony Rowley</b>	<p>The Company will disregard votes cast by a member of the Key Management Personnel or their closely related parties details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member, in contravention of section 250R or 250BD Corporations Act.</p>
<b>Resolution 9 – Selective Share Back</b>	<p>This requires a <b>special resolution</b> of the Shareholders <u>with</u> no votes being cast in favour of the Resolution by any person whose Shares are proposed to be bought back or by their associates</p>

Notwithstanding the above, a Key Management Personnel (KMP) may cast a proxy where the proxy specifies in writing how the KMP is to vote (except proxies cast on behalf of another KMP). The Chair is permitted to vote undirected proxies where the shareholder expressly authorises the chair to exercise the proxy.

Accordingly, if you have appointed the Chair (either directly or by default) as your proxy and you have not directed them how to vote, you are authorising the Chair to exercise the proxy in respect of the above Resolutions notwithstanding that the Chair or KMP may benefit.

## Listing Rules

In accordance with Listing Rule 14.11, the Company will disregard votes cast **in favour**:

<b>Resolution 3 - Ratification of</b>	A person who participated in the issue and their
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previous issue of 44,353,252 Shares to professional and sophisticated investors	associates
Resolution 4 - Ratification of previous issue of 14,513,447 Shares to suppliers and lenders	A person who participated in the issue and their associates
Resolution 5 - Ratification of previous issue of 4,807,692 Shares to supplies and lenders	A person who participated in the issue and their associates
Resolution 6 - Approval for issue of Shares to former Director Mr Michael White	Mr Michael White and his associates
Resolution 7 - Approval for issue of Shares to former Director Mr Anthony Rowley	Mr Anthony Rowley and his associates
Resolution 8: Approval of additional 10% capacity to issue shares under Listing rule 7.1A	A person who may participate in the proposed issue and a person who might obtain a material benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed and their associates

However, for the purposes of Listing Rule 14.11, the Company will not disregard a vote if:

- 1 it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- 2 it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## Notes

- 1 Subject to the Corporations Act, including sections 250R and 250BD, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- 2 The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- 3 If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- 4 A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- 5 The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of determining a conference to vote and attend at the meeting or any adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00pm (Melbourne time) on Wednesday 27 November 2019. Transactions registered after that time will be disregarded in determining ability to attend and vote.
- 6 If you have any queries on how to cast your votes then call the Company Secretary on 03 9824 5254 during business hours.

# Explanatory Memorandum

CCP Technologies Limited ACN 009 213 754

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This Explanatory Memorandum accompanies the notice of Annual General Meeting of the Company to be held at BDO Melbourne, Tower 4, Collins Square, Level 18, 727 Collins Street, Melbourne, Victoria Australia on Friday 29 November 2019 at 9.00am (Melbourne time).

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

## Financial statements and reports

- 1 The Corporations Act requires that the report of the Directors, the auditor's report and the financial report be laid before the Annual General Meeting.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.
- 3 Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on these reports.
- 4 In addition to asking questions at the meeting, Shareholders may address written questions to the chairman about the management of the Company or to the Company's auditor, if the question is relevant to:
  - (a) the content of the auditor's report; or
  - (b) the conduct of its audit of the annual financial report to be considered at the meeting.

**Note:** Under section 250PA(1) of the Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the AGM is held.

- 5 Written questions for the auditor must be delivered by 5.00pm (Melbourne time) on Friday, 22 November 2019.
- 6 Please send any written questions for the Company's auditor to: **The Company Secretary, CCP Technologies Limited, Level 3, 62 Lygon St, Carlton, VIC 3053, Australia.**

## Resolution 1: Remuneration Report

- 7 The Remuneration Report is contained in the Annual Report, which is available on the CCP website at [www.ccp-technologies.com](http://www.ccp-technologies.com).
- 8 The Corporations Act requires that the Remuneration Report be put to the vote of Shareholders for adoption.
- 9 This Resolution of Shareholders is advisory only and not binding on the Company. The Board will take the discussion at the meeting into consideration when determining CCP's remuneration policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.
- 10 The Remuneration Report:

- (a) reports and explains the remuneration arrangements in place for Executive Directors, senior management and Non-Executive Directors;
  - (b) explains Board policies in relation to the nature and value of remuneration paid to Non-Executive Directors, executives and senior managers within CCP; and
  - (c) discusses the relationship between the Board policies and CCP performance.
- 11 Whilst the vote on this Resolution is advisory only, and does not bind the Directors or the Company, the Board will however consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act 2001, if 25% or more of votes that are cast at the meeting are voted against the adoption of the Remuneration Report at two consecutive AGM's, Shareholders will be required to vote at the second of those AGMs on a resolution **(Spill Resolution)** that another meeting be held within 90 days at which all of the Company's Directors (other than any Managing Director) must go up for re-election.
- 12 Shareholders will recall that not more than 25% of the votes cast were cast against the 'remuneration resolution' at the 2018 AGM and therefore, there will be no requirement at this AGM for a Spill Resolution.
- 13 The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

#### **Directors' Recommendation**

- 14 As the Resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, makes no recommendation regarding this Resolution.

### **Resolution 2: Re-election of Mr Manzoori**

- 15 Article 13.5 of the Company's Constitution provides that at each Annual General Meeting one-third of the Directors (except for the Managing Director), or, if their number is not three or a multiple of three then the number nearest but not exceeding one-third, shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot.
- 16 The Board has determined that Mr Anoosh Manzoori will retire from office under Article 13.5 of the Constitution and stand for re-election.
- 17 Mr Manzoori retires from office under Article 13.5 of the Constitution and stands for re-election to the Board. He was appointed as a Director on 14 October 2016.
- 18 Mr Manzoori is currently the CEO of Shape Capital Pty Ltd, an advisory and venture investment firm. He has networks and access to venture capital and private equity groups in Australia and in the United States. Previously, he was the founder and CEO of the second largest cloud hosting company in Australia. He built the company from scratch, reaching 75,000 customers within five years, with over 10 percent market share in Australia, before selling the company to MYOB in 2008. Anoosh is a member of the Institute of Company Directors and is an Expert Network Member for the Department of Industry, Innovation and Science. Mr Manzoori is currently the Chairman of First Growth Funds Limited.

#### **Directors' Recommendation**

- 19 The Directors (with Mr Manzoori abstaining), recommend the re-appointment of Mr Manzoori.

## Resolutions 3, 4 and 5 Ratification of previous issue of Shares

- 20 ASX Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) Shareholder approval is required for an issue of securities if the securities will, when aggregated with the securities issued by a company during the previous 12 months, exceed 15% (**15% Limit**).
- 21 Where at an annual general meeting, the shareholders have approved by special resolution the additional capacity to issue equity securities under ASX Listing Rule 7.1A, the company may issue an additional 10% of the share capital (**Additional 10% Capacity**), in the 12-month period, on top of the 15% Limit. Shareholders will recall that at the 2018 annual general meeting, the Company obtained shareholder approval for the Additional 10% Capacity.
- 22 ASX Listing Rule 7.4 provides that where a company's shareholders ratify a prior issue of securities (provided that the previous issue of securities did not breach those rules) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rules 7.1 and 7.1A.
- 23 The purpose of Resolutions 3, 4, and 5 is to seek Shareholder approval to the previous allotments of securities pursuant to ASX Listing Rule 7.4
- 24 The aggregate allotments and issue of securities detailed in Resolutions 3, 4 and 5 were within the 15% Limit and Additional 10% Capacity thresholds.

### Resolution 3 - Ratification of previous issue of 21,739,126 Shares to professional and sophisticated investors

- 25 In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars in relation to the allotment and issue of Shares for the purpose of Resolution 3:

<b>Date of issue</b>	19 July 2019
<b>Number of Shares issued</b>	44,353,252
<b>Issue price</b>	\$0.013 per share
<b>Terms of Shares</b>	Ordinary fully paid shares
<b>Persons to whom Shares were issued</b>	Various professional and sophisticated investors identified by the Company
<b>Intended use of funds</b>	To fund the expansion of the Company's sales and marketing effort in both domestic and overseas markets and other working capital requirements

#### Directors' recommendation

- 26 The Directors recommend that you vote in favour of this Resolution.

### Resolution 4 - Ratification of previous issue of 14,513,447 Shares to suppliers

- 27 In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars in relation to the allotment and issue of Shares for the purpose of Resolution 4:



<b>Date of issue</b>	2 September 2019
<b>Number of Shares issued</b>	14,513,447
<b>Issue price</b>	Deemed issue price of \$0.013 per share
<b>Terms of Shares</b>	Ordinary fully paid shares
<b>Persons to whom Shares were issued</b>	Various unrelated suppliers who provided services to the Company
<b>Intended use of funds</b>	In lieu of cash payment for consulting services provided to the Company in accordance with the engagement letter between the Company and various unrelated suppliers

#### **Directors' recommendation**

- 28 The Directors recommend that you vote in favour of this Resolution.

#### **Resolution 5 - Ratification of previous issue of 4,807,692 Shares to lenders**

- 29 In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars in relation to the allotment and issue of Shares for the purpose of Resolution 5:

<b>Date of issue</b>	2 September 2019
<b>Number of Shares issued</b>	4,807,692
<b>Issue price</b>	Deemed issue price of \$0.0104 per share
<b>Terms of Shares</b>	Fully paid ordinary shares
<b>Persons to whom Shares were issued</b>	MR CLARENCE NYAP-WATT TAN <DR C TAN FAMILY A/C> CLAYWORTH PTY LTD <THE CLAYWORTH SUPER FUND A/C>
<b>Intended use of funds</b>	In lieu of cash repayment of short-term loan facilities made available to the Company by the Lenders.

#### **Directors' recommendation**

- 30 The Directors recommend that you vote in favour of this Resolution.

#### **Resolutions 6 and 7: Approval for issue of Shares to former Executive Directors**

- 31 Under ASX Listing Rule 10.11, shareholder approval is required for the issue of equity securities to a related party of a listed company. Once approval is obtained pursuant to ASX Listing Rule 10.11, the Company is entitled to rely on ASX Listing Rule 7.2, Exception 14 as an exception to any requirement that may otherwise apply requiring shareholder approval under ASX Listing Rule 7.1. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.
- 32 Resolutions 6 and 7 seek Shareholder approval to issue Shares to the Company's former Executive Directors, Mr White and Mr Rowley in lieu of notice entitlements on the cessation of their employment. The Company negotiated a reduced entitlement with each of Mr White and Mr Rowley at the time they ceased employment with the Company and the flexibility to pay by the issue of shares in lieu of cash (**Termination Agreement**).
- 33 Although Mr White and Mr Rowley are no longer Directors, they were related parties at the time the offer was made and accordingly, the Board has determined it is appropriate to seek Shareholder approval for the issue of the Shares to Mr White and Mr Rowley.

- 34 The Board has formed the view that the issue of Shares to Mr White and Mr Rowley does not require Shareholder approval under section 208 of the Corporations Act, as the issue of the Shares constitutes 'reasonable remuneration' in accordance with section 211 of the Corporations Act.
- 35 ASX Listing Rule 10.13 requires the meeting document concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 10.11 to include the following information:
- (a) The Shares will be issued to Mr Michael White, and to Mr Anthony Rowley, previous directors of the Company (or their nominees). Each of Mr White and Mr Rowley were related parties at the time of entry into the Termination Agreement.
  - (a) The maximum number of Shares to be issued under the approval sought through Resolutions 11 and 12 is 5,000,000 Shares for each of Mr White and Mr Rowley. Each Share will rank pari passu with all other fully paid ordinary shares on issue in the Company.
  - (b) The deemed issue price is \$0.012 being the deemed price calculated based on the alternative of paying the agreed cash amount of \$60,000 payable to each Mr White and Mr Rowley in the event that Shareholder approval is not obtained and the Company is unable to issue 5,000,000 Shares to each Mr White and Mr Rowley.
  - (c) The Company will issue the Shares as soon as practicable following the date of the Meeting and, in any case, within one (1) month of the date of the Meeting.
  - (d) No funds will be raised from the issue of the Shares. The Shares are issued in lieu of paying cessation of employment entitlements.
  - (e) The Directors of the Company recommend Shareholders vote in favour of Resolutions 6 and 7.
  - (f) A voting exclusion statement is contained on pages 4 and 5 of this Notice.
  - (g) If these Resolutions are not passed, Mr White and Mr Rowley will be entitled to seek payment in cash of \$60,000 each.

## **Resolution 8: Approval of additional 10% placement capacity**

- 36 Resolution 8 seeks Shareholder approval to permit CCP to issue an additional 10% of its issued capital over a 12-month period in accordance with ASX Listing Rule 7.1A (**Additional Placement Capacity**).
- 37 As stated above, ASX Listing Rule 7.1 permits CCP to issue up to the 15% Limit in any 12-month period without requiring shareholder approval. Under ASX Listing Rule 7.1A, eligible entities (companies that are outside the S&P/ASX 300 index and have a market capitalisation of \$300 million or less) can issue a further 10% of share capital in 12 months on a non-pro rata basis subject to the company obtaining shareholder approval. If passed, this Resolution will effectively allow CCP to issue up to 25% of its issued capital in the next 12 months without seeking any additional Shareholder approvals. The shares the subject of the Additional Placement Capacity must be an existing class of security quoted on the ASX. This Resolution is a special resolution. A **special resolution** requires at least 75% of the votes cast by members entitled to vote must vote in favour of the resolutions, which includes proxies.
- 38 CCP is an eligible entity as at the date of this Notice of Meeting.
- 39 The number of Shares that may be issued (if Shareholder approval is obtained at the Annual General Meeting) will be determined in accordance with the following formula prescribed in ASX Listing Rule 7.1A.2:

### **(A x D) – E**

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

- (A) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% capacity pursuant to ASX Listing Rule 7.1 without Shareholder approval; and
- (D) less the number of fully paid shares cancelled in the 12 months.

**D** is 10%.

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

40 For the purposes of ASX Listing Rule 7.3A, CCP provides the following information:

<b>Minimum price at which the equity securities may be issued</b>	<p>The issue price of each share must be no less than 75% of the volume weighted average price for the shares calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> <li>(a) the date on which the price, at which the securities are to be issued, is agreed; or</li> <li>(b) if the securities are not issued within five trading days of the date in paragraph (a), the date on which the securities are issued.</li> </ul>
<b>Risk of economic and voting dilution</b>	<p>An issue of shares under ASX Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:</p> <ul style="list-style-type: none"> <li>(a) the market price for shares may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and</li> <li>(b) the equity securities may be issued at a price that is at a discount to the market price for the shares on the issue date.</li> </ul> <p>Under ASX Listing Rule 7.3A.2, a table describing the notional possible dilution, based upon various assumptions as stated, is set out below.</p>
<b>Date by which the Company may issue the securities</b>	<p>The period commencing on the date of the annual general meeting (to which this notice relates) at which approval is obtained and expiring on the first to occur of the following:</p> <ul style="list-style-type: none"> <li>(a) the date which is 12 months after the date of the annual general meeting at which approval is obtained; and</li> <li>(b) the date of the approval by holders of the Company's ordinary securities of a transaction under ASX Listing Rules 11.1.2 or 11.2.</li> </ul> <p>The approval under ASX Listing Rule 7.1A will cease to be valid if holders of the Company's ordinary securities approve a transaction under ASX Listing Rules 11.1.2 or 11.2.</p>
<b>Purposes for which the equity securities may be issued, including whether the Company may issue them for non-cash</b>	<p>It is the Board's current intention that any funds raised under an issue of equity securities will be applied as follows:</p> <ul style="list-style-type: none"> <li>(a) potential acquisitions;</li> </ul>

<b>consideration</b>	(b) working capital; The Company reserves the right to issue shares for non-cash consideration, including for payment of service or consultancy fees and costs.
<b>Details of CCP's allocation policy for issues under approval</b>	<p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to ASX Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to factors including but not limited to the following:</p> <ul style="list-style-type: none"> <li>(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;</li> <li>(b) the effect of the issue of the ASX Listing Rule 7.1A shares on the control of the Company;</li> <li>(c) the financial situation and solvency of the Company; and</li> <li>(d) advice from corporate, financial and broking advisers (if applicable).</li> </ul> <p>The allottees under the ASX Listing Rule 7.1A facility have not been determined as at the date of this Notice of Meeting but may include existing substantial shareholders and new shareholders who are not related parties or associates of a related party of the Company. Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the ASX Listing Rule 7.1A facility will be or include the vendors of the new assets or investments.</p>
<b>Previous approvals under ASX Listing Rule 7.1A</b>	26 November 2018

#### Information under ASX Listing Rule 7.3A.6(a)

- 41 The table below shows the total number of equity securities issued in the past 12 months preceding the date of the AGM and the percentages those issues represent of the total number of equity securities on issue at the commencement of the 12-month period.

<b>Equity securities on issue at the commencement of the 12-month period</b>	426,797,689 (including 409,818,139 ordinary shares, 6,979,550 unlisted options and 10,000,000 share rights)
<b>Equity securities issued in the prior 12-month period</b>	143,085,630 (including 100,023,280 ordinary shares and 43,062,350 unlisted options)
<b>Percentage previous issues represent of total number of equity securities on issue at commencement of 12-month period</b>	33.5%

#### Information under ASX Listing Rule 7.3A.6(b)

A table sets out specific details for each issue of equity securities that has taken place in the 12-month period preceding the date of the AGM is included in the Annexure on page 26. **Information under ASX Listing Rule 7.3A.2**

- 42 The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated under the formula in ASX Listing Rule 7.1A(2) as at the date of this notice.
- 43 In particular, it assumes that "A" is calculated upon Resolutions 3, 4, 5, 6 and 7 being approved at the Annual General Meeting.
- 44 The table shows two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders' meeting.
- 45 The table also shows two examples where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.007 50% decrease in Issue Price	\$0.013 Issue Price	\$0.026 100% increase in Issue Price
<b>Current Variable A* 509,841,419 Shares</b>	10% voting dilution	50,984,142	50,984,142	50,984,142
	Funds raised	\$331,397	\$662,794	\$1,325,588
<b>50% increase in current Variable A* 764,762,129 Shares</b>	10% voting dilution	76,476,213	76,476,213	76,476,213
	Funds raised	\$497,095	\$994,191	\$1,988,382
<b>100% increase in current Variable A* 1,019,682,838 Shares</b>	10% voting dilution	101,968,284	101,968,284	101,968,284
	Funds raised	\$662,794	\$1,325,588	\$2,651,175

\*Note: Current Variable A refers to the calculation required by ASX Listing Rule 7.1A.2.

- 46 The table has been prepared on the following assumptions:
- (a) CCP issues the maximum number of Shares available under the 10% ASX Listing Rule 7.1A approval.
  - (b) No Options are exercised to convert into Shares before the date of the issue of the Shares available under ASX Listing Rule 7.1A.
  - (c) 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%.
  - (d) The table does not show an example of dilution that may be caused to a particular shareholder by reason of Share issue under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the meeting.

- (e) The table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
- (f) The issue of securities under ASX Listing Rule 7.1A consists only of Shares.
- (g) The issue price is \$0.013, being the closing price of the shares on ASX on 21 October 2019.

**Directors' recommendation**

The Directors unanimously recommend Shareholders vote in favour of this Resolution.

## Resolution 9: Selective Share Buy-back

On 11 July 2018, the Company entered into a Securities Subscription Agreement with Penta Global Blockchain Foundation (**Subscription Agreement**). Pursuant to the Subscription Agreement, Penta was issued with 43,062,350 fully paid ordinary Shares and 43,062,350 unlisted Options in consideration for the transfer of Penta Tokens to CCP. It was a condition of the Subscription Agreement that Penta issue further Penta Tokens to CCP in the event that the value of the Penta Tokens fell. Penta failed to issue the additional Penta Tokens. To resolve the matter, Penta and the Company entered into a settlement and buy back agreement (**Buy Back Agreement**), pursuant to which, Penta agreed to have 23,172,159 of its Shares bought back for nil consideration and 23,172,159 Options cancelled. The Company does not require Shareholder approval to cancel the Options and accordingly, the Options will be cancelled within 5 days of the date of this Resolution.

In order to give effect to the buy-back, the Company is required to complete a selective buy-back with Penta. The Board has determined that it is satisfied that the buy-back does not materially prejudice the Company's ability to pay its creditors, **as no money is being paid to Penta.**

A selective buy-back must be approved either by:

- (a) A **special resolution** passed at a general meeting of the Company, with no votes being cast in favour of the resolution by any person whose shares are proposed to be bought back or by their associates; or
- (b) a resolution agreed to, at a general meeting, by all ordinary shareholders.

The Board has resolved to seek Shareholder approval by way of special resolution.

### Information to be given to Shareholders

Pursuant to Regulatory Guide 110 issued by the Australian Securities & Investment Commission, the following information is provided to Shareholders:

<b><i>Number of shares on issue</i></b>	509,841,419 fully paid ordinary shares
<b><i>Number and percentage of shares to be bought back</i></b>	23,172,159 representing 4.54% of the current issued capital.
<b><i>Particulars of the terms of the buy-back</i></b>	The buy-back is required to satisfy obligations under the terms of settlement with Penta as recorded in the Buy Back Agreement. The buy-back does not require the Company to pay any moneys to Penta.
<b><i>Share buy-back price</i></b>	No payment is required to be made by the Company in accordance with the Buy Back Agreement.
<b><i>Reason for the buy-back</i></b>	To finalise all matters relating to the settlement arrangements with Penta.
<b><i>Interests of any director who may participate in a share buy-back agreement</i></b>	Not applicable
<b><i>Financial effect of the buy-back scheme on the Company</i></b>	As no monies are being paid for the shares to be bought back, there is no financial effect of the buy-back on the Company.

<b><i>Source of the funds for the buy-back scheme</i></b>	Not applicable, as no monies are to be paid for the shares.
<b><i>The effect of the buy-back on the control of the Company</i></b>	There will be no effect on the control of the Company.
<b><i>If the Company is listed, information about the current share price and any additional information that ASX Listing Rules require to be disclosed</i></b>	As at the date of this memorandum, the Share price was \$0.013 per Share.
<b><i>Advantages and disadvantages of the buy-back</i></b>	<p><b>Advantages:</b> the buy-back does not require the payment of any funds. The buy-back is a formal requirement that will allow the Company to cancel the 23,172,159 of the Shares issued to Penta under Securities Subscription Agreement</p> <p><b>Disadvantages:</b> as the buy-back is required to complete all matters under the Buy Back Agreement for nil consideration, the Board is of the view that there are no disadvantages.</p>

#### **Directors recommendation**

The Director unanimously recommend that Shareholders vote in favour of this Resolution.



## LODGE YOUR PROXY APPOINTMENT ONLINE



### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



### MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

## 2019 ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of CCP Technologies Limited and entitled to attend and vote hereby:

### APPOINT A PROXY



The Chairman of the meeting

OR



**PLEASE NOTE:** If you leave the section blank, the Chairman of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including 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 the Company to be held at **BDO Melbourne, Tower 4, Collins Square, Level 18, 727 Collins Street, Melbourne, Victoria Australia on 29 November 2019 at 9.00am (Melbourne 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 Resolution 1 (except where I/we have indicated a different voting intention below) even though this resolution is connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chairman. I/we acknowledge the Chairman of the Meeting intends to vote all undirected proxies available to them in favour of each Resolution of Business.

### VOTING DIRECTIONS

#### Resolutions

	For	Against	Abstain*
1 Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Anoosh Manzoori	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of previous issue of 44,353,252 Shares to professional and sophisticated investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of previous issue of 14,513,447 Shares to suppliers in lieu of cash payment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of previous issue of 4,807,692 Shares to lenders in lieu of cash payment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval for issue of Shares to former Director – Mr Michael White	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval for issue of Shares to former Director – Mr Anthony Rowley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval of additional 10% capacity to issue Shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Selective Share Buy Back	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)



Joint Shareholder 2 (Individual)



Joint Shareholder 3 (Individual)



Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address



Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

### CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

### APPOINTMENT OF A PROXY

If you wish to appoint the Chairman as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

### DEFAULT TO THE CHAIRMAN OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chairman of the Meeting.

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

### PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chairman) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolution 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolution 1.

**PLEASE NOTE:** If you appoint the Chairman as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chairman may vote as they see fit on that resolution.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares 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; and
- Return both forms together.

### CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

Where the holding is in one name, the security holder must sign.

#### Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

#### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 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.

### LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 9.00am (Melbourne time) on 27 November 2019, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



#### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



#### BY MAIL

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909



#### BY FAX

+61 8 9262 3723



#### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033