



ACN 126 450 271

Notice of Annual General Meeting

The 2016 Annual General Meeting of Ozgrowth Limited (**Ozgrowth** or the **Company**) will be held on Tuesday 22 November 2016 at 1:30pm (WST) at Level 18, Alluvion, 58 Mounts Bay Road, Perth, Western Australia 6000.

Ordinary Business

Financial Statements and Reports of the Directors and the Auditor in respect of the year ended 30 June 2016

To receive and consider the Annual Financial Report of the Company for the financial year ended 30 June 2016, together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

Note: In accordance with amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's annual financial report to shareholders unless a shareholder has specifically elected to receive a printed copy. While the Company will not provide a hard copy of the Company's annual financial report a soft copy will be available on its website at www.ozgrowth.com.au.

Resolution 1 – Re-election of a Director – Jay Hughes

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Jay Hughes, a Director, retires by rotation, and being eligible, is re-elected as a Director."

Resolution 2 – Election of an Independent Director – Mr Simon Joyner

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Simon Joyner, a Director is re-elected as a Director."

Resolution 3 – Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Directors' Report, for the financial year ended 30 June 2016."

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

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies how the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - i. does not specify the way the proxy is to vote on this Resolution; and
 - ii. expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Explanatory Statement

Resolution 1 – Re-election of a Director – Jay Hughes

Clause 13.2 of the Constitution provides that one third of Directors must retire from office at each annual general meeting of the Company. Mr Jay Hughes will retire by rotation in accordance with clause 13.2 of the Constitution and being eligible seeks re-election.

Mr Hughes commenced as a Director of the Company in 2007 and assumed the role of Non-Executive Chairman in October 2013.

Between 1986 and 2000, Mr Jay Hughes was employed by a Perth stockbroker that was part of a national and international group at the time. From 1994 he acted in the capacity of an Executive Director and before this as an Associate Director.

From 2000 until the present date, Mr Hughes has worked for Euroz Securities Limited and Euroz Limited and also acts in the capacity of Executive Director and Responsible Officer of both companies. During this time, Mr Hughes has been involved in the institutional sales department of the stockbroking business dealing predominantly with offshore funds. He is also heavily involved in many facets of the management and supervision of both companies.

Mr Hughes is also Non-Executive Chairman of Westoz Investment Company Limited and a Non-Executive Director of Prodigy Investment Partners Limited.

Mr Hughes holds a Graduate Diploma in Applied Finance and Investment from the Securities Institute of Australia. He was recognised as an affiliate of the ASX in December 2000 and was admitted in May 2004 as a Practitioner Member (Master Stockbroking) of the Securities and Derivatives Industry Association.

The Board endorses the re-election of Mr Hughes to the Board of Directors.

Resolution 2 – Election of an Independent Director – Mr Simon Joyner

Clause 13.4 of the Constitution provides that a Director can be appointed as an additional Director but that the Director only holds office until the next annual general meeting when they become eligible for re-election.

Mr Simon Joyner has been involved in the West Australian financial services industry since 1985. Mr Joyner established Keysbrook Financial Services in 1997, one of Western Australia's first independently owner financial services firms. In 2008 Keysbrook became a founding firm of what was to become the Shadforth Financial Group. Shadforth Financial Group subsequently listed on the ASX and was purchased by IOOF in 2014.

More recently, Mr Joyner established management consulting firm Aberfoyle Partners, assisting businesses across a range of industries but predominantly those associated with financial services.

Mr Joyner is the Chairman of Kidsafe WA and sits on the board of the Perth Symphony Orchestra.

The Board endorses the re-election of Mr Joyner to the Board of Directors.

Resolution 3 – Remuneration Report

General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the Annual Financial Report of the Company for the financial year ended 30 June 2016.

Under changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on Resolution 3 are voted against adoption of the Remuneration Report at consecutive Annual General Meetings, the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting to consider the appointment of directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the general meeting (**Spill Meeting**) within 90 days of the Company's second annual general meeting. All of the Directors who were in office when the Company's Directors' report was approved, other than the managing director of the Company, 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 the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

Proxy Voting Restrictions

Shareholders appointing a proxy for this Resolution should note the following:

Proxy	Directions Given	No directions given
Key Management Personnel ¹	Voted as directed	Unable to vote ³
Chair ²	Voted as directed	Able to vote at discretion of Proxy ⁴
Other	Voted as directed	Able to Vote at discretion of Proxy

Notes:

- ¹ Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.
- ² Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of such a member).
- ³ Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.
- ⁴ The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

Definitions

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2016.

General Business

To transact any other business which may lawfully be brought before the meeting in accordance with the Company's Constitution.

In accordance with section 250BA of the Corporations Act 2001 (Cth), the Company specifies the following information for the purposes of receipt of proxy appointments:

Investor Vote:	www.investorvote.com.au
Registered Office:	Computershare Investor Services GPO Box 242 Melbourne Victoria 3001 Australia
Facsimile Number:	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)

Each member entitled to vote at the annual general meeting has the right to appoint a proxy to attend and vote at the meeting on their behalf. The member may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at his/her discretion. The instrument appointing the proxy must be received by the Company at the address specified above at least 48 hours before the time notified for the meeting (proxy forms may be lodged by facsimile). Members who are unable to attend the meeting are encouraged to complete and return a proxy form.

In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the Meeting. The snapshot date is Sunday, 1.30pm (WST) on 20 November 2016.

Chris Webster
Company Secretary
By Order of the Board of Directors

Perth, Western Australia
21 October 2016

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 732 012
(outside Australia) +61 3 9415 4398

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 189105

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 1:30pm (WST) Sunday, 20 November 2016

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the 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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Ozgrowth Limited hereby appoint

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the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Ozgrowth Limited to be held at Level 18, Alluvion, 58 Mounts Bay Road, Perth, Western Australia on Tuesday, 22 November 2016 at 1:30pm (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolution: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 3 (except where I/we have indicated a different voting intention below) even though Resolution 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 3 by marking the appropriate box in step 2 below.

STEP 2 Items of Business



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

		For	Against	Abstain
Resolution 1	Re-election of a Director – Mr Jay Hughes	☐	☐	☐
Resolution 2	Election of an Independent Director – Mr Simon Joyner	☐	☐	☐
Resolution 3	Remuneration Report	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /
