

# Synergy Plus Limited

ACN 091 126 082

## Notice of Annual General Meeting and Explanatory Statement

The Annual General Meeting of Synergy Plus Limited (**Company**) will be held at Level 5, 56 Pitt Street, Sydney, New South Wales at 11.00am (WST) / 2.00pm (AEDT) on 29 January 2016

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**This is an important document. Please read it carefully.**

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

If you are unable to attend the Annual General Meeting, please complete the Proxy Form enclosed and return it in accordance with the instructions set out on the Proxy Form.

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# Synergy Plus Limited

ACN 091 126 082

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## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of Shareholders of Synergy Plus Limited (**Company**) will be held at Level 5, 56 Pitt Street, Sydney NSW 2000 at 11.00am (WST) / 2.00pm (AEDT) on Friday 29 January 2016 (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Proxy Form and Explanatory Statement form part of this Notice of Meeting.

## Business of the Meeting

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### Receipt of Financial and other Reports

To receive and consider the financial statements of the Company and the reports of the directors and the auditor in respect of the financial year ended 30 June 2015.

To receive and consider the financial statements of the Company and the reports of the directors and the auditor in respect of the financial year ended 30 June 2014.

To receive and consider the financial statements of the Company and the reports of the directors and the auditor in respect of the financial year ended 30 June 2013.

To receive and consider the financial statements of the Company and the reports of the directors and the auditor in respect of the financial year ended 30 June 2012.

### Resolution 1 - Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary 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 Report for the year ended 30 June 2015."*

**Note** – In accordance with section 250R of the Corporations Act, the vote on this item is advisory only and does not bind the Directors of the Company.

**Voting Exclusion:** As required by the Corporations Act, the Company will disregard any votes cast on Resolution 1 by, or on behalf of, any member of the Company's key management personnel (**KMP**) named in the Remuneration Report or by a Closely Related Party of any such member unless the person:

- (a) is acting as proxy and the Proxy Form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) is the Chair of the Meeting voting a proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the Company's KMP.

Further, the Company will not disregard a vote cast by the Chair of the meeting as a proxy, if the vote is not cast on behalf of a Restricted Voter 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 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.

## **Resolution 2 –Election of Mr Philip Silva**

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

*“That, for all purposes, Mr Philip Silva, who was appointed as a Director on 7 October 2015 and who ceases to hold office in accordance with Article 13.4 of the Company’s Constitution and, being eligible, offers himself for election, be elected as a Director.”*

## **Resolution 3 - Election of Mr Christopher Martino**

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

*“That, for all purposes, Mr Christopher Martino, who was appointed as a Director on 12 August 2013 and who ceases to hold office in accordance with Article 13.4 of the Company’s Constitution and, being eligible, offers himself for election, be elected as a Director.”*

## **Resolution 4 - Re- Election of Mr Domenic Martino**

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

*“That Mr Domenic Martino, being a Director of the Company who retires by rotation, pursuant to ASX Listing Rule 14.4 and the Constitution of the Company, and being eligible offers himself for re-election.”*

## ENTITLEMENT TO VOTE

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The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 5.00pm (WST) / 7.00pm (AEDT) on 27 January 2015 (**Entitlement Time**), subject to any applicable voting exclusion.

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

## VOTING OPTIONS AND PROXIES

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If you do not plan to attend the meeting in person, you are encouraged to complete and return the Proxy Form which accompanies this Notice of Meeting.

### Voting by Proxy

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than 2 proxies to attend and vote on the Shareholder's behalf.

If the Shareholder appoints 2 proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceed that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Resolution 1 (outlined above):

- If a Shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines, and
- If a Shareholder appoints the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with his voting intention as stated in this Notice of Meeting, namely in favour of each of the proposed resolutions set out in the Notice of Meeting.

### Proxy Voting by the Chair

For Resolution 1 (Remuneration Report), where the Chair is appointed as a Shareholder's proxy and that shareholder has not specified the way in which the Chair is to vote on this resolution, the Shareholder is directing the Chair to vote in accordance with the Chair's voting intention for this resolution, even though this item of business is connected with the remuneration of KMP.

The Chair intends to vote all undirected proxies in favour of the resolutions in the Notice of Meeting, including Resolution 1.

## Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's Share Registry, as an original or by facsimile, **no later than 11.00am (WST) / 2.00pm (AEDT) on Wednesday 27 January 2016 (Proxy Deadline)**.

Proxy forms may be submitted in one of the following ways:

- (i) By mail to Security Transfer Registrars Pty Ltd using the reply paid envelope or PO Box 535, Applecross, WA 6953. Please allow sufficient time so that it reaches Security Transfer Registrars Pty Ltd by the Proxy Deadline;
- (ii) By fax to Security Transfer Registrars Pty Ltd on +61 08 9315 2233;
- (iii) Online via the Company's Share Registry following directions outlined on the Proxy Form; or
- (iv) By hand delivery to the Company's Share Registry, Security Transfer Registrars Pty Ltd, Suite 1, 770 Canning Highway, Applecross, Western Australia, 6153.

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

## CORPORATE REPRESENTATIVES

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Where a shareholding is registered in the name of a corporation, the corporate security holder may appoint a person to act as its representative to attend the meeting by providing that person with:

- (i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

By Order of the Board



Leanne Ralph  
Company Secretary

24 December 2015

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## Synergy Plus Limited

ACN 091 126 082

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### Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting of the Shareholders of Synergy Plus Limited (**Company**) to be held at Level 5, 56 Pitt Street, Sydney NSW 2000 at 11.00am (WST) / 2.00pm AEDT on Friday 29 January 2016 (**Meeting**).

### Receipt of Financial and other Reports

The Corporations Act requires each of the Financial Report (which includes the Financial Statements and Directors' Declaration), the Directors' Report and the Auditor's Report for the last financial year to be laid before the Meeting.

The Constitution also provides for these reports to be received and considered at that Meeting.

The Directors consider that, as the Company went into Suspension in March 2011, there has not been an opportunity for shareholders to consider the 2012, 2013, 2014 and 2015 reports. As a result, all four reports (2012, 2013, 2014 and 2015) are laid before this Meeting.

There is no requirement for these reports to be formally approved by Shareholders.

The reports referred to are included in the Annual Report sent to shareholders who have requested to receive a copy. If you have not elected to receive a hard copy of the Company's Annual Report, it can be accessed on the Company's announcements page on ASX (using the ASX code: SNR) or obtained free of charge from the Company Secretary.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on these reports and on the business, operations and management of the Company.

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### Resolution 1 - Adoption of the Remuneration Report for the year ended 30 June 2015

The Remuneration Report appears within the Directors' Report in the Company's Annual Report and describes the remuneration practices of the Company and the rationale underpinning those practices.

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company at the Meeting. This resolution is advisory only and does not bind either the Company or its directors. However, the Board will consider the outcome of the vote and comments made by shareholders at the meeting on the remuneration report when reviewing the Company's remuneration policies. If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director / CEO) must stand for re-election.

At the Company's AGM held on 18 January 2012, approximately 0.02% of votes cast in respect of the Remuneration Report Resolution were voted against the Company's Remuneration Report.

There are restrictions on members of the KMP and their Closely Related Parties (in any capacity) and their proxies voting on Resolution 1, details of which are set out in the voting exclusion statement included in Resolution 1.

Any undirected proxies held by the Chair of the Meeting, other Directors or other KMP or their closely related parties for the purposes of Resolution 1 will be voted in favour of Resolution 1, subject to compliance with the Corporations Act.

The Company encourages all Shareholders to cast their vote in relation to Resolution 1 and if Shareholders choose to appoint a proxy, Shareholders are encouraged to direct their proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Proxy Form, or where the Chairman is appointed as proxy, by marking the applicable box in the Proxy Form directing the Chairman to vote in accordance with the Chairman's voting intentions.

#### **Directors' Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

The Chair intends to exercise all undirected proxies in favour of Resolution 1.

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### **Resolution 2 – Election of Mr Philip Silva**

Under the Constitution (clause 13.4) any director appointed at any time since the last general meeting, automatically retires at the next general meeting and is eligible for re-election at that meeting. Accordingly Mr Silva, who was appointed a director on 7 October 2015 seeks re-election to the Board at this Meeting.

Mr Silva is a partner of Creative Resources & Distribution and an associate with the Institute of Independent Business (IIB) specialising in management consulting across a range of companies and sectors locally and internationally.

Mr Silva has developed deep knowledge in the IT, telecoms, contact centre and interactive media industries. He has held a number of positions as a Managing Director, Director and Vice President for a number of local private and international public companies.

His primary focus is generating profitable sales returns for his clients both locally and internationally.

During the past three years Mr Silva held a non-executive director position in MUI Corporation Limited.

#### **Directors' Recommendation**

The Board (Mr Silva abstaining) supports the election of Mr Silva and recommends that Shareholders vote in favour of this resolution.

The Chair intends to exercise all undirected proxies in favour of Resolution 2.

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### **Resolution 3 – Election of Mr Christopher Martino**

Under the Constitution (clause 13.4) any director appointed at any time since the last general meeting, automatically retires at the next general meeting and is eligible for re-election at that meeting. Accordingly Mr Christopher Martino, who was appointed a director on 12 August 2013 seeks re-election to the Board at this Meeting.

Mr Christopher Martino completed his education at St Ignatius College Riverview. He entered the work force in 2006 where he gained experience as an Engineer and Networking consultant working for a national computer solutions group based in Sydney. He then moved to accounting and investment banking. Firstly in 2007 doing his initial training and development at boutique accounting firm Indian Ocean Group in Perth and then moving to Corporate Advisor Transocean Group in Sydney where he worked from 2008 to 2011 as an analyst and investment banker. During this time he gained considerable experience in project assessment and ASX listing of mining and related projects. He is currently a director of Litigation Fighting Fund Pty Ltd, a litigation funder, where he assesses and manages litigation cases and he also provides corporate and project advice to a number of ASX listed companies including Synergy Plus Ltd and Coral Sea Petroleum Ltd

#### **Directors' Recommendation**

The Board (Mr Christopher Martino abstaining) supports the election of Mr Christopher Martino and recommends that Shareholders vote in favour of this resolution.

The Chair intends to exercise all undirected proxies in favour of Resolution 3.

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## **Resolution 4 – Re-Election of Mr Domenic Martino**

Under the Constitution (clause 13.2) one third of the Directors (not including any managing director) must retire from office annually, and, if eligible, may offer themselves for re-election. Accordingly Mr Domenic Martino seeks re-election to the Board at this Meeting.

Domenic Martino was the chief executive officer of Deloitte Touche Tohmatsu in Australia from 2001 to 2003. During that time, he was also a member of the global executive committee of Deloitte Touche Tohmatsu International. Prior to taking on the position as chief executive officer, he was the managing partner of Deloitte Touche Tohmatsu's New South Wales operations from 1998 to 2001. He was a partner of Deloitte Touche Tohmatsu and its predecessor firms from 1981 to 2003. During this time, in addition to a number of management operational roles, he specialised in the corporate finance area including mergers and acquisitions, initial public offerings and strategic opportunities

Mr Domenic Martino is a Chartered Accountant and an experienced director of ASX listed companies. Previously CEO of Deloitte Touch Tohmatsu in Australia, he has significant experience in the development of "micro-cap" companies.

Mr Domenic Martino is a key player in the re-birth of a broad grouping of ASX companies including Cokal Limited, Pan Asia Corporation Limited, Clean Global Energy Limited (renamed Citation Resources Ltd) and NuEnergy Capital Limited. He has a strong reputation in China, with a lengthy track record of operating in Papua New Guinea (PNG) and Indonesia, where he has successfully closed key energy and resources deals with key local players. He has proven track record in capital raisings across a range of markets.

Mr Domenic Martino was a recipient of the Centenary Medal 2003 for his service to Australian society through business and the arts.

### **Directors' Recommendation**

The Board (Mr Domenic Martino abstaining) supports the re-election of Mr Domenic Martino and recommends that Shareholders vote in favour of this resolution.

The Chair intends to exercise all undirected proxies in favour of Resolution 4.



## Glossary

In this Explanatory Statement and the Notice of Meeting:

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

**Annual General Meeting** or **Meeting** means the Annual General Meeting of the Company the subject of the Notice of Meeting.

**ASX** means ASX Limited ACN 008 624 691.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the board of Directors of Synergy Plus Limited.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Closely Related Party** has the meaning given to it in Section 9 of the Corporations Act.

**Company** means Synergy Plus Limited ACN 091 126 082 and its subsidiaries (where appropriate).

**Constitution** means the current constitution of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Explanatory Statement** means the Explanatory Statement to the Notice of Meeting.

**Key Management Personnel** has the meaning given to it in Section 9 of the Corporations Act.

**Notice of Meeting or Notice** means this notice of meeting.

**Proxy Form** means the proxy form attached to the Notice of Meeting.

**Resolution** means a resolution contained in this Notice of Meeting.

**Section** means a section of this Explanatory Statement.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a shareholder of the Company.

**Share Register** means the register of members of the Company maintained by or on behalf of the Company.

**Share Registry** means Security Transfer Registrars Pty Limited.

**Voting Exclusion** means the exclusion of particular Shareholders from voting on a particular Resolution, as specified under that Resolution in the Notice of Meeting.

**WST** means Western Standard Time as observed in Perth, Western Australia.

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SYNERGY PLUS LIMITED

ACN: 091 126 082

REGISTERED OFFICE:  
C/- RSM BIRD CAMERON  
8 ST GEORGES TERRACE  
PERTH WA 6000

SHARE REGISTRY:  
Security Transfer Registrars Pty Ltd  
All Correspondence to:  
PO BOX 535, APPLECROSS WA 6953  
AUSTRALIA  
770 Canning Highway, APPLECROSS WA 6153  
AUSTRALIA  
T: +61 8 9315 2333 F: +61 8 9315 2233  
E: registrar@securitytransfer.com.au  
W: www.securitytransfer.com.au

«EFT\_REFERENCE\_NUMBER»

«Holder\_name»

«Address\_line\_1»

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«Address\_line\_3»

«Address\_line\_4»

«Address\_line\_5»

«Company\_code»«Sequence\_number»«Address\_unknown»

Code: ZZUSNR

Holder Number: «HOLDER\_NUM

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PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

VOTE  
ONLINE

Lodge your proxy vote securely at [www.securitytransfer.com.au](http://www.securitytransfer.com.au)  
1. Log into the Investor Centre using your holding details.  
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

☐ The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson 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, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 2:00pm AEDT on Friday 29 January 2016 at Level 5, 56 Pitt Street, Sydney NSW 2000 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION	For	Against	Abstain*
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Mr Philip Silva	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Mr Christopher Martino	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Mr Domenic Martino	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. \* If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Name:

(    )

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

**Email** registrar@securitytransfer.com.au

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.