

23 October 2015

Dear Shareholder

## **NOTICE OF ANNUAL GENERAL MEETING**

I am pleased to invite you to attend the PTB Group Limited's 2015 Annual General Meeting. The meeting will be held at PTB's premises at 22 Orient Ave Pinkenba Qld, on Wednesday, 25 November 2015 at 1 pm.

The enclosed Notice of Annual General Meeting sets out the business to be dealt with at the meeting. Further information on the proposed resolutions is included in the enclosed Explanatory Memorandum.

We look forward to meeting you again and having the opportunity to outline the 2015 result and future plans. We have enclosed a Question Form and encourage you to forward any questions on the annual report to the Company Secretary in writing prior to the meeting in order to facilitate a comprehensive response.

If you are unable to attend the meeting, I ask that you complete a proxy form by the required time and date. Personalised proxy forms will be mailed or e-mailed to each shareholder and will allow proxies to be completed either online, by mail, or lodged in person. A generic version of the proxy form is attached as an example only. Please do not return this version of the form as it does not include your identification details.

Yours sincerely



Harvey Parker

Chairman

# Notice of annual general meeting and explanatory memorandum – 2015

PTB Group Limited ACN 098 390 991

# Definitions

A number of capitalised terms are used throughout this notice of annual general meeting and explanatory memorandum. Except to the extent the context otherwise requires:

Term	Definition
<b>ASIC</b>	means Australian Securities & Investments Commission.
<b>ASX</b>	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
<b>Board</b>	means the board of Directors of the Company.
<b>Chairman</b>	means the chairman of the Company.
<b>Company</b> or <b>PTB</b>	means PTB Group Limited ACN 098 390 991.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Directors</b>	means the directors of the Company.
<b>Explanatory Memorandum</b>	means the explanatory memorandum attached to the Notice.
<b>KMP</b>	means key management personnel as defined in the Corporations Act.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Notice</b>	means this notice of annual general meeting.
<b>Shares</b>	means a share in the capital of the Company, the terms of which are contained in the constitution of the Company.
<b>Shareholders</b>	means the registered holders of Shares in the Company.

# Notice of annual general meeting

PTB Group Limited ACN 098 390 991

---

Notice is given that the annual general meeting of PTB Group Limited ACN 098 390 991 (**Company**) will be held at:

<b>Location</b>	<b>PTB Brisbane</b> , 22 Orient Avenue, Pinkenba, Queensland 4008
<b>Date</b>	Wednesday, 25 November 2015
<b>Time</b>	1.00pm (Brisbane time)

Registration will commence at 12.45pm and light refreshments will be available after the meeting.

## Ordinary business

### 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.

### Resolution 1 – Adoption of remuneration report

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

*'That the section of the report of the Directors for the financial year ended 30 June 2015 dealing with the remuneration of the Directors and other key management personnel (**KMP**) be adopted.'*

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

#### Voting restriction:

- (a) KMP whose remuneration details are contained in the remuneration report (and their closely related parties) are restricted from voting on this resolution (in any capacity) under section 250R(4) Corporations Act.
- (b) However, a person described in paragraph (a) may cast a vote on this resolution as a proxy if the vote is not cast on behalf of a person described in paragraph (a) and either:
  - (i) the proxy appointment specifies the way the proxy is to vote on the resolution; or
  - (ii) the proxy appointment does not specify the way the proxy is to vote on the resolution, the proxy is the chair of the meeting and the proxy appointment expressly authorises the chair to vote undirected proxies on the resolution even if it is connected directly or indirectly with the remuneration of a member of the KMP.

### Resolution 2 – Re-election of Mr Harvey Parker as Director

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

*'That Mr Harvey Parker, who retires by rotation under rule 16.1 of the Company's constitution, and being eligible, be re-elected as a Director.'*

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

### Resolution 3 – Election of Mr Nicholas Bolton as Director

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

*'That Mr Nicholas Bolton, be elected as a Director.'*

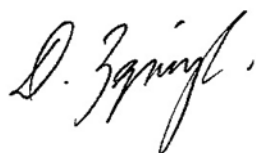
**Note:** Information about the candidate appears in the Explanatory Memorandum.

### General business

To consider any other business as may be lawfully put forward in accordance with the Company's constitution.

Dated: 23 October 2015

By order of the Board



Daniel Zgrajewski  
Company Secretary

### Notes:

- 1 The Company has determined under regulation 7.11.37 *Corporations Regulations 2001* (Cth) that for the purpose of voting at the meeting or an adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders at 1pm (Brisbane time) on Monday, 23 November 2015.
- 2 A member who is entitled to vote at the meeting may appoint:
  - (a) one proxy if the member is only entitled to one vote; or
  - (b) one or two proxies if the member is entitled to more than one vote.
- 3 Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.
- 4 If you wish to appoint a proxy and are entitled to do so, then complete and return the enclosed proxy form. If you require an additional proxy form, the Company will supply it on request. The proxy form is an integral part of this Notice and both documents should be read together.
- 5 A proxy need not be a member of the Company.
- 6 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.

# Explanatory Memorandum

PTB Group Limited ACN 098 390 991

---

## Introduction

- 1 This Explanatory Memorandum has been prepared for the Shareholders of the Company in conjunction with the Notice of Annual General Meeting of the Company to be held at the Company's Brisbane office at 22 Orient Avenue, Pinkenba, Queensland 4008 at 1.00pm (Brisbane time) on Wednesday, 25 November 2015.
- 2 All Shareholders should read this Explanatory Memorandum in full and if they have any questions, Shareholders should obtain professional advice before making any decisions in relation to the resolutions to be put to Shareholders at the annual general meeting.

## Ordinary business

### Financial statements and reports

- 3 The Corporations Act requires that the Directors' report, 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.
  - 4 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. However Shareholders will be given reasonable opportunity at the meeting to raise questions with respect to these reports.
  - 5 In addition to asking questions at the meeting, Shareholders may also submit 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 audit report; or
    - (b) the conduct of its audit of the Company's annual report for the year ended 30 June 2015.
- 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.
- 6 Any written questions may be submitted to the Company Secretary on or before 18 November 2015 by email to [dzgrajewski@pacificturbine.com.au](mailto:dzgrajewski@pacificturbine.com.au), by fax, +61 7 3260 1180 or by post, PO Box 90, Pinkenba, Queensland 4008. A question form is attached to this Notice.
  - 7 Copies of the questions received, and any written answers that have been prepared, will be available at the meeting.

## Resolution 1 – Adoption of remuneration report

- 8 Section 250R(2) Corporations Act requires that the section of the Directors' report dealing with the remuneration of each member of the KMP of the consolidated entity be put to Shareholders for adoption.
- 9 The resolution of Shareholders is not binding on the Directors or the Company. However, if more than 25% of the votes cast on this resolution are against the adoption of the remuneration report, the remuneration report for the following year must either address any comments received from Shareholders or explain why no action has been taken in response to those comments. If, at the following annual general meeting, the remuneration report is again voted against by 25% or more of votes cast, a 'spill resolution' will be put to Shareholders. If at least 50% of the votes cast are in favour of the 'spill resolution' a special meeting of the Company will be held within 90 days at which the Directors in office at the time of the second annual general meeting (excluding the managing director) must resign and stand for re-election.

- 10 The remuneration report is set out on pages 11 to 16 of the 2015 annual report distributed to Shareholders. The report:
- (a) sets out and explains the nature and level of remuneration paid to Directors and the Company Secretary and Chief Financial Officer who comprise the KMP of the consolidated entity for the year ended 30 June 2015;
  - (b) discusses the link between the Board's policies and the Company's performance; and
  - (c) makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executives, including executive Directors.
- 11 A reasonable opportunity will be provided for discussion of the remuneration report at the meeting.
- 12 The Directors unanimously recommend that Shareholders vote in favour of this resolution.

## **Resolution 2 – Re-election of Mr Harvey Parker as Director**

### **Background**

- 13 Rule 16.1 of the Company's constitution requires that at every annual general meeting, one-third of the Directors (other than the managing director) must retire from office. Harvey Parker retires by rotation in accordance with rule 16.1 of the Company's constitution, but being eligible, offers himself for re-election.
- 14 Harvey Parker was born in 1943 and has had a distinguished career spanning several industries. He has experience in the aviation industry as Managing Director of New Zealand Post and the Airpost Joint Venture. Presently he is the Chairman and also serves on the audit and remuneration committees of the Company.
- He was formerly Chairman of Jumbuck Entertainment Limited (resigned October 2014), Chairman of Australian Natural Proteins Ltd (resigned October 2013) and Chairman of DWS Limited (resigned February 2014).
- 15 The Directors (with Harvey Parker abstaining) unanimously recommend that Shareholders vote in favour of this resolution.

## **Resolution 3 – Election of Mr Nicholas Bolton as Director**

### **Background**

- 16 The Board appointed Nicholas Bolton to the Board on 11 November 2014. In accordance with Rule 13.2 of the Company's constitution, Mr Bolton is required to be put forward for election at the next General Meeting.
- 17 Nicholas is the Managing Director of Keybridge Capital Limited, a significant shareholder of PTB Group Limited, and a director of Australian Style Group Pty Ltd. Over the past 13 years, Nicholas has managed and restructured approximately \$1 Billion of assets in the aviation, finance, property, shipping, infrastructure and IT sectors.
- Nicholas is focused on delivering superior risk adjusted returns through active management and innovative solutions to challenging issues.
- 18 The Directors (with Nicholas Bolton abstaining) unanimously recommend that Shareholders vote in favour of this resolution.

PTB GROUP LIMITED - 2015 ANNUAL GENERAL MEETING  
QUESTIONS FROM SHAREHOLDERS

The Board welcomes Shareholder questions and comments on any Shareholder matters relevant to the business of the meeting.

We encourage you to submit your questions as early as possible to allow sufficient time for comprehensive answers to be prepared.

Please use this form to submit questions to the Board or the Company's auditor and return it to the Company Secretary, Daniel Zgrajewski on or before 18 November 2015 by post to PO Box 90, Pinkenba, QLD 4008, by facsimile to +61 7 3260 1180 or by e-mail to [dzgrajewski@pacificturbine.com.au](mailto:dzgrajewski@pacificturbine.com.au).

The Board will endeavour to address as many as possible of the more frequently raised shareholder matters during the course of the AGM. However, if a topic is not addressed at the meeting, an individual response will be sent to you.

Shareholder's Name:

Address:

Security Reference (SRN) or Holder Identification Number (HIN):

Question(s):

1.

2.

3.





**PTB GROUP LIMITED**

ABN 99 098 390 991

## LODGE YOUR VOTE



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### BY MAIL

PTB Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

02 9287 0309



### BY HAND

Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000



### ALL ENQUIRIES TO

Telephone: 1300 554 474



**X99999999999**

## PROXY FORM

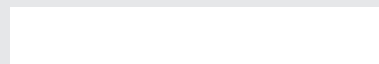
I/We being a member(s) of PTB Group Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY



the Chairman of the Meeting (*mark box*)

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act 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 the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **1:00pm on Wednesday, 25 November 2015 at PTB Brisbane, 22 Orient Avenue, Pinkenba, Queensland 4008 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolution 1:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.**

**Please read the voting instructions overleaf before marking any boxes with an ☒.**

#### Resolutions

For Against Abstain\*

1 Adoption of remuneration report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2 Re-election of Mr Harvey Parker as Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Election of Mr Nicholas Bolton as Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



\* If you mark the Abstain box for a particular Item, 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, either shareholder may 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).

**PTB PRX501C**

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the 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. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item 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 item 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 the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### 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 the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second 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
- (b) return both forms together.

### 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, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 2001*) does not have a Company Secretary, a 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.

### CORPORATE REPRESENTATIVES

If a representative of the 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 form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **1:00pm on Monday, 23 November 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MAIL

PTB Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

02 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138  
or  
Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

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