

# Notice of Annual General Meeting

## CPT GLOBAL LIMITED

("Company")

ABN 16 083 090 895

ACN 083 090 895

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Notice is hereby given that the Annual General Meeting of the Company will be held at its registered office, being Level 1, 4 Riverside Quay, Southbank, Victoria 3006, on Monday 18 November 2013 at 11:00am (AEDT).

### Ordinary Business

1. Chairman's Presentation.
2. To receive and consider the financial statements and reports of the economic entity for the year ended 30 June 2013, together with the reports of the directors and the auditor.
3. 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 2013".

*(Please note that the vote on this item is advisory only and does not bind the directors or the Company)*

4. To elect one director:

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

"That Mr Peter Wright, having been an executive director of the Company since 2001 and being required to retire from office in accordance with rule 8.1(d)(1) of the Company's constitution, being eligible and having offered himself for election, be elected as a director of the Company (to take effect from the conclusion of the Company's 2013 annual general meeting)".

### Special Business

5. To consider and, if thought fit, to pass the following resolution (as an ordinary resolution):

"That members approve the issues by the Company under the CPT Share and Option Incentive Plan to Mr Fred Grimwade (Non Executive Director) of an aggregate number of 50,000 ordinary shares in the Company ("performance shares") if the condition(s) detailed in the table below and set out in the explanatory memorandum are satisfied (such issues being transactions requiring shareholder approval under ASX listing rule 10.14):

<b>Number of Performance Shares Proposed to be Issued and Conditions upon which they will be Issued</b>			
	<b>June 30, 2013</b>	<b>June 30, 2014</b>	<b>June 30, 2015</b>
<b>Fred Grimwade (Non-Executive Director)</b>			
No of performance shares	n/a	25,000*	25,000
Condition to be satisfied-Share Price	\$0.45	\$0.75	\$1.00

The issue price will be \$0.50 for each performance share referred to above.

The terms of issue for Mr Grimwade and the other 3 directors referred to in agenda items 6 to 8 are more fully explained in the attached explanatory memorandum.

\* These issues may occur in the subsequent year, as explained in the explanatory memorandum.

6. To consider and, if thought fit, to pass the following resolution (as an ordinary resolution):

“That members approve the issues by the Company under the CPT Share and Option Incentive Plan to Mr Alan Baxter (Non Executive Director) of an aggregate number of 50,000 ordinary shares in the Company (“performance shares”) if the condition(s) detailed in the table below and set out in the explanatory memorandum are satisfied (such issues being transactions requiring shareholder approval under ASX listing rule 10.14):

<b>Number of Performance Shares Proposed to be Issued and Conditions upon which they will be Issued</b>			
	<b>June 30, 2013</b>	<b>June 30, 2014</b>	<b>June 30, 2015</b>
<b>Alan Baxter (Non-Executive Director)</b>			
No of performance shares	n/a	25,000*	25,000
Condition to be satisfied - Share Price	\$0.45	\$0.75	\$1.00

The issue price will be \$0.50 for each performance share referred to above.

The terms of issue for Mr Baxter and the other 3 directors referred to in agenda items 5, 7 and 8 are more fully explained in the attached explanatory memorandum.

\* These issues may occur in the subsequent year, as explained in the explanatory memorandum.

7. To consider and, if thought fit, to pass the following resolution (as an ordinary resolution):

“That members approve the issues by the Company under the CPT Share and Option Incentive Plan to Mr Gerry Tuddenham (Executive Director) of an aggregate number of 200,000 ordinary shares in the Company (“performance shares”) if the condition(s) detailed in the table below and set out in the explanatory memorandum are satisfied (such issues being transactions requiring shareholder approval under ASX listing rule 10.14):

<b>Number of Performance Shares Proposed to be Issued and Conditions upon which they will be Issued</b>			
	<b>June 30, 2013</b>	<b>June 30, 2014</b>	<b>June 30, 2015</b>
<b>Gerry Tuddenham (Executive Director)</b>			
No of performance shares	n/a	50,000*	50,000
Condition to be satisfied - Share Price	\$0.45	\$0.75	\$1.00
No of performance shares		50,000*	50,000
Condition to be satisfied - International Revenue	\$11.4m	\$18.0m	\$22.0m

The issue price will be \$0.50 for each performance share referred to above.

The terms of issue for Mr Tuddenham and the other 3 directors referred to in agenda items 5, 6 and 8 are more fully explained in the attached explanatory memorandum.

\* These issues may occur in the subsequent year, as explained in the explanatory memorandum.

8. To consider and, if thought fit, to pass the following resolution (as an ordinary resolution):

“That members approve the issues by the Company under the CPT Share and Option Incentive Plan to Mr Peter Wright (Executive Director) of an aggregate number of 100,000 ordinary shares in the Company (“performance shares”) if the condition(s) detailed in the table below and set out in the explanatory memorandum -are satisfied (such issues being transactions requiring shareholder approval under ASX listing rule 10.14):

<b>Number of Performance Shares Proposed to be Issued and Conditions upon which they will be Issued</b>			
	<b>June 30, 2013</b>	<b>June 30, 2014</b>	<b>June 30, 2015</b>
<b>Peter Wright (Executive Director)</b>			
No of performance shares	n/a	25,000*	25,000
Condition to be satisfied - Share Price	\$0.45	\$0.75	\$1.00
No of performance shares		25,000*	25,000
Condition to be satisfied - Australian Revenue	\$23.8m	\$22.0m	\$25.0m

The issue price will be \$0.50 for each performance share.

The terms of issue for Mr Wright and the other 3 directors referred to in agenda items 5 to 7 are more fully explained in the attached explanatory memorandum.

\* These issues may occur in the subsequent year, as explained in the explanatory memorandum.

**Further Information**

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

By Order of the Board

Elliot Opolion  
Company Secretary  
Melbourne 17 October 2013.

## EXPLANATORY MEMORANDUM

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### A Introduction

This Explanatory Memorandum forms part of the notice of meeting of CPT Global Limited (“**Company**”) dated 17 October 2013 (“**Notice**”) and should be read in conjunction with the Notice. It contains important information concerning the Company’s 2013 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 agenda item 4 (Election of director), as well as agenda items 5 to 8, inclusive, (Grant of performance shares).*

### B 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 Computershare Investor Services Pty Limited at 452 Johnston Street, Abbotsford, Melbourne, Victoria 3067 or Postal Address GPO Box 242, Melbourne, Victoria 3001 or by facsimile: +61 3 9473 2555 (outside Australia) or 1800 783 447 (within Australia) to be received no later than 48 hours prior to the AGM.

### C Chairman’s Presentation (agenda item 1)

The Chairman, Mr Fred Grimwade, will present a summary of his report (which is contained in the 2013 Annual Report).

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.

### D Financial Statements (agenda item 2)

The Corporations Act and the Company’s constitution require the annual financial reports, directors’ report and auditor’s report for the 2012/2013 financial year 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.

### E Adoption of the remuneration report (agenda item 3)

#### **Background**

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 2013. The remuneration report contains:

- (a) information about the board's policy for determining the nature and amount of remuneration of the Company's directors and senior executives;
- (b) a description of the relationship between the remuneration policy and the Company's performance; and
- (c) 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.

Shareholders may be aware of the 'two strikes' rule in relation to remuneration reports of listed companies. Briefly, if at least 25% of votes are cast against the resolution to adopt the remuneration report at 2 consecutive annual general meetings of the Company, this rule requires 'a spill resolution' to be put to shareholders. If a spill resolution was ever passed, the Company would be required to hold a further meeting of shareholders within 90 days ('spill meeting') to consider appointing persons to replace those Directors in office at the time the remuneration report was approved by the Board (other than the Managing Director) and who are required to resign immediately before the end of the 'spill meeting'.

Please note that as the 2012 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.

### ***Voting on this agenda item 3***

*Please note this section very carefully.* In accordance with the Corporations Act, the Company is required to disregard any votes cast on agenda item 3 (in any capacity) by or on behalf of either a member of the key management personnel, details of whose remuneration are included in the remuneration report, or a closely related party of such a member (together "prohibited persons").

However, the Company will not disregard a vote if:

- (a) the prohibited person does so as a proxy appointed by writing that specified how the proxy is to vote on the proposed resolution; and
- (b) the vote is not cast on behalf of a prohibited person.

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, the resolution on agenda item 3 (Adoption of the remuneration report) by marking the appropriate box opposite agenda item 3 in the proxy form.

**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 agenda item 3 in the proxy form, that shareholder will be taken as having directed the Chairman to vote in favour of the resolution on agenda item 3 (Adoption of the remuneration report).**

## **F Resolution for the re-election of retiring director, Peter Wright (agenda item 4)**

Mr Peter Wright, having been an executive director of the Company since 2001 and being required to retire from office in accordance with rule 8.1(c) of the Company's constitution, and being eligible, offers himself for election as a Director under rule 8.1(d)(1) of the Company's constitution.

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

## **Explanation of special business (agenda items 5 to 8)**

### **G Proposed issue of performance shares under the CPT Share and Option Incentive Plan to executive and non executive directors as part of their remuneration**

#### *Special business resolutions*

Agenda items 5 to 8 (collectively "special business resolutions") will be considered and voted upon separately. No special business resolution is dependent upon the passing of any other special business resolution.

If shareholder approval is not obtained for a particular special business resolution, none of the proposed performance share issues in respect of that special business resolution will proceed.

#### *Background*

The special business resolutions seek approval for the issue of an aggregate of 400,000 ordinary shares ("performance shares") under the existing CPT Share and Option Incentive Plan (established and adopted in 2000) ("Plan") to the named executive and non executive directors of the Company. Based on the current issued share capital of the Company, if all these performance shares are issued they will represent (in aggregate) 1.1 % of the Company's issued capital.

Your board is generally authorised under the Plan to issue performance shares to executive and non-executive directors, as well as key management personnel. However, ASX listing rule 10.14 requires that the issue of the performance shares to the Company's executive and non executive directors under the Plan be approved by members of the Company as a transaction with persons in a position of influence in relation to the Company.

The proposed issues of performance shares under the Plan (should certain specified conditions be met) is designed to remunerate and incentivise the directors to achieve the CPT Global Group's strategic objectives and targets over the next 2 years (substantial increased turnover and share price uplift). Each director is key to the achievement of these objectives. Specific targets have been allocated to each of the directors, which align with their various responsibilities.

The Company has not issued any options or performance shares under the Plan since September 2010 and there are no rights currently held by any officer or employee of the CPT Global Group to acquire options or shares under the Plan.

*Proposed terms of issue*

The table in each of special business agenda items 5 to 8 (“table”) details the terms relating to the proposed issue of performance shares to the director named in such resolution.

Reference in the table forming part of special business agenda item 8 to “Australian Revenue” in respect of Mr Wright means the CPT Global turnover generated within the Australian market as reported in CPT Global’s annual report.

Reference in the table forming part of special business agenda item 7 to “International Revenue” in respect of Mr Tuddenham means the CPT Global turnover generated in regions outside the Australian market as reported in CPT Global’s annual report.

Performance shares will be ordinary shares and when issued will rank equally with all other ordinary shares on issue in the Company.

The issue price will be \$0.50 for each performance share referred to in the tables. This amount will need to be paid by the relevant director before the performance shares are issued to him. A director may elect not to take up any performance shares which he becomes entitled to receive.

Any reference to a share price in a table (relating to FY13 and to the performance hurdles for Messrs Grimwade, Baxter, Tuddenham and Wright) refers to the highest quoted (buy) price of CPT Global shares reaching or exceeding the nominated value for 5 consecutive business days in the financial year ending on the date nominated.

Any right to issue a tranche of performance shares in which the stipulated condition has not been satisfied by June 30, 2014 may result in the issue of that tranche on June 30, 2015 if:

- (a) in the case of the share price condition, the condition stipulated to be achieved by June 30, 2015, is achieved; or
- (b) in the case of the Australian revenue or International revenue condition, the aggregate revenue for the two year period ending on June 30, 2015 is greater than the total sum of the Australian revenue or International revenue condition target (as applicable) for the financial years ending on June 30, 2014 and June 30, 2015.

The Company will not issue a tranche of unissued performance shares if they are not fully paid up and:

- in respect of Messrs Grimwade and Baxter, if he has resigned, been removed or has otherwise ceased to be a director of the Company (for whatever reason) as at the date the condition in relation to such tranche which is relevant to him is first satisfied
- in respect of Messrs Tuddenham and Wright, if he has resigned, been removed or has otherwise ceased to be a director or key management employee of the Company (for whatever reason) or has ceased to be fully employed by the Company (for whatever reason) as at the date the conditions in relation to such tranche which is relevant to him is first satisfied
- to any individual director, if any other terms or conditions additional to those set out in the table in the special business resolution relating to that person (as agreed between the Company and the relevant individual from time to time (if any)) are not satisfied, or



- to any individual director, if such issue would cause the Company or that individual to be in breach of the Corporations Act.

The performance shares will not be subject to any ASX or Company imposed escrow restrictions. Application will be made by the Company (at its cost) for quotation of the performance shares following their issue.

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

[On October 11, 2013, the highest quoted (buy) price of ordinary shares of the Company on the ASX was \$0.45].

In accordance with ASX Listing Rule 10.15A, the Company includes the following information (set out in paragraphs (a) to (g) below) to be provided to members:

- (a) *If the person is not a director, a statement of the relationship between the person and the director that requires the approval to be obtained.*

Not applicable.

- (b) *The maximum number of performance shares that may be acquired by all persons for whom approval is required.*

The maximum number of performance shares the Company intends to issue in accordance with items 5 to 8 to each of:

- F Grimwade is 50,000
- A Baxter is 50,000
- G Tuddenham is 200,000
- P Wright is 100,000

This amounts to 400,000 ordinary shares in aggregate.

If issued, these shares will form part of the recipient director's remuneration, and will be required to be disclosed in the Company's annual report. Details of the current remuneration of each director is set out in the Directors report of the Company's annual report for FY 13. There has been no increase in the cash remuneration paid to directors since July 2010.

Under the terms of the Plan, in the event of any reconstruction of the capital of the Company (including a consolidation or subdivision of shares or reduction or return of capital) occurring prior to the issue of performance shares, the number of unissued performance shares to which each recipient may be entitled (and their issue price), will be correspondingly adjusted.

As at the date of this Notice of Annual General Meeting:

- Mr Grimwade (directly and indirectly) has a relevant interest in approximately 2% of the issued ordinary shares in the Company
- Mr Baxter does not have a relevant interest in any issued ordinary shares in the Company
- Mr Tuddenham (directly and indirectly) has a relevant interest in approximately 31% of the issued ordinary shares in the Company, and

- Mr Wright (directly and indirectly) has a relevant interest in approximately 0.4% of the issued ordinary shares in the Company.

If a director acquired some or all of the performance shares allocated to him, his relevant interest may increase. The amount of such increase (if any) would depend on changes which may have occurred to the issued capital of the Company and any changes in that director's direct or indirect shareholding in the Company between the date of this Notice of Annual General Meeting and the issue to him of his performance shares.

- (c) *The price (including a statement whether the price will be, or be based on, the market price), or the formula for calculating the price, for each performance share to be acquired under the Plan.*

The issue price will be \$0.50 for each performance share referred to above, which must be paid in full by the relevant director before a performance share is issued.

Under the terms of the Plan, in the event of any reconstruction of the capital of the Company (including a consolidation or subdivision of shares or reduction or return of capital), the issue price of the performance shares will be correspondingly adjusted.

- (d) *The names of all persons referred to in ASX listing rule 10.14 who received securities under the Plan since last approval, the number of securities received, and acquisition price for each such security.*

Since the last approval under ASX listing rule 10.14 was obtained from shareholders in November 2008, no securities have been granted or received under the Plan. However, as disclosed above, a number of options vested in September 2010.

- (e) *The names of all persons referred to in ASX listing rule 10.14 entitled to participate in the Plan.*

The Plan allows both executive and non-executive directors, employees and contractors to participate under the Plan. Each of the directors will participate in the proposed issue of performance shares.

Any future issue of securities (other than those referred to in items 5 to 8) under the Plan to those categories of people specified in ASX listing rule 10.14 (including directors) will require shareholder approval under the ASX listing rule 10.14.

- (f) *The terms of any loan in relation to the acquisition of the performance shares.*

There will be no loans made by any member of the CPT Global Group. Relevant directors will need to fund the acquisition of their performance shares from their own funds or funds of a third party.

- (g) *The date by which the Company will issue the performance shares, which must be no later than 3 years after the Annual General Meeting.*

The Company is required to issue each tranche of the performance shares within 7 days of the satisfaction of the conditions relating to that tranche, provided that the issue price for such tranche has been paid in full, and provided that all issues occur within 3 years after the Annual General Meeting.

*Further issue of performance shares to key management personnel*

The directors also propose to issue an aggregate number of 150,000 performance shares to 3 key management personnel of the Company (other than the directors), should certain conditions be satisfied. The directors have the power to do this under the Plan.

The terms of issue (including the issue price per tranche) are the same as those specified for each tranche of performance shares detailed in the special business resolutions, except that the conditions which must be satisfied before these performance shares are issued relate solely to increased turnover in relevant parts of CPT Global's business (Australian and International), and not to any increase in share price.

There is no requirement to obtain (nor does the Company seek to obtain) shareholder approval before these performance shares are issued.

*Disclosure in Annual Report*

Details of any performance shares issued under the Plan will be published in each Annual Report of the Company relating to a period in which such performance shares have been issued, and that approval for the issue of the performance shares was obtained under ASX listing rule 10.14.

Save as specified above, any additional persons who become entitled to participate in the Plan after this resolution is passed and who are not named in the Notice of Annual General Meeting will not participate until any required approval is obtained under ASX listing rule 10.14.

*Conclusion and voting exclusion statement*

Each director has a direct interest in the outcome of the special business resolution in which he is named as the potential recipient of performance shares.

The Company's board of directors considers that the proposed issue of performance shares to executive and non executive directors in the best interests of the Company, and will provide an appropriate additional remuneration and incentive to those directors to develop the business. Accordingly, they have resolved to seek shareholder approval for the proposed issue of performance shares. If shareholder approval is not obtained for a special business resolution, then the proposed performance share issues in respect of that special business resolution will not proceed.

In respect of the proposed recipient of performance shares under a special business resolution, all directors (other than that recipient) consider that the proposed issues to that recipient, together with his other remuneration, to be reasonable given the circumstances of the Company and the proposed recipient's circumstances and responsibilities in respect of the Company. The recipient was not involved in such consideration.

Given their potential interest in the subject matter of all special business resolutions (as prescribed under ASX listing rules 10.17 and 14.11), voting restrictions apply to all directors and their associates (see voting exclusion statement contained in the Notice of Annual General Meeting) in respect of all special business resolutions.

**Voting on agenda items 5 to 8 (inclusive)**

*Please note this section very carefully.* As is required under the ASX listing rules, the Company is required to disregard any votes cast on agenda items 5 to 8 by:

- any executive or non executive director of the Company; or
- any associate of the above named persons.

However, the Company will 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 Chairman as proxy for a person who is entitled to vote and the appointment expressly authorizes the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a members of the key management personnel of the Company's consolidated group.

As is required under the Corporations Act, no member of the key management personnel of the Company or a closely related party of any such member may vote as a proxy on agenda items 5 to 8 (Grant of performance shares), unless:

- (a) the person votes as a proxy appointed by writing that specified how the person is to vote on agenda items 5, 6, 7 and/or 8; or
- (b) the person is the Chairman and votes as a proxy appointed by writing that expressly authorises the Chairman to vote on agenda items 5, 6, 7 and/or 8 even though those items are connected directly or indirectly with the remuneration of a member of the key management personnel of the Company and even though the Chairman is a member of the key 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, the resolution on agenda items 5 to 8 (Grant of performance shares) by marking the appropriate box opposite agenda items 5 to 8 in the proxy form.

<p><b>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 agenda items 5 to 8 (inclusive) in the proxy form, that shareholder will be taken as having directed the Chairman to vote in favour of the resolution on agenda items 5 to 8 (Grant of performance shares).</b></p>
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## **INFORMATION FOR SHAREHOLDERS – VOTING PROCEDURES**

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### **Voting**

1. In accordance with regulation 7.11.37 of the Corporations Regulations, the Company's Board has determined that a person's entitlement to vote at the AGM will be taken to be the entitlement of that person shown in the register of members as at 11:00 am (AEDT) on Saturday 16 November 2013.
2. On a show of hands, every shareholder present in person or by proxy, attorney or representative has 1 vote.
3. 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.
4. Where a person present at the AGM represents personally or by proxy, attorney or representative more than 1 shareholder:
  - (a) on a show of hands the person is entitled to 1 vote only despite the number of shareholders the person represents;
  - (b) that vote will be taken as having been cast for all shareholders the person represents; and
  - (c) 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.

### **Proxies**

5. A shareholder entitled to attend and vote is entitled to appoint a proxy.
6. A proxy need not be a member of the Company.
7. If a shareholder may cast 2 or more votes at the AGM, that shareholder may vote by two proxies.
8. If a shareholder is entitled to cast 2 or more votes at the AGM, that shareholder may vote by 2 proxies or 2 attorneys.
9. 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.
10. Where a shareholder appoints 2 proxies or attorneys:
  - (a) on a show of hands, neither proxy or attorney may vote; and
  - (b) on a poll, each proxy or attorney may only exercise the voting rights the proxy or attorney represents.
11. If it is desired to appoint two proxies, then an additional proxy form can be obtained by telephoning the share registry being the office of Computershare Investor Services Pty Limited on +61 3 9415 4000.

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.

12. 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.
13. 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 registry, Computershare Investor Services Pty Limited at 452 Johnston Street, Abbotsford, Melbourne, Victoria 3067 or Postal Address GPO Box 242, Melbourne, Victoria 3001 or by facsimile: +61 3 9473 2555 (outside Australia) or 1800 783 447 (within Australia).

Custodians voting – For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit for voting intentions.

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

#### **Voting exclusion statement on agenda item 3 (Adoption of the remuneration report)**

The Company is required to disregard any votes cast on agenda item 3 (in any capacity) by or on behalf of either a member of the key management personnel, details of whose remuneration are included in the remuneration report, or a closely related party of such a member (together "prohibited persons").

However, the Company will not disregard a vote if:

- (a) the prohibited person does so as a proxy appointed by writing that specified how the proxy is to vote on the proposed resolution; and
- (b) the vote is not cast on behalf of a prohibited person.

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, the resolution on agenda item 3 (Adoption of the remuneration report) by marking the appropriate box opposite agenda item 3 in the proxy form.

<p><b>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 agenda item 3 in the proxy form, that shareholder will be taken as having directed the Chairman to vote in favour of the resolution on agenda item 3 (Adoption of the remuneration report).</b></p>
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**Voting exclusion statement on agenda items 5 to 8 (Proposed issue of performance shares under the CPT Share and Option Incentive Plan to executive and non executive directors as part of their remuneration)**

***Voting on agenda items 5 to 8 (inclusive)***

*Please note this section very carefully.* As is required under the ASX listing rules, the Company is required to disregard any votes cast on agenda items 5 to 8 by:

- any executive or non executive director of the Company; or
- any associate of the above named persons.

However, the Company will 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 Chairman as proxy for a person who is entitled to vote and the appointment expressly authorizes the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a members of the key management personnel of the Company's consolidated group.

As is required under the Corporations Act, no member of the key management personnel of the Company or a closely related party of any such member may vote as a proxy on agenda items 5 to 8 (Grant of performance shares), unless:

- (a) the person votes as a proxy appointed by writing that specified how the person is to vote on agenda items 5, 6, 7 and/or 8; or
- (b) the person is the Chairman and votes as a proxy appointed by writing that expressly authorises the Chairman to vote on agenda items 5, 6, 7 and/or 8 even though those items are connected directly or indirectly with the remuneration of a member of the key management personnel of the Company and even though the Chairman is a member of the key 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, the resolution on agenda items 5 to 8 (Grant of performance shares) by marking the appropriate box opposite agenda items 5 to 8 in the proxy form.

**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 agenda items 5 to 8 (inclusive) in the proxy form, that shareholder will be taken as having directed the Chairman to vote in favour of the resolution on agenda items 5 to 8 (Grant of performance shares).**

**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.





## Lodge your vote:



### 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](http://www.intermediaryonline.com)

### For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

For your vote to be effective it must be received by 11:00am (AEDT) Saturday 16 November 2013

### 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 as they choose. 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

**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](http://www.investorcentre.com) under the information tab, "Downloadable 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.

**Turn over to complete the form** →



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

**Your secure access information is:**



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

**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

I/We being a member/s of CPT Global Limited hereby appoint

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 CPT Global Limited to be held at the Company's registered office, Level 1, 4 Riverside Quay, Southbank, Victoria on Monday, 18 November 2013 at 11:00am (AEDT) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** 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 Items 3, 5, 6, 7 and 8 (except where I/we have indicated a different voting intention below) even though Items 3, 5, 6, 7 and 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** For Items 5, 6, 7 and 8, this express authority is also subject to you marking the box in the section below. 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 Items 3, 5, 6, 7 and 8 by marking the appropriate box in step 2 below.

**Important for Items 5, 6, 7 and 8 :** If the Chairman of the Meeting is your proxy and you have not directed the Chairman how to vote on Items 5, 6, 7 and 8 below, please mark the box in this section. If you do not mark this box and you have not otherwise directed your proxy how to vote on Items 5, 6, 7 and 8, the Chairman of the Meeting will not cast your votes on Items 5, 6, 7 and 8 and your votes will not be counted in computing the required majority if a poll is called on these items. The Chairman of the Meeting intends to vote undirected proxies in favour of Items 5, 6, 7 and 8 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my/our proxy even if the Chairman has an interest in the outcome of Items 5, 6, 7 and 8 and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

## 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
Item 3 To adopt the Company's remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 To elect Mr Peter Wright as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Approve the issues by the Company under the CPT Share and Option Incentive Plan to Mr Fred Grimwade	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Approve the issues by the Company under the CPT Share and Option Incentive Plan to Mr Alan Baxter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7 Approve the issues by the Company under the CPT Share and Option Incentive Plan to Mr Gerry Tuddenham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8 Approve the issues by the Company under the CPT Share and Option Incentive Plan to Mr Peter Wright	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

## 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 / /