



Joyce Corporation Ltd

ACN 009 116 269

Notice of Annual General Meeting

Annual General Meeting of Shareholders to be held in the

Hamersley Room at

**BDO office**

38 Station Street, SUBIACO WA 6008

at 10.00am (WST) on Monday, 25<sup>th</sup> November 2019

**Important**

This Notice should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

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Joyce Corporation Ltd  
ACN 009 116 269

**NOTICE OF ANNUAL GENERAL MEETING**

**Notice is hereby given** that the **Annual General Meeting** (AGM) of Joyce Corporation Ltd (ACN 009 116 269) (**Company**) will be held at 10:00am (WST) on Monday 25<sup>th</sup> November 2019 at BDO office, 38 Station Street, Subiaco, Western Australia.

The attached Explanatory Statement and Proxy Form are a part of this Notice. Capitalised terms used in this Notice and Explanatory Statement are defined in the Glossary at the end of the Explanatory Statement.

The Explanatory Statement provides additional information on matters to be considered at the Annual General Meeting. This Notice of Meeting, including the Explanatory Statement, should be read in its entirety.

**AGENDA**

**GENERAL BUSINESS**

**ITEM 1 – ANNUAL REPORT**

To receive and consider the Annual Report of the Company for the year ended 30 June 2019, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

**ORDINARY BUSINESS**

**RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

To consider and, if thought fit, pass the following as a **non-binding resolution**:

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2019 be adopted."*

**Note:** The vote on this resolution is advisory only and does not bind the Directors or the Company.

**RESOLUTION 2 – ELECTION OF MR TRAVIS MCKENZIE AS A NON-EXECUTIVE DIRECTOR**

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

*"That, Mr Travis McKenzie, who was appointed as a Non-Executive Director by the Board since the last Annual General Meeting, retires in accordance with clause 9.1 of the Company's Constitution, and who is eligible and offers himself for election, be elected as a Non-Executive Director."*

**RESOLUTION 3 – RE-ELECTION OF MR DANIEL SMETANA AS A NON-EXECUTIVE DIRECTOR**

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

*"That, Mr Daniel Smetana, who retires by rotation in accordance with clause 9.1 of the Company's Constitution, and who is eligible and offers himself for re-election, be re-elected as a Director."*

**RESOLUTION 4 – ISSUE OF FULLY PAID ORDINARY SHARES TO RELATED PARTY**

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 131,579 fully paid ordinary shares to Starball Pty Ltd (ABN 32 004 001 638), a company controlled by former Director, Mr Anthony Mankarios."*

**OTHER BUSINESS**

In accordance with section 250S(1) of the Corporations Act, Shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the Annual General Meeting.

BY ORDER OF THE BOARD

**ANITA HOLLENBERG**

JOINT COMPANY SECRETARY

Dated: 24<sup>th</sup> OCTOBER 2019

## EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting to be held at BDO Office, 38 Station Street, Subiaco, Western Australia at 10.00am (WST) on Monday, 25<sup>th</sup> November 2019.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice of Meeting.

This Explanatory Statement should be read in conjunction with the Notice. Capitalised terms used in this Notice and Explanatory Statement are defined in the Glossary at the end of this Explanatory Statement. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

## ITEM 1 – ANNUAL REPORT

The Annual Report, comprising the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report for the year ended 30 June 2019, will be laid before the Annual General Meeting.

There is no requirement for Shareholders to approve these Reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about these Reports and the management of the Company. Shareholders will also be given an opportunity to ask the Auditor questions about the:

- conduct of the audits;
- preparation and content of the Auditor's Report;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- independence of the auditor in relation to the conduct of the audits.

The Company's Annual Report is available on the Company's website at [www.joycecorp.com.au](http://www.joycecorp.com.au).

## RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report of the Company for the financial year ended 30 June 2019 is included in the Directors' Report on pages 24 to 33 of the Company's Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

Section 249L(2) of the Corporations Act requires a Company to inform Shareholders that a resolution on the Remuneration Report will be put at the Annual General Meeting. Section 250R(2) of the Corporations Act requires a resolution be put to Members and for a vote to be held to adopt the Remuneration Report. Resolution 1 seeks this approval.

In accordance with section 250R(3) of the Corporations Act, Shareholders should note that Resolution 1 is an "advisory only" resolution which does not bind the Directors. However, under section 250SA of the Corporations Act, the Chairman will provide a reasonable opportunity for discussion of the Remuneration Report at the Annual General Meeting. Also, the Directors will take the discussion at the Annual General Meeting and the outcome of the vote into account when considering the Company's remuneration practices going forwards.

If at least 25% of the votes on Resolution 1 are voted against the adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2020 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting (**Spill Meeting**) to consider the appointment of the Directors (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the Company's 2020 Annual General Meeting. All of the Directors who are in office when the Company's 2020 Directors' Report is approved, other than any Directors operating in an Executive capacity, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

At the Company's previous Annual General Meeting in 2018 the votes cast against the Remuneration Report were less than 25%, accordingly, a Spill Resolution is not relevant for this Annual General Meeting.

Your attention is drawn to the voting instructions in the Notice of Meeting and the disclosure in relation to voting of undirected proxies.

## **RESOLUTION 2 – ELECTION OF MR TRAVIS MCKENZIE AS A NON-EXECUTIVE DIRECTOR**

In accordance with rule 9.1(e)(1) of the Constitution, at every Annual General Meeting, each Director, who has been appointed since the last Annual General Meeting by the other Directors as an addition to the existing Directors or to fill a casual vacancy must stand for election.

Mr McKenzie now offers himself for election as a Non-Executive Director.

### **Travis McKenzie, Non-Executive Director**

Bachelor of Law, Bachelor of Commerce

Travis was appointed a Non-Executive Director in July 2019. He has had 5 years Executive Director experience on private boards within Australia including Celsius Developments Pty Ltd. He is currently an Executive Director of Alma Road Rise Pty Ltd and 78 Degrees Pty Ltd. Travis is a Qualified Lawyer who has worked in derivatives and foreign exchange trading in Europe and the Americas as well as in Australia. He has worked in multiple industries and more recently has focused on property and property development.

Mr McKenzie is a member of the Remuneration Committee, the Nomination Committee and the Audit and Risk Committee.

The Board, (other than Mr McKenzie) unanimously recommends that Shareholders vote in favour of Resolution 2.

The Chairman intends to vote all undirected proxies held by him in favour of this resolution.

## **RESOLUTION 3 – RE-ELECTION OF MR DANIEL SMETANA AS A NON-EXECUTIVE DIRECTOR**

In accordance with rule 9.1(e) of the Constitution, at every Annual General Meeting, the following Directors must retire from office, however, if eligible, may offer themselves for re-election:

- (1) each Director, other than a managing director, appointed under rule 9.1(d) since the last AGM; and
- (2) excluding any Director referred to in rule 9.1(e)(1) and any managing director (or the first appointed managing director, if there is more than one):
  - (A) one-third of the remaining Directors (rounded down, if necessary, to the nearest whole number); and
  - (B) any other Director who, if he/she does not retire, will at the conclusion of the meeting have been in office for three or more years and for three or more AGMs since he or she was last elected to office.
- (3) if no Director is required to retire from office under Rule 9.1(e)(2), at least one Director, excluding a managing director (or the first appointed managing director if there is more than one) who is required to retire at that meeting under rule 9.1(e)(1), must retire from office as a Director.

Mr Smetana now offers himself for re-election as a Non-Executive Director.

### **Daniel Smetana, Non-Executive Director, Former Chairman**

Dip Comm, FCPA, FAIM, FAICD

Dan was Chairman of Joyce Corporation Ltd for 34 years, stepping down in November 2018, and has been a Non-Executive Director since 1984. He has had 50 years Chairman/Non-Executive Director experience and has held directorships across the publicly listed, private, government and not-for-profit sectors within Australia and internationally including Defence Reserves Support Council – WA, Youth Focus, Western Power, West Australian Symphony Orchestra, Edge Employment and WA Federation of PCYC. He is currently a Non-Executive Director of Korab Resources Limited. Dan is a Certified Practising Accountant (CPA) who has worked across many industries including mining, manufacturing and retail. Dan was awarded the Centenary Medal for Service to Commerce and the Community in 2003.

Mr Smetana is a member of the Remuneration Committee, the Nomination Committee and the Audit and Risk Committee.

The Board, (other than Mr Smetana) unanimously recommends that Shareholders vote in favour of Resolution 3.

The Chairman intends to vote all undirected proxies held by him in favour of this resolution.

#### **RESOLUTION 4 – ISSUE OF FULLY PAID ORDINARY SHARES TO STARBALL PTY LTD (ABN 32 004 001 638)**

Starball Pty Ltd is an entity controlled by Mr Anthony Mankarios. Mr Mankarios is the Former Joyce Corporation Executive Director and held that position for nine years. During his tenure the Group underwent significant change and its initial growth towards a market capitalisation of \$100 million. In recognition of the effort that Mr Mankarios has put into the Group over this period the Board have resolved it is appropriate to issue 131,579 ordinary shares in Joyce Corporation.

It should be noted that Mr Smetana has made a public declaration that he will be voting for the Resolution to issue the shares to Mr Mankarios.

For the purposes of ASX Listing Rule 10.11, Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party. Starball Pty Ltd (ABN 32 004 001 638) is a related party of the Company by virtue of being controlled by a recent former Director of the Company, Mr Mankarios, who will resign as a Non-Executive Director on 24<sup>th</sup> November 2019.

ASX Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting proposing an approval under ASX Listing Rule 10.11. The following information is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

Required disclosure	
The name of the person:	Mr Anthony Mankarios
The Shares will be issued to:	Starball Pty Ltd (ABN 32 004 001 638)
The numbers of Shares to be issued:	131,579
The date by which the Shares will be issued:	16 December 2019 and in any event by no later than one month following the date of the meeting.
The issue price of the Shares:	\$1.510 per Share. (This is a deemed price as no funds will be raised or applied in the issue).
The terms of issue of the Shares:	The Shares will rank equally with the ordinary shares already on issue by the Company.
The intended use of funds raised:	The Shares will be issued in recognition of Mr Mankarios' contribution to the Company, no funds will be raised or applied in the issue.

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. The issue of Shares contemplated by Resolution 4 constitutes the provision of a financial benefit to a related party. The Board has considered the application of Chapter 2E of the Corporations Act (related party provisions) and has resolved that the arm's length and reasonable remuneration exceptions provided by sections 210 and 211 of the Corporations Act are relevant in the circumstances and accordingly, the Company will not also seek approval for the issue of Shares, pursuant to section 208 of the Corporations Act.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Share issue as approval is being obtained under ASX Listing Rule 10.11.

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Mr Mankarios;
- a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; or
- an associate of Mr Mankarios.

However, the Company need 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 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**

### **Retirement of Directors**

Under the constitution of the Company, a Director must retire from office at the conclusion of the third Annual General Meeting after the Director was elected or after three years (whichever is longer). As indicated in Resolutions 2 and 3, Mr McKenzie and Mr Smetana are retiring in accordance with the constitution of the Company and are seeking election/re-election.

### **Voting exclusion**

The Company will, in accordance with the Corporations Act 2001 (Cth) disregard any votes cast:

- in respect of Resolution 1 by any member of Key Management Personnel of the Company whose remuneration details are contained in the remuneration report or any Closely Related Party of such a person;

However, the Company will not disregard any votes cast on any resolution if:

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

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- Mr Mankarios;
- a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; or
- an associate of Mr Mankarios.

However, the Company need 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 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.

### **Voting**

The Company has determined that the shareholders who are on the Company's share register at 10.00 am (WST) on Saturday 23<sup>rd</sup> November 2019 will be taken, for purposes of the Annual General Meeting, to be entitled to attend and vote at the meeting.

### **Proxy Form**

A proxy form is enclosed with this Notice of Meeting. The Proxy Form is an integral part of this Notice and both documents should be read together.



## PROXIES

Please note that:

- (a) a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

Members of Key Management Personnel and their Closely Related Parties will not be able to vote as proxy on Resolution 1 unless the Shareholder directs them how to vote or, in the case of the Chairman, unless the Shareholder expressly authorises him to do so. If a Shareholder intends to appoint a member of Key Management Personnel or their Closely Related Parties (other than the Chairman) as its proxy, the Shareholder should ensure that it directs the proxy how to vote on Resolution 1.

If a Shareholder intends to appoint the Chairman as its proxy on Resolution 1, the Shareholder can direct the Chairman how to vote by marking one of the boxes for Resolution 1 (for example, if the Shareholder wishes to vote 'for', 'against' or to 'abstain' from voting). If a Shareholder does not direct the Chairman how to vote, the Shareholder can expressly authorise the Chairman to vote as the Chairman thinks fit on Resolution 1 by marking the appropriate box on the Proxy Form even though Resolution 1 is connected to the remuneration of members of Key Management Personnel and even if the Chairman has an interest in the outcome of that resolution.

To vote by proxy, please complete and sign the enclosed Proxy Form and send by:

- (a) email to [companysecretary@joycecorp.com.au](mailto:companysecretary@joycecorp.com.au)
- (b) post to the Company at 75 Howe Street, Osborne Park, Western Australia 6017

so that it is received by no later than 10:00am (WST) on Thursday, 21<sup>st</sup> November 2019. Proxy Forms received later than this time will be invalid.

## ENQUIRIES

Shareholders are invited to contact Anita Hollenberg, Joint Company Secretary of Joyce Corporation Ltd, on (+61 8) 9445 1055 if they have any queries in respect of the matters set out in the Notice, Explanatory Statement or Proxy Form.

## GLOSSARY

In this Notice and Explanatory Statement, the following terms have the following meanings:

<b>Annual General Meeting</b>	the annual general meeting convened by this Notice.
<b>Annual Report</b>	the Company's annual report for the year ended 30 June 2019 comprising the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.
<b>Board</b>	the board of Directors.
<b>Chairman</b>	the chair of the Annual General Meeting.
<b>Closely Related Party</b>	<p>a closely related party of a member of Key Management Personnel as defined in section 9 of the Corporations Act, being:</p> <ul style="list-style-type: none"><li>(a) a spouse or child of the member;</li><li>(b) a child of that member's spouse;</li><li>(c) a dependant of that member or of that member's spouse;</li><li>(d) anyone else who is one of that member's family and may be expected to influence that member, or be influenced by that member, in that member's dealings with the Company;</li><li>(e) a company that is controlled by that member; or</li><li>(f) any other person prescribed by the regulations.</li></ul>
<b>Company</b>	Joyce Corporation Ltd ACN 009 116 269.
<b>Constitution</b>	the constitution of the Company.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Director</b>	a Director of the Company.
<b>Explanatory Statement</b>	the explanatory statement incorporating this Notice.
<b>Glossary</b>	this glossary.
<b>Key Management Personnel</b>	the key management personnel of the Company as defined in section 9 of the Corporations Act and Australian Accounting Standards Board Accounting Standard 124, broadly including those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether Executive or otherwise).
<b>Member</b>	a holder of a Share.
<b>Notice</b>	the notice of annual general meeting accompanying the Explanatory Statement.
<b>Proxy Form</b>	the proxy form attached to this Notice.
<b>Remuneration Report</b>	the section of the Directors' Report in the Annual Report of the Company entitled "Remuneration Report".
<b>Share</b>	a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	a holder of a Share.
<b>WST</b>	Western Standard Time, being the time in Perth, Western Australia.

**JOYCE CORPORATION LTD  
ACN 009 116 269  
PROXY FORM - 2019**

I/We   
of

being a member of Joyce Corporation Ltd entitled to attend and vote at the Annual General Meeting, hereby:

Appoint

Name of proxy

**OR**  the Chairman of the Annual General Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chairman of the Annual General Meeting, or the Chairman's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Annual General Meeting of Joyce Corporation Ltd to be held at BDO offices, 38 Station Street, Subiaco, Western Australia on Monday, 25<sup>th</sup> November 2019 at 10:00 am (WST) and at any adjournment thereof.

**Important for Resolution 1 if the Chairman is your proxy or is appointed as your proxy by default**

If I/we have appointed the Chairman of the meeting as my/our proxy (or the Chairman of the meeting becomes my/our proxy by default), I/we expressly authorise the Chairman of the meeting (to the extent permitted by law) to exercise my/our proxy in respect of Resolution 1, even though Resolution 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel of Joyce Corporation Ltd, which includes the Chairman of the Meeting.

If you appoint the Chairman as your proxy you can direct the Chairman how to vote for or against or abstain from voting by marking the relevant boxes in the section below.

The Chairman intends to vote undirected proxies in favour of each resolution, to the extent permitted by law.

**OR**

**Voting on Business of the Annual General Meeting**

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Resolution 1 – Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Election of Mr Travis McKenzie as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Re-election of Mr Daniel Smetana as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Issue of fully paid ordinary Shares to Starball Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

If two proxies are being appointed, the proportion of voting rights this proxy represents is \_\_\_\_\_%

Signature of Member(s): .....

Date: .....

**Individual or Member 1**

**Member 2**

**Member 3**

Sole Director/Company Secretary

Director

Director/Company Secretary

Consent for contact by e-mail in relation to this Proxy Form Yes ☐

No ☐

E-mail address: \_\_\_\_\_

Contact Name: \_\_\_\_\_ Contact Ph (daytime): \_\_\_\_\_

## Instructions for Proxy Form

### 1. Your name and address

Please print your name and address as it appears on your holding statement and the Company's share register. If Shares are jointly held, please ensure the name and address of each Joint Shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note you cannot change ownership of your securities using this form.

### 2. Appointment of a proxy

You are entitled to appoint no more than two proxies to attend and vote on a poll on your behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of your voting rights. If you appoint two proxies and the appointment does not specify this proportion, each proxy may exercise half of your votes.

If you wish to appoint the Chairman of the Annual General Meeting as your proxy, please mark the box. If you leave this section blank or your named proxy does not attend the Annual General Meeting, the Chairman will be your proxy. A proxy need not be a Shareholder.

### 3. Voting on resolutions

You may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item your vote will be invalid on that item.

### 4. Signing instructions

You must sign this form as follows in the spaces provided:

- **(Individual)** Where the holding is in one name, the holder must sign.
- **(Joint holding)** Where the holding is in more than one name, all of the Shareholders should sign.
- **(Power of Attorney)** If you have not already lodged the Power of Attorney with the Company's share registry, please attach 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) does not have a company secretary, as sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

### 5. Return of a Proxy Form

To vote by proxy, please complete and sign the enclosed Proxy Form (and any Power of Attorney and/or second Proxy Form) and return by:

- Email to [companysecretary@joycecorp.com.au](mailto:companysecretary@joycecorp.com.au); or
- post to the Company at Joyce Corporation Ltd, 75 Howe Street, Osborne Park, Western Australia 6017.

so that it is received by no later than 10:00am (WST) on Thursday, 21<sup>st</sup> November 2019. Proxy Forms received later than this time will be invalid.