

NOTICE OF ANNUAL GENERAL MEETING

BARRACK ST INVESTMENTS LIMITED

ACN 167 689 821

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Notice is hereby given that the Annual General Meeting of Barrack St Investments Limited (**Company**) will be held at:

Location	Level 1 12 O'Connell Street Sydney NSW 2000
Date	Wednesday 11 November 2015
Time	2 pm

To transact the following business:

Item 1

Financial statements and reports

To receive and consider the Company's financial reports and the reports of the directors and the auditor for the financial year ended 30 June 2015.

Item 2

Directors' remuneration report

It is usual at an Annual General Meeting and required under section 250R(2) *Corporations Act 2001* (Cth) (**Corporations Act**), to consider the remuneration report of directors.

Resolution1: Directors' remuneration report

To consider, and if in favour, to pass the following Resolution under section 250 R (2) *Corporations Act*:

'That the remuneration report of the Directors for the financial year ended 30 June 2015 be adopted.'

Note: This Resolution will be decided as if it were an ordinary resolution, but under section 250 R (3) *Corporations Act* the vote on this Resolution is advisory only and does not bind the Directors

Item 3

Resolution 2: Re- election of director

To consider, and if in favour, to pass the following as an ordinary resolution:

'That Mr David Crombie, who retires by rotation under rule 19.3 of the Company's constitution and being eligible, having offered himself for re-election, be elected as a director of the Company.'

Note: Information about David Crombie appears in the Explanatory Memorandum. The Directors recommend that you vote in favour of this resolution.

Dated: 29 September 2015

By order of the board

Brian Jones

Company secretary

Notes

- (a) A shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) 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.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the attached proxy form.
- (d) A corporation may elect to appoint a representative, rather than appoint a proxy, under the *Corporations Act 2001* (Cth) 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.
- (e) The Company has determined under regulation 7.11.37 *Corporations Regulations 2001* that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of shareholders as at 7.00pm (Sydney time) on 9 November 2015.
- (f) If you have any queries on how to cast your votes call Brian Jones on +61 2 8815 5400 during business hours.
- (g) Proxies must be received **before 12 noon (Sydney time) on 9 November 2015** by one of the following methods:

Boardroom Pty Limited

By post: GPO Box 3993
SYDNEY NSW 2001

By delivery: Level 12, 225 George Street
SYDNEY NSW 2000

By facsimile: Australia (02) 1300 737 760
Outside Australia + 61 2 9290 9655

The Company reserves the right to declare invalid any proxy not received in this manner.

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Voting Exclusion Statement

In accordance with Listing Rules 14.11, the Company will disregard any votes cast on each resolution as applicable. However, the Company need not disregard a vote if:

- (a) 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
- (b) 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.

Explanatory memorandum

Financial statements and reports

- 1 The *Corporations Act 2001* (Cth) (**Corporations Act**) requires that the report of the directors, the auditor's report and the financial report be laid before the annual general meeting. In addition the Company's constitution provides for these reports to be received and considered at the meeting.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's 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 Mr Joseph Pien 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) 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. Written questions for the auditor must be delivered by 2 November 2015. Please send any written questions for Mr Leslie Pines to Suite 1 102 Spofforth Street Cremorne NSW 2090 or email les@lespines.com.au

Directors' Remuneration Report

Resolution 1: Approval of Directors' Remuneration

- 5 The Corporations Act requires that the section of the directors' report dealing with the remuneration of directors, the company secretary and up to five senior executives (Remuneration Report) be put to the vote of shareholders for adoption.

Re- election of director

Resolution 2: Election of David Crombie

- 6 In terms of clause 19.3 of the constitution at every annual general meeting, one third of the directors must retire from office. A director who is required to retire under this rule retains office until the dissolution or adjournment of the meeting at which the retiring director retires. The retiring Director is eligible for re-election.
- 7 David Crombie has been in office since 9 June 2014 and is Chair of the Audit and Risk Committee. He is also a shareholder of the Company. Further information is contained in the Directors' Report of the Annual Report 2015.

The Directors recommend you vote in favour of this resolution