



**Mareterram**

24 October 2016

Company Announcements Office  
ASX Limited  
Level 40 Central Park  
152 – 158 St Georges Terrace  
Perth WA 6000

*By electronic lodgement*

Dear Sir or Madam

**Mareterram Limited: Notice of 2016 Annual General Meeting**

Mareterram Limited will hold its 2016 Annual General Meeting on Thursday, 24 November 2016 at Fremantle Sailing Club, 151 Marine Terrace, South Fremantle, Western Australia, 6160, commencing at 11.00am.

Attached are the following documents which will be sent to ordinary shareholders on 24 October 2016.

- Notice of Annual General Meeting; and
- Shareholder Proxy Form.

Yours faithfully

Richard Duncan  
Company Secretary

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# **Mareterram Limited**

ACN 009 248 720

## **Notice of Annual General Meeting**

**TIME:** 11.00am  
**DATE:** 24 November 2016  
**PLACE:** Fremantle Sailing Club, 151 Marine Terrace South Fremantle 6160

***This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting. Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary on +61 8 94359228***

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## Notice of Meeting to Shareholders

The Annual General Meeting of Shareholders in Mareterram Limited (the **Company**) will be held at the Fremantle Sailing Club, 151 Marine Terrace, South Fremantle, Western Australia on Thursday, 24 November 2016 at 11.00am (WST).

The Explanatory Memorandum that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered.

Please note terms contained in this Notice of Meeting have the same meaning as set out in Schedule 1 of the Explanatory Memorandum accompanying this Notice of Meeting.

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## General Business

### Financial Statements and Reports

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.

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### Resolution 1 – Adoption of 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 purposes 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 Company's annual financial 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. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

**Voting exclusion statement:** The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution or the proxy is the Chair of the Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
- (b) it is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.

Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 1 unless:

- (a) the appointment specifies the way the proxy is to vote on Resolution 1; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 1.

Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

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## Resolution 2 – Re-election of Mr Mark Pitts as a Director

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

*“That, for the purposes of clause 6.1(f) of the Constitution and for all other purposes, Mr Mark Pitts, a Director who retires and, being eligible, offers himself for re-election, be re-elected as a Director.”*

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## Resolution 3 – Re-election of Mr David Lock as a Director

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

*“That, for the purposes of clause 6.1(e) of the Constitution and for all other purposes, Mr David Lock, a Director who retires and, being eligible, offers himself for re-election, be re-elected as a Director.”*

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## Resolution 4 – Re-election of Mr Felix Ratheb as a Director

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

*“That, for the purposes of clause 6.1(e) of the Constitution and for all other purposes, Mr Felix Ratheb, a Director who retires and, being eligible, offers himself for re-election, be re-elected as a Director.”*

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## Resolution 5 – Re-election of Mr Fred Robertson as a Director

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

*“That, for the purposes of clause 6.1(e) of the Constitution and for all other purposes, Mr Fred Robertson, a Director who retires and, being eligible, offers himself for re-election, be re-elected as a Director.”*

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## Special Business

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## Resolution 6 – Appointment of Auditor

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

*“That, for the purpose of Section 327B of the Corporations Act and for all other purposes, John Sibenaler of Deloitte Touche Tomatsu, being qualified and having consented to act, be appointed as auditors of the Company.”*

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## **OTHER BUSINESS**

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To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

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## **BY ORDER OF THE BOARD**



**RICHARD DUNCAN**  
**DIRECTOR/SECRETARY**

**DATED: 6 October 2016**

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## Information for voting shareholders

### Voting Entitlements

For the purpose of determining a person's entitlement to vote at the Annual General Meeting, and in accordance with regulation 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at **4.00 pm (WST) on 22 November 2016**.

On a poll, Shareholders have one vote for every Share held.

### How to vote

Shareholders can vote by either:

- attending the meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, electronically via the internet ('Online Voting') or by fax.

### Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting, if possible, so that their holding may be checked against the Company's share register and attendance recorded. To be effective a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below.

### Voting by proxy

A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the meeting.

Where two proxies are appointed, each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. If the appointment does not specify the proportion or number of votes, each proxy may exercise half of the votes (in which case any fraction of votes will be disregarded).

A proxy need not be a Shareholder.

The proxy can be either an individual or a body corporate.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) must be completed and returned to the Company by:

- (a) post to Automic Registry Services, PO Box 2226, Strawberry Hills NSW 2012;
- (b) hand deliver to Automic Registry Services, Suite 310, Level 3, 50 Holt Street, Surry Hills NSW 2010;
- (c) by recording the proxy appointment and voting instructions via the internet at <https://investor.automic.com.au/#/loginsah>. Only registered Shareholders may access this facility and will need their Holder Identification Number (**HIN**) or Securityholder Reference Number (**SRN**). Refer to instructions on the Proxy Form,

so that it is received not less than 48 hours prior to commencement of the General Meeting.

Proxy Forms received later than this time will be invalid.

The Proxy Form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by no later than 48 hours prior to commencement of the General Meeting. If facsimile transmission is used, the power of attorney must be certified.

A proxy form is attached to this Notice of Meeting.

### **Statement Regarding Undirected Proxies**

If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where a Restricted Voter is appointed as a proxy, the proxy may only vote on Resolution 1 in accordance with a direction on how the proxy is to vote or, if the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Should any resolution, other than those specified in this Notice of Meeting, be proposed at the Annual General Meeting, a proxy may vote on that resolution as they think fit.

If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used where possible to support each of the resolutions proposed in this Notice of Meeting, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed resolutions. However, in exceptional circumstances, the Chair of the Meeting may change his or her voting intention, in which case an ASX announcement will be made. These rules are explained in this Notice of Meeting.

### **Corporate Representatives**

Any corporation which is a Shareholder may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chair of the General Meeting) a natural person to act as its representative at the General Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed.



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## Explanatory Memorandum

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### Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of Mareterram Limited (**Mareterram** or the **Company**) in relation to business to be conducted at the Annual General Meeting to be held at the Fremantle Sailing Club, 151 Marine Terrace, South Fremantle, Western Australia on Thursday, 24 November 2016 at 11.00am (WST). The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. Accordingly, it should not be relied on solely in determining how to vote on the Resolutions and Shareholders should seek their own financial or legal advice.

### Notice to persons outside of Australia

This Explanatory Memorandum has been prepared in accordance with the Corporations Act, the ASX Listing Rules, disclosure requirements and Accounting Standards. These laws, disclosure requirements and accounting standards may be different to those in other countries.

### Forward looking statements

Certain statements in this Explanatory Memorandum relate to the future. These statements reflect views only as of the date of this Explanatory Memorandum. While Mareterram believes that the expectations reflected in the forward looking statements are reasonable, neither Mareterram nor any other person gives any representation, assurance or guarantee that the occurrence of an event expressed or implied in any forward looking statements in this Explanatory Memorandum will actually occur.

### Disclaimer

No person is authorised to give any information or make any representation in connection with the Proposed Transactions which is not contained in this Explanatory Memorandum. Any information which is not contained in this Explanatory Memorandum may not be relied on as having been authorised by Mareterram or the Board in connection with the Proposed Transactions.

### ASX

A copy of the Notice of Meeting and Explanatory Memorandum has been lodged with ASX pursuant to the ASX Listing Rules. Neither ASX nor any of its officers take any responsibility for the contents of the Notice of Meeting and Explanatory Memorandum.

### Definitions

Capitalised terms in this Explanatory Memorandum are defined in Schedule 1.

### Enquiries

All enquiries in relation to the contents of the Notice of Meeting or Explanatory Memorandum should be directed to the Company's Company Secretary, Mr Richard Duncan (telephone: +61 8 9435 9228).

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## General Business

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### 1 Financial Statements and Reports

The first item of the Notice of Meeting deals with the presentation of the consolidated 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. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on the ASX website.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the accounts and on the management of the Company.

The Chair will also give Shareholders a reasonable opportunity to ask the Auditor or the Auditor's representative questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the independent audit report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

The Chair will also allow a reasonable opportunity for the Auditor or their representative to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act.

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### 2 Resolutions 1 – Adoption of Remuneration Report

#### 2.1 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. Such a resolution is advisory only and does not bind the company or the directors of the company, however, please see below as to the voting consequences on this resolution.

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 Report.

The chair of the Meeting must allow a reasonable opportunity for its Shareholders to ask questions about or make comments on the remuneration report at the Meeting.

#### 2.2 Voting consequences

As noted above, voting on Resolution 1 is advisory only and does not bind the Directors or the Company.

However, if at least 25% of the votes cast are against adoption of the remuneration report at two consecutive annual general meetings, the Company will be required to put a resolution to the second annual general meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second annual general

meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

### **2.3 Previous voting results**

At the Company's 2015 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 Meeting.

### **2.4 Voting exclusion**

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters may not vote on this Resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise your proxy, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair intends to use any such proxies to vote in favour of the Resolution.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

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## **3 Resolution 2 – Re-election of Director – Mr Mark Pitts**

Clause 6.1(f) of the Constitution broadly provides that one third of the Directors must retire at each annual general meeting of the Company. Clause 6.1(i) of the Constitution provides that a Director retiring by rotation under clause 6.1(f) is eligible to seek re-election as a Director. Mr Mark Pitts, being a Director, retires by way rotation and, being eligible, offers himself for re-election as a Director.

### **Mark Pitts – Non-executive director (Independent)**

Mark joined the Board in August 2015 as a Non-Executive Director and had been Company Secretary since May 2013 resigning from that position in March 2016. Mark holds a Bachelor of degree in Business (Curtin University) and is a Fellow of the Institute of Chartered Accountants with more than 25 years' experience in statutory reporting and business administration. He has been directly involved with, and consulted to a number of public companies holding senior financial management positions.

Mark is a Partner in Corporate Advisory firm Endeavour Corporate. Endeavour Corporate provides company secretarial support; corporate, governance and compliance advice to a number of ASX listed public companies.

For further information on Mr Pitts please refer to the Company's Annual Report.

The Board (excluding Mr Pitts) recommend the re-election of Mr Pitts.

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## **4 Resolution 3 – Re-election of Director – David Lock**

Clause 6.1(e) of the Constitution provides that Directors appointed as additions to the Board to fill a casual vacancy must retire from office at the next annual general meeting. Clause 6.1(i) of the Constitution provides that a Director retiring under clause 6.1(e) is eligible to seek re-election as a Director. Mr David Lock, who was appointed as an addition to the Board in January 2016, retires at the Meeting and, being eligible, offers himself for re-election as a Director.

### **David Lock – Managing director**

David joined the Board as Chief Executive and Managing Director on 1 January 2016. Mr Lock is a Chartered Accountant and has significant agri-business experience, he left the Craig Mostyn Group, a privately owned agribusiness company in December 2015, having been there since joining in 1996. He was appointed CEO of the Group in 2004 and oversaw the growth of each of the Group's key divisions until he left in December 2015

Mr Lock was appointed to the Board of Food Industry Association of WA in 2007, and chaired that body from 2008 to 2011. In 2012 he was appointed as Chairman of the WA Meat Industry Authority. In 2012, Mr Lock was recognised as the Australian Agribusiness Leader of the year and in 2013 was inducted as an Australian Export Hero by the Export Council of Australia. He is a fellow of the Australian Institute of Company Directors.

For further information on Mr Lock please refer to the Company's Annual Report.

The Board (excluding Mr Lock) recommend the re-election of Mr Lock.

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## **5 Resolution 4 – Re-election of Director – Mr Felix Ratheb**

Clause 6.1(e) of the Constitution provides that Directors appointed as additions to the Board to fill a casual vacancy must retire from office at the next Annual General Meeting. Clause 6.1(i) of the Constitution provides that a Director retiring under clause 6.1(e) is eligible to seek re-election as a Director. Mr Felix Ratheb, who was appointed as an addition to the Board in March 2016, retires at the Meeting and, being eligible, offers himself for re-election as a Director.

### **Felix Ratheb – Non-executive director**

Felix completed BSc Engineering degree (Hons) in 1995 at Wits University and holds an MBA from the University of Cape Town.

He has been the Chief Executive of the Sea Harvest Group since October 2013 and has worked in the fishing and food industry since 2003. Sea Harvest is one of the largest vertically integrated fishing companies in South Africa and a leading food retail brand with a global presence in 22 countries across the globe including a strong presence in Australia for over 50 years. Mr Ratheb joined the Board on 3 March 2016.

For further information on Mr Ratheb please refer to the Company's Annual Report.

The Board (excluding Mr Ratheb) recommend the re-election of Mr Ratheb.

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## **6 Resolution 5 – Re-election of Director – Mr Fred Robertson**

Clause 6.1(e) of the Constitution provides that Directors appointed as additions to the Board to fill a casual vacancy must retire from office at the next Annual General Meeting. Clause 6.1(i) of the Constitution provides that a Director retiring under clause 6.1(e) is eligible to seek re-election as a Director. Mr Fred Robertson, who was appointed as an addition to the Board in August 2016, retires at the Meeting and, being eligible, offers himself for re-election as a Director.

### **Fred Robertson – Non-executive director**

Fred is the Executive chairman and co-founder of Brimstone Investment Corporation Limited, and is a leading figure in the South African business community.

He has gained significant experience in the national and international business stage through his directorships of Remgro Limited, AON Re Africa (Proprietary) Limited and Old Mutual Emerging Markets Limited. He is also Non-Executive Chairman of Sea Harvest Holdings Proprietary Limited, Lion of Africa Insurance Company Limited, Lion of Africa Life Assurance Company Limited and House of Monatic (Proprietary) Limited.

Mr Robertson joined the Board on 16 August 2016.

For further information on Mr Robertson please refer to the Company's Annual Report.

The Board (excluding Mr Robertson) recommend the re-election of Mr Robertson.

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## **Special Business**

### **7 Resolutions 6 – Appointment of Auditor**

BDO Audit (WA) Pty Ltd ("BDO"), the Company's existing auditor, has given notice of their intention to resign and have made an appropriate application to ASIC. This resignation is subject to the receipt of consent from ASIC and shareholder approval of this resolution for the appointment of Deloitte Touche Tomatsu as auditor.

The Board would like to thank BDO for the manner in which audit services have been delivered during their appointment.

Subject to ASIC consenting to the resignation of BDO and BDO submitting a resignation to the Company, it is proposed that the Company appoint Deloitte Touche Tomatsu as auditor of the Company.

The nomination to the appointment of Deloitte Touche Tomatsu as auditor of the Company has been properly received from Mr David Lock in accordance with Section 328B of the Corporations Act 2001 (Cth), and a copy is provided to Shareholders with this Notice at Schedule 2.

In accordance with section 328A of the Corporations Act, Mr John Sibenaler of Deloitte Touche Tomatsu has consented to act in this capacity and all other requirements of the Corporations Act in relation to the appointment of auditors have been, or, at the date of this Notice, will be met.

If approval is received from Shareholders and the ASIC, John Sibenaler of Deloitte Touche Tomatsu will commence as auditor of the Company on the date and from the conclusion of this Annual General Meeting.

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## Schedule 1 - Glossary

In this Explanatory Memorandum the following words have the following meaning:

|                                 |   |
|---------------------------------|---|
| <b>Accounting Standards</b>     | The meaning given to that term in the Corporations Act.   |
| <b>ACN</b>                      | Australian Company Number.  |
| <b>Annual Report</b>            | The Annual Report of the Company for the year ended 30 June 2016.   |
| <b>ASIC</b>                     | Australian Securities and Investments Commission.   |
| <b>Associate</b>                | The meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the “designated body” for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established. |
| <b>ASX</b>                      | ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.   |
| <b>ASX Listing Rules</b>        | The official listing rules of ASX as amended from time to time.   |
| <b>Board</b>                    | Board of Directors.   |
| <b>Business Day</b>             | A day on which trading takes place on the stock market of ASX.  |
| <b>Child Entity</b>             | The meaning given in the ASX Listing Rules.   |
| <b>Closely Related Party</b>    | The meaning given to that term in the Corporations Act.   |
| <b>Company or Mareterram</b>    | Mareterram Limited (formerly Style Limited) ACN 009 248 720 and where the context required includes its subsidiaries, Mareterram and Mareterram Trading.  |
| <b>Constitution</b>             | The Constitution of the Company.  |
| <b>Corporations Act</b>         | The <i>Corporations Act</i> 2001 (Cth).   |
| <b>Director</b>                 | A director of Mareterram.   |
| <b>Equity Securities</b>        | The meaning given to that term in the ASX Listing Rules.  |
| <b>Explanatory Memorandum</b>   | Explanatory Memorandum accompanying the Notice of Meeting.  |
| <b>General Meeting</b>          | Annual General Meeting of Shareholders to be held on 24 November 2016.  |
| <b>Key Management Personnel</b> | The meaning given to that term in the Accounting Standards.   |
| <b>Meeting</b>                  | The Company’s 2016 annual general meeting convened by the Notice of Meeting.  |
| <b>Notice of Meeting</b>        | The notice convening the Annual General Meeting, which accompanies this Explanatory Memorandum.   |
| <b>Proxy Form</b>               | Proxy Form attached to the Notice of Meeting.   |

|                          |   |
|--------------------------|---|
| <b>Relevant interest</b> | The meaning given to that term in section 608 of the Corporations Act.                    |
| <b>Resolution</b>        | Resolution in the Notice of Meeting.  |
| <b>Restricted Voter</b>  | Key Management Personnel and their Closely Related Parties as at the date of the Meeting. |
| <b>Section</b>           | A section in this Explanatory Memorandum.   |
| <b>Security</b>          | A Share, Option or Performance Right (as applicable).                                     |
| <b>Share</b>             | A fully paid ordinary share in the capital of the Company.                                |
| <b>Shareholder</b>       | The registered holder of a Share.   |

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## Schedule 2 - Auditor Nomination Letter

6 October 2016

The Company Secretary  
Mareterram Limited  
Unit 4, 24 Mews Road  
South Fremantle 6160  
Western Australia

Dear Sir,

### **Nomination of Auditor**

Pursuant to section 328B (1) of the Corporations Acts 2001, I, David Lock, being a member of Mareterram Limited, hereby give you notice of the nomination of Mr John Sibenaler of Deloitte Touche Tomatsu of Tower 2, Brookfield Place, 123 St Georges Terrace, Perth WA 6000 as auditor of Mareterram Limited.

I consent to the distribution of this notice of nomination as an annexure to the Notice of Meeting and Explanatory Statement for the 2016 Annual General Meeting of Mareterram Limited.

Yours Faithfully,



David Lock





Mareterram Limited | ACN 009 248 720

# AGM Registration Card

If you are attending the meeting  
in person, please bring this with you  
for Securityholder registration.

Holder Number

**MTM:**

Holder Number:

**Vote by Proxy**

## Option A – Please choose to vote online, because:

- ✓ **Save Your Money:** This company you own a part of has to spend thousands of dollars each year in print and postage costs. Online voting will reduce this unnecessary expense.
- ✓ **It's Quick and Secure:** Voting online provides you with greater privacy over your instructions, eliminates any postal delays and removes the risk of it being potentially lost in transit.
- ✓ **Receive Vote Confirmation:** Voting online is the only method which provides you with confirmation that your vote has been processed. It also allows you to amend your vote if required.



To Access online voting you can scan the barcode to the right with your tablet or mobile device or you can enter the following link into your browser.

Voting online is quick and easy to do.

<https://investor.automic.com.au/#/loginsah>

**STEP 1: Please appoint a Proxy**

## Option B – Appoint a proxy, by paper:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of the Company, to be held at **11.00 am (WST) on 24 November 2016 at Fremantle Sailing Club, 151 Marine Terrace South Fremantle 6160** hereby:

**Appoint the Chairman of the Meeting (Chair)** 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 so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

### AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

**STEP 2: Voting Direction**

| Resolutions                                  | For                      | Against                  | Abstain                  | Resolutions                                      | For                      | Against                  | Abstain                  |
|--|--------------------------|--------------------------|--------------------------|--|--------------------------|--------------------------|--------------------------|
| 1 Adoption of Remuneration Report            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 4 Re-election of Mr Felix Ratheb as a Director   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Re-election of Mr Mark Pitts as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 5 Re-election of Mr Fred Robertson as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Re-election of Mr David Lock as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 6 Appointment of Auditor                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

**STEP 3**

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2016

Email Address .....

## HOW TO COMPLETE THIS PROXY VOTING FORM

### LODGING YOUR PROXY VOTE

This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11.00am (WST) on Tuesday, 22 November 2016**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Proxy Voting Forms can be lodged:



#### ONLINE

<https://investor.automic.com.au/#/loginsah>



Login to the Automic website using the holding details as shown on the Proxy Voting Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, shareholders will need their Holder Number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on front of the Proxy Voting form.



#### BY MAIL

Automic Registry Services  
PO Box 2226  
Strawberry Hills NSW 2012



#### BY HAND

Automic Registry Services  
Suite 310, Level 3, 50 Holt Street, Surry Hills NSW 2010



#### ALL ENQUIRIES TO

Telephone: 1300 288 664 Overseas: + 61 2 9698 5414

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### VOTING UNDER STEP 1 - APPOINTING A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE 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 these 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 Voting Form, including where the Resolutions are 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 marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services on 1300 288 664 or you may copy this form.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

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

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.