



CPT GLOBAL LIMITED NOTICE OF MEETING

2021 ANNUAL GENERAL MEETING

Thursday, 25 November 2021, 11:00am (Australian Eastern Daylight Time)

Office of CPT Global Limited


Level 3, 818 Bourke Street, Docklands, Victoria 3008

Shareholders should be mindful of continuous changes to COVID 19 laws and recommendations. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the General Meeting, the Company will notify shareholders accordingly via the Company's website (www.cptglobal.com) and the ASX announcement platform.

2021 Annual Report

A copy of CPT Global Limited's 2021 Annual Report, including the financial report, director's report and auditors report for the year ended 30 June 2021 is available on our website at:

www.cptglobal.com/investor-centre/

 +61 3 9684 7900

 Info@cptglobal.com

 www.cptglobal.com

CPT Global Limited ABN 16 083 090 895 October, 2021



ANNUAL GENERAL MEETING AGENDA

THURSDAY, 25 NOVEMBER 2021

10:00am	Registration opens
11:00am	Annual General Meeting commences: <ul style="list-style-type: none">• Welcome to shareholders – Chairman• Managing Director's presentation• Items of Business

CONDUCT OF BUSINESS AT THE MEETING

The Annual General Meeting is an important event and we encourage shareholders to actively participate.

Important information about the meeting and the conduct of the meeting is set out within this document and we encourage all shareholders to read it thoroughly and carefully.

The Company will ensure social distancing requirements are adhered to for the safety of shareholders, staff and other individuals present at the meeting.

DISCUSSION AND ASKING QUESTIONS

Discussion will take place on all items of business to be considered at the Meeting. Information on the items of business can be found below in the Notice of Meeting and Explanatory Notes.

Shareholders will have a reasonable opportunity to ask questions at the Annual General Meeting, including the opportunity to ask questions of the Auditor.

To ensure that all shareholders who wish to ask a question have the opportunity, shareholders are requested to observe the following guidelines:

- please keep questions brief and relevant to the item of business being discussed; and
- if you have more than one question, please ask all questions at once.

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Questions can be sent by email to investorservices@cptglobal.com at least 24 hours prior to the meeting. We will attempt to address questions

submitted in advance during the Managing Director's presentation.

Directors and senior executives will also be available after the Meeting.

2021 ANNUAL REPORT

The Annual Report provides detailed financial data and information on CPT Global Limited's consolidated performance as required to comply with applicable regulatory requirements.

It is available at www.cptglobal.com/investor-centre in the financial reports section or by calling the Share Registrar on 1300 737 760 (within Australia) and +61 2 9290 9600 (overseas investors) to request a hard copy

CPT INVESTOR CENTRE

Shareholders can view information on our website: www.cptglobal.com/investor-centre. Documents can be viewed on-line or downloaded.

COMMUNICATING WITH INVESTORS

We are committed to keep shareholders informed between Annual General Meetings and we encourage all shareholders to register online with InvestorServe so you can securely manage your investment and communication preferences online. You can register with InvestorServe at www.investorserve.com.au.

InvestorServe is a service provided by our Share Registrar Boardroom.



NOTICE OF 2021 ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at Level 3, 818 Bourke Street, Docklands, Victoria 3008 on Thursday 25th November 2021 at 11:00am (AEDT).

BUSINESS

1. ANNUAL REPORTS

To consider the Annual Report, Financial Report and the Reports of the Directors and of the Auditor for the year ended 30 June 2021.

2. ADOPTION OF THE REMUNERATION REPORT (Resolution 1)

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

"To adopt the Company's remuneration report and the report forming part of the directors' report for the financial year ended 30 June 2021".

The vote on this resolution is advisory only.

3. RE-ELECTION OF RETIRING DIRECTOR (Resolution 2)

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

"That Mr Fred Grimwade, having been a Non-Executive Director of the Company since 2004 and being required to retire from office in accordance with rule 8.1(d)(2A) of the Company's constitution, being eligible and having offered himself for re-election, be elected as a director of the Company (to take effect from the conclusion of the Company's 2021 annual general meeting)".

4. APPROVE THE CPT EMPLOYEE EQUITY PLAN (Resolution 3)

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

"That, for the purposes of ASX listing rules 7.1 and 7.2 Exception 13, section 200B of the Corporations Act (Cth) and for all other purposes, shareholders approve the CPT Employee Equity Plan".

5. GRANT OF PERFORMANCE RIGHTS TO MR LUKE TUDDENHAM (OUTSIDE THE COMPANY'S EEP) (Resolution 4)

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

"That, for the purpose of ASX listing rule 10.11, sections 200B and 200E and for all other purposes, approval is given for the Company to grant to the Company's Chief Executive Officer, Mr Luke Tuddenham, 1,000,000 performance rights on the terms set out in the Explanatory Notes to this Notice of Meeting"

VOTING RESTRICTIONS

CORPORATIONS ACT

VOTING RESTRICTIONS FOR RESOLUTION 1 (REMUNERATION REPORT), RESOLUTION 3 (ADOPTION THE CPT EMPLOYEE EQUITY PLAN) AND RESOLUTION 4 (GRANT OF PERFORMANCE RIGHTS)

In accordance with the Corporations Act, the Company is required to disregard any votes cast on resolutions 1, 3 and 4 by or on behalf of either a member of the key management personnel (KMP), details of whose remuneration are included in the remuneration report, or a closely related party of such a member (together "prohibited persons"). Closely related party is defined in the Corporations Act and includes spouse, dependent and certain other close family members, as well as companies controlled by a member of the KMP. Furthermore, no member of the KMP or a closely related party of any such member may vote **as a proxy** on resolutions 1, 3 and 4, unless:

- the person votes as a proxy appointed by writing that specified how the person is to vote on resolutions 1, 3 and 4; or
- the person is the Chairman and votes as a proxy appointed by writing that expressly authorises the Chairman to vote on resolutions 1, 3 and 4 even though those items are connected directly or indirectly with the remuneration of a member of the KMP of the



Company and even though the Chairman is a member of the KMP management of the Company.

If the Chairman of the AGM is appointed, or taken to be appointed, as a proxy by a shareholder, that shareholder can direct the Chairman to vote for or against, or to abstain from voting on Resolutions 1, 3 and 4 by marking the appropriate box opposite Resolutions 1, 3 and 4 on the proxy form. No proxy may be cast on Resolutions 1, 3 and 4 on behalf of a KMP or closely related party.

If the Chairman of the AGM is appointed as a proxy by a shareholder, and that shareholder does not mark any of the boxes opposite Resolutions 1, 3, and 4 in the proxy form, the Chairman is expressly authorised to exercise undirected proxies to vote in favour of Resolutions 1, 3 and 4 even though these Resolutions are connected directly or indirectly with the remuneration of a KMP, which includes the Chairman.

ASX LISTING RULES

RESOLUTION 3 (ADOPTION THE CPT EMPLOYEE EQUITY PLAN) AND RESOLUTION 4 (GRANT OF PERFORMANCE RIGHTS)

As is required under the ASX listing rules, the Company is required to disregard any votes cast in favour of:

Resolution 3 by:

- any person who is eligible to participate in the CPT Employee Equity Plan; or
- any associate of the above named persons

Resolution 4 by:

- Mr Luke Tuddenham and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company)

However, the Company will not disregard a vote if:

- 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
- it is cast by the Chairman 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
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way

ASSOCIATES

The Voting Restrictions for Resolutions 3 and 4 apply to “associates” of the Directors of the Company. The applicable definitions of “associates” is set out in the Corporations Act. Shareholders who are “associates” subject to the Voting Restrictions and who attend and cast a vote at the Meeting in person, should inform a representative of the Company’s Share Registrar, Boardroom, of that fact when they register at the Meeting

ENTITLEMENT TO ATTEND AND VOTE

The Board has determined that, for the purpose of the Meeting (including voting at the Meeting), shareholders are those persons who are the registered holders of the Company’s shares as at 7:00pm (AEDT) on Tuesday 23rd November 2021.

On a show of hands, every shareholder present in person or by proxy, attorney or representative has 1 vote.

On a poll, every shareholder present has 1 vote for each fully paid share held by that shareholder and in respect of which that shareholder is entitled to vote.

Where a person present at the AGM represents personally or by proxy, attorney or representative more than 1 shareholder:

- on a show of hands, the person is entitled to 1 vote only despite the number of shareholders the person represents;
- that vote will be taken as having been cast for all shareholders the person represents; and
- the person must not exercise their vote in any way which would contravene any directions given to the person in accordance with the instrument appointing the person as a proxy or attorney.

UNDIRECTED PROXIES

The Chairman of the Meeting is expressly authorised to exercise undirected proxies to vote in favour of each resolution of business

VOTING BY PROXY

A shareholder entitled to attend and vote is entitled to appoint a proxy. A proxy need not be a member of the Company. A person can appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, it must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the Meeting.

If a shareholder may cast 2 or more votes at the AGM, that shareholder may vote by two proxies. Where more than one proxy is appointed, a shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If the proportion is not specified, each proxy may exercise half of that shareholder’s voting rights.



Where a shareholder appoints 2 proxies:

- on a show of hands, neither proxy or attorney may vote; and
- on a poll, each proxy or attorney may only exercise the voting rights the proxy or attorney represents.

If it is desired to appoint two proxies, then an additional proxy form can be obtained by telephoning the Share Registrar being the office of Boardroom Pty Limited on 1300 737 760 (within Australia) and +61 2 9290 9600 (overseas investors).

Proxy forms must be signed by the shareholder or the shareholder's attorney or, if a corporation, executed in accordance with the Corporations Act or signed by an authorised officer or attorney.

If the proxy form is signed by a person who is not the registered holder, then the relevant authority must either have been exhibited previously to the Company or be enclosed with the proxy form.

For a proxy form to be valid, it must be received by the Company, (together with the power of attorney or other authority (if applicable) under which it is signed, or a certified copy of that power or authority) not less than 48 hours before the time for holding the AGM, in person to the Share Registrar, Boardroom Pty Limited at Level 12, 225 George Street, Sydney, NSW 2000 or Postal Address GPO Box 3993, Sydney, NSW 2001 or by facsimile: +61 2 9290 9655.

A form of proxy is enclosed with the Notice. An additional form can be supplied on request.

VOTING BY ATTORNEY

A shareholder may appoint an attorney to vote on their behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company not less than 48 hours before the time for holding the AGM, in person to the Share Registrar, Boardroom Pty Limited at Level 12, 225 George Street, Sydney, NSW 2000 or Postal Address GPO Box 3993, Sydney, NSW 2001 or by facsimile: +61 2 9290 9655.

CORPORATE REPRESENTATIVES

If a representative of a corporate member is to attend the AGM pursuant to section 250D of the Corporations Act, a certificate of appointment of the representative, together with any authority under which it is signed, must be produced prior to admission to the AGM. The appointment must comply with section 250D of the Corporations Act 2001.

FURTHER INFORMATION

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Notes which provides further details on the business of the meeting.

By resolution of the Board

Grant Sincock
Company Secretary
Melbourne
23 October 2021.



EXPLANATORY NOTES

Introduction

This Explanatory Memorandum forms part of the notice of meeting of CPT Global Limited ("Company") dated 23 October 2021 ("Notice") and should be read in conjunction with the Notice. It contains important information concerning the Company's 2021 Annual General Meeting ("AGM") and will assist you in understanding the background, legal and other implications of the business set out in the Notice, and the reasons why various Resolutions have been proposed.

It is intended that the chairman of the AGM will be Mr Fred Grimwade, the Chairman of the Company. The Chairman intends to vote all undirected proxies held by him in favour of all items of business.

All the Resolutions to be voted on are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by Shareholders entitled to vote on a Resolution. This includes voting via proxies.

Your attendance at the AGM

If you are not able to attend the AGM but wish to vote, please complete the enclosed proxy form and return it to Boardroom Pty Limited at Level 12, 225 George Street, Sydney, NSW 2000 or Postal Address GPO Box 3993, Sydney, NSW 2001 or by facsimile: +61 2 9290 9655 to be received no later than 48 hours prior to the AGM, being no later than 11:00am (AEDT) on Tuesday 23rd November 2021.

Chief Executive Officer's Presentation

The Chief Executive Officer, Mr Luke Tuddenham, will present to shareholders on the 2021 financial results.

Please note that no resolution will be required to be passed on these matters.

Following this presentation, there will be an opportunity for shareholders to ask questions and provide comment.

Annual Reports

Background to item 1

A copy of the Company's 2021 Annual Report, including the Financial Report and the Reports of the Directors and the Auditor for the year ended 30 June 2021, can be found on the Company's website at www.cptglobal.com/investor-centre.

The Corporations Act and the Company's constitution require the annual financial reports, directors' report and auditor's report for the financial year ended 30 June 2021 to be received and considered at the AGM.

It is not the purpose of the AGM that these reports be accepted, rejected or modified in any way. Further, neither

the Corporations Act nor the Company's constitution requires a vote on the reports.

However, shareholders will have an opportunity to ask questions and make comments on the reports and the Company's business and operations at the AGM.

Adoption of the remuneration report

Background to Resolution 1

During this item of business, shareholders will have the opportunity to comment on and ask questions about the remuneration report contained in the Company's Annual Report for the year ended 30 June 2021. The remuneration report contains:

- information about the board's policy for determining the nature and amount of remuneration of the Company's directors and senior executives;
- a description of the relationship between the remuneration policy and the Company's performance; and
- remuneration details for each director and for each of the Company's specified executives.

The Board considers that the remuneration policies adopted by the Company are appropriately structured to provide rewards that are commensurate with the performance of the Company.

The Corporations Act requires that a resolution be put to the vote at the AGM that the remuneration report be adopted. This vote is advisory only and does not bind the Directors or the Company.

Please note that as the 2020 AGM vote did not result in a 25% vote against the resolution, there is no requirement to allow for any 'spill resolution' at this AGM.

Recommendation

The Remuneration Report forms part of the Directors' Report which has been approved in accordance with a unanimous resolution of the CPT Board.

Please note that if the Chairman of the AGM is appointed as a proxy by a shareholder, and that shareholder does not mark any of the boxes opposite Resolution 1 in the proxy form, the Chairman is expressly authorised to exercise undirected proxies to vote in favour of Resolution 1 (Adoption of the remuneration report) even though this Resolution is connected directly or indirectly with the remuneration of a KMP, which includes the Chairman.



Re-election of retiring Director, Mr Fred Grimwade

Background to Resolution 2

Mr Fred Grimwade, having been a non-executive director of the Company since 2004 and being required to retire from office by rotation in accordance with rule 8.1(d)(2A) of the Company's constitution, and being eligible, offers himself for re-election as a Director under rule 8.1(g) of the Company's constitution.

Experience/qualifications

Mr Grimwade is a director of specialist corporate advisory and investment firm Fawcner Capital.

He began his career as a commercial lawyer at Mallesons Stephen Jaques, and later worked with Goldman, Sachs & Co. in New York and Sydney before taking on the role of Company Secretary and General Manager of Shareholder Relations at Western Mining Corporation in 1989. In 1995, he joined Colonial Mutual as Group Company Secretary and General Manager for Legal Affairs and subsequently became Head of Private Capital for Colonial First State Investments, one of Australia's largest fund managers. He was Managing Director of the Colonial Agricultural Company from 1998 to 2006 and a non-executive director of AWB Limited from 2008 to 2010. Mr Grimwade is a senior fellow and life member of the Financial Services Institute of Australasia (Finsia) and was its joint president from 2005 to 2006. He is also a Fellow of the Australian Institute of Company Directors and a Fellow of Chartered Secretaries Australia.

Special responsibilities

Chair of the Board

Chair of the Finance and Audit Committee

Member of the Remuneration Committee

Directorships of other listed companies

Chair of XRF Scientific Limited

Non-executive director of Select Harvests Limited

Non-executive Director of Australian United Investment Company Limited

Former directorships of listed companies held in the last 3 years

None

Recommendation

The Board (other than Mr Grimwade) unanimously recommends that shareholders vote in favour of this resolution to elect Mr Grimwade.

Adopt the CPT Employee Equity Plan

Background to Resolution 3

The Board is committed to incentivising and retaining the Company's personnel in a manner which promotes alignment of their interests with shareholder interests, whilst ensuring our remuneration package for all eligible participants is market-competitive. The Company's ability to execute our strategy is dependent on the experienced talent we have recruited, and their retention and alignment with shareholders' interests is critical. At the same time, the Company desires to maintain flexibility to respond promptly to maximise opportunities afforded by capital markets.

Accordingly, the Board seeks shareholder approval of the CPT Employee Equity Plan (Plan) for the purposes of ASX Listing Rule 7.2 Exception 13 and section 200B of the Corporations Act.

The Board has determined that non-executive directors will not participate in any issue of securities under the Plan that includes performance criteria.

A summary of the Plan is set out later in these Explanatory Notes.

Corporations Act

Section 200B of the Corporations Act prohibits a company from providing a benefit in connection with the retirement of a managerial or executive officer unless there is prior shareholder approval under section 200E.

Shareholder approval in accordance with sections 200B and 200E of the Corporations Act is sought under this Resolution in connection with the provision of performance rights under the terms of the Plan, as in certain circumstances the Board has the power to accelerate vesting of rights granted under the Plan.

For instance, where shareholders pass this Resolution, the Board may accelerate vesting of performance rights on a retirement of a managerial or executive officer - which could constitute a benefit otherwise prohibited under section 200B.

The Board has not determined that it will exercise discretion to accelerate vesting of performance rights. In the circumstances of a possible acceleration of performance rights, the value of the benefits that the Board may give under the Plan cannot be determined in advance, as many of the factors that will or are likely to affect that value will not be known until the time the benefit is decided to be awarded (if at all). Specifically, the value of a benefit on the vesting of a performance right will depend on a number of factors, including the Company's share price at the time.



ASX Listing Rules

Listing Rule 7.1 requires shareholder approval for an issue of equity securities if, over a rolling 12-month period, the amount of equity securities issued (without prior shareholder approval) is more than 15% of the number of ordinary shares on issue at the start of that 12-month period (**15% Limit**).

Listing Rule 7.2 exception 13 provides that an issue of securities under an employee incentive scheme are not included for the purpose of calculating the 15% Limit if the employee incentive scheme was approved by shareholders no more than three years before the date of issue of the securities. The Plan is regarded as an employee incentive scheme for the purposes of Listing Rule 7.2 and this resolution seeks shareholder approval for the Plan to meet the 3-year approval requirement.

Information Required for Listing Rule 7.2 Exception 13(b)

The following information is provided in accordance with Listing Rule 7.2 Exception 13(b):

(a) *Securities already issued*

Since the Plan was last approved by shareholders at the 2018 AGM, 450,000 performance rights and 163,189 shares have been issued under the Plan.

The performance rights were approved for issue to directors at the 2018 AGM. 400,000 of these performance rights did not vest and have expired. 50,000 performance rights vested on 30 June 2021.

The 163,189 shares were issued from the plan to employees in 2021 as settlement of incentives earned.

(b) *Maximum number of securities to be issued under the Plan*

The maximum total number of securities that are proposed to be issued under the Plan is no more than 5% of the Company's share capital issued during the previous 3-year period.

(c) *Voting exclusion statement*

The voting exclusion statement is set out on page 3 of this Notice of Meeting.

(d) *Summary of the CPT Employee Equity Plan*

The key terms of the CPT Employee Equity Plan are summarised in the table below:

What kind of security can be granted under the Plan?	The Plan allows for the issue of options, rights, shares and performance shares (Awards). The Board intends to issue performance rights under the Plan to directors which will entitle the Participant to 1
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	share for each Performance Right that vests and is exercised.
Rights to dividends and voting	Performance Rights carry no right to participate in dividends or voting at shareholder meetings until they vest and are exercised.
Who can participate?	an employee (full-time, part-time or casual) or a prospective employee of a Group Company or its joint venture companies, contractors and Associates or as the Board determines from time to time, a Director or any other person who is declared by the Board to be eligible to receive Awards under the Plan and who otherwise meets the criteria of an eligible participant under the Class Order 14/1000. (Participant) A Participant is entitled to nominate certain related third parties to receive the Awards)
Who manages the Plan?	The Board of Directors manage the Plan
How many Shares can the Company Issue?	An Invitation may only be made under the Plan if the number of Shares that may be acquired when aggregated with: (a) the number of Shares which would be issued if each outstanding Invitation or Award under this Plan or any other employee Share scheme was exercised or accepted by the Board; and (b) the number of Shares issued during the previous three years pursuant to the Plan or any other employee share scheme, but disregarding any Invitation given, Award acquired or Share issued by way of or as a result of: (c) an offer to a person situated outside of Australia at the time of receipt of the Invitation;



	<p>(d) an Invitation which did not require disclosure to investors under the Corporations Act; or</p> <p>(e) an Invitation made under a disclosure document (within the meaning of the Corporations Act),</p> <p>does not exceed 5% of the total number of issued Shares at the time the Invitation was made.</p>
When can Performance Rights be exercised?	Performance Rights may only be exercised if they Vest in accordance with the applicable Performance Hurdles, Service Conditions and Exercise Conditions (if any).
What is the exercise price?	Performance Rights have a nil exercise price unless otherwise determined by the Board.
What are the Performance Hurdles, Service Conditions and Exercise Conditions (collectively, Performance Hurdles)?	Criteria, requirements or conditions determined by the Board and set out in the Invitation, which must be met prior to Awards vesting in a Participant.
When do Performance Rights Lapse?	<p>Each Performance Right lapses:</p> <p>(a) on exercise of the Performance Right</p> <p>(b) unvested Performance Rights: at the end of the last vesting date;</p> <p>(c) where the employment by a Group Company of a Participant has been terminated by the Group Company on the grounds the Participant has acted fraudulently, dishonestly or is in material breach of his or her obligations to any Group Company, all Performance Rights held by the Participant which have not vested;</p> <p>(d) where a Participant ceases his or her employment with a Group Company, other</p>

	<p>than as a result of a Qualifying Event, any Performance Rights held by the Participant which have not vested unless otherwise determined by the Board in its absolute discretion;</p> <p>(e) Where a Participant ceases to be employed by a Group Company as a result of a Qualifying Event, any Performance Rights held by the Participant which have vested will lapse at the end of the 12 month period following the date on which the Participant ceased to be employed;</p> <p>(f) All performance Rights which have vested and have not been exercised will lapse on the last exercise date.</p>
What are the Qualifying Events?	<p>(a) death of a Participant;</p> <p>(b) serious injury, disability or illness which prohibits continued employment of a Participant;</p> <p>(c) the retirement of a Participant;</p> <p>(d) the retrenchment of a Participant;</p> <p>(e) such other circumstances which results in a Participant leaving the employment of a Group Company and which the Board determines is a Qualifying Event.</p>
How long will the Plan last?	The Plan will continue until the Board decides to terminate or suspend it.
How can the Plan be amended?	The Board may amend the Plan in its absolute discretion subject to limitations protecting the rights of Participants.
Can Performance Rights be transferred?	prior to vesting, except in respect of the transmission of Awards to a Participant's legal representative upon death,

	no Performance Rights may be transferred.
What happens in the event of a reorganisation of CPT's share capital?	the Board will review and modify the terms of the Awards if required by, and in accordance with, the Listing Rules.
What happens in the event of a new issue of Shares?	<p>Performance Rights carry no right to participate in rights issues or bonus issues of Shares conducted by the Company.</p> <p>The Board will change the number of underlying Shares to which the Rights and/or Options relate in the event of a bonus issue of Shares in accordance with the Listing Rules.</p>
What happens in the event of a change of control of the Company	the Board may in its absolute discretion determine that any Performance Right that has not vested will vest on, and may be exercised on and from, the date determined by the Board.

If this Resolution is not passed, any issues of Performance Rights will be issued under the Company's placement capacity under ASX Listing Rules 7, subject to any shareholder approvals.

Recommendation

Directors recommend shareholders vote in favour of this Resolution.

Please note that a voting exclusion prescribed by the ASX listing rules applies to this Resolution.

Furthermore, if the Chairman of the AGM is appointed as a proxy by a shareholder, and that shareholder does not mark any of the boxes opposite Resolution 3 of the proxy form, the Chairman is expressly authorised to exercise undirected proxies to vote in favour of Resolution 3 even though this Resolution is connected directly or indirectly with the remuneration of a KMP, which includes the Chairman.

Grant of Performance Rights to Mr Luke Tuddenham (outside the Company's EEP)

Background to Resolution 4

Resolution 4 seeks approval for the issue of an aggregate of 1,000,000 Performance Rights to Mr Luke Tuddenham, an executive director of the Company, on the terms and conditions set out below. The Performance Rights the subject of this Resolution, will not be issued under the Company's Employee Equity Plan.

Should all Performance Hurdles (detailed below) be met, these Performance Rights may be exercised up to a maximum of 1,000,000 ordinary shares issued at the end of the 3-year vesting period. Based on the current issued share capital of the Company, if all these performance rights are exercised they will represent (in aggregate) 2.4% of the Company's issued capital.

Performance Rights are a right to acquire fully paid ordinary shares in the Company at nil cost, subject to the relevant Performance Hurdles being met. Performance Rights will vest and become exercisable if all vesting conditions are met.

Ordinary shares will rank equally with all other ordinary shares on issue in the Company. Shares will be issued to Mr Tuddenham at \$0.00 per share.

The Performance Rights form part of Mr Luke Tuddenham's 'at risk' remuneration.

Under current laws, there will be no adverse tax consequence for the Company in issuing these Performance Rights.

If approval is obtained, it is the intention of the Board that the Performance Rights will be granted to Mr Tuddenham on or about 29 November 2021 and, in any event, not more than one month after the date of the Annual General Meeting.

Vesting Conditions

The Performance Rights will vest and be exercisable if Mr. Luke Tuddenham is employed by CPT as Chief Executive Officer on 1 November 2024, subject to the following Performance Hurdles:

Performance Hurdles

The Performance Hurdles are as follows:

- at least 10% of the Company's revenue, as reported in the Company's 30 June 2024 Annual Report is earned from the sale, subscription or licensing of software and intellectual property; and
- the cumulative earnings per share (EPS) as reported in the Company's Annual Report for the 3 financial years ending on 30 June 2022, 30 June 2023 and 30 June 2024 is equal to or greater than the cumulative basic EPS target over the 3-year period from 1 July 2021 to 30 June 2024.

The EPS targets are not disclosed publicly as they are considered commercially sensitive and are forecast financial information. The board has the discretion to issue the Performance Rights on a pro-rata basis where some but not all of the Performance Hurdles are met.

Key Terms of the Performance Rights

Rights to dividends and voting	Performance Rights carry no right to participate in dividends or voting at shareholder meetings until they vest and are exercised.
Other events where the Performance Rights can vest (other than where the Performance Hurdles have not been met)	(a) death of Mr Luke Tuddenham; (b) serious injury, disability or illness which prohibits continued employment of Mr Luke Tuddenham.
Can Performance Rights be transferred?	prior to vesting no Performance Rights may be transferred.
What happens in the event of a reorganisation of CPT's share capital?	the Board will review and modify the terms of the Performance Rights if required by, and in accordance with, the Listing Rules.
What happens in the event of a new issue of Shares?	Performance Rights carry no right to participate in rights issues or bonus issues of Shares conducted by the Company. The Board will change the number of underlying Shares to which the Performance Rights relate in the event of a bonus issue of Shares in accordance with the Listing Rules.
What happens in the event of a change of control of the Company	the Board may in its absolute discretion determine that any Performance Right that has not vested will vest on, and may be exercised on and from, the date determined by the Board.

Other Information

Section 200B of the Corporations Act prohibits a company from providing a benefit in connection with the retirement of an executive officer unless there is prior shareholder approval under section 200E.

Shareholder approval in accordance with sections 200B and 200E of the Corporations Act is sought under this Resolution in connection with the provision of

Performance Rights issued to Mr Luke Tuddenham, as in certain circumstances the Board has the power to accelerate or approve the vesting of the Performance Rights the subject of this Resolution.

For instance, where shareholders pass this Resolution, the Board may accelerate vesting of the Performance Rights on a retirement of Mr. Luke Tuddenham - which could constitute a benefit otherwise prohibited under section 200B.

The Board has not determined that it will exercise discretion to accelerate or approve vesting of the Performance Rights, however should this occur, the value of the benefit that the Board may give cannot be determined in advance as there are many factors that will or are likely to affect that value which will not be known until the time the benefit is awarded. Specifically, the value of a benefit on the vesting of a Performance Right will depend on a number of factors, including the Company's share price at the time.

The following information is provided in accordance with ASX listing rule 10.13:

- Mr Luke Tuddenham is an executive director of the Company and is therefore a related party
- The maximum number of ordinary shares that may be acquired by Mr Tuddenham (under this Resolution) is 1,000,000
- If approval is obtained, the Performance Rights will be issued to Mr Tuddenham on or about 29 November 2021 and, in any event, not more than one month after the date of the Annual General Meeting.
- Performance Rights and the underlying securities (provided Performance Hurdles are met) will be issued for nil consideration.
- The purpose of the issue is to incentivise Mr Tuddenham. As there is nil consideration for the issue of the Performance Rights and underlying securities, no funds will be raised
- The total remuneration package of Mr Luke Tuddenham:
 - Fixed remuneration US\$425,612
 - Short term incentive \$US125,00
 - Non-monetary benefits: mobile phone, car park, road tolls and other vehicle costs

As at the date of this Notice of Annual General Meeting, Mr Luke Tuddenham (directly and indirectly) has a relevant interest in approximately 2.5% of the issued ordinary shares in the Company.

Details of any Performance Rights granted will be published in each Annual Report of the Company relating to a period in which such Performance Rights have been



issued and that approval for the issue of the performance shares was obtained

Where approval is obtained under ASX Listing Rule 10.11, approval is not also required under ASX Listing Rule 7.1.

If this Resolution is not passed, any issues of Performance Rights will be issued under the Company's placement capacity under ASX Listing Rules 7.1 subject to any shareholder approvals or the entitlements may be satisfied by way of cash.

Recommendation

The Board considers that the proposed issue of performance rights to Mr Luke Tuddenham is in the best interests of the Company and will provide an appropriate additional remuneration and incentive to develop the business. Accordingly, they have resolved to seek shareholder approval for the proposed issue of performance rights.

In respect of the proposed issue to Mr Luke Tuddenham, all directors (other than Mr Luke Tuddenham) consider that the proposed grant, together with his other remuneration, to be reasonable given the circumstances of the Company and Mr Luke Tuddenham's circumstances and responsibilities in respect of the Company. Accordingly, the Board is satisfied that the proposed issue does not require shareholder approval for the purposes of chapter 2E of the Corporations Act. Mr Luke Tuddenham was not involved in such consideration.

Mr Luke Tuddenham has a direct interest in the outcome of Resolution 4 and accordingly abstains from making a formal recommendation on this Resolution.

Please note that a voting exclusion prescribed by the ASX listing rules applies to this Resolution.

Furthermore, if the Chairman of the AGM is appointed as a proxy by a shareholder, and that shareholder does not mark any of the boxes opposite Resolution 4 on the proxy form, the Chairman is expressly authorised to exercise undirected proxies to vote in favour of Resolution 4 even though this Resolution is connected directly or indirectly with the remuneration of a KMP, which includes the Chairman.