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**STRAKER TRANSLATIONS LIMITED**

**NOTICE OF ANNUAL MEETING**

**EXPLANATORY STATEMENT**

**AND PROXY FORM**

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**Date**

Wednesday, 28 August 2019

**Time**

4:00pm (AEST)

**Venue**

Offices of BDO, Level 11, 1 Margaret Street, Sydney NSW 2000, Australia.

**Your vote is important**

The business of the Meeting affects the Company and your vote is important.

**Voting in person**

To vote in person, attend the Meeting on the date and at the place set out above.

**Voting by proxy**

To vote by proxy, please complete and sign the accompanying Proxy Form and return by the time specified and in accordance with the instructions set out in the Proxy Form.

## **NOTICE OF ANNUAL MEETING 2019**

Notice is given that the Annual Meeting of Shareholders of Straker Translations Limited (**Company**) will be held at the offices of BDO, Level 11, 1 Margaret Street, Sydney NSW 2000, Australia on Wednesday, 28 August 2019 at 4:00pm (AEST).

Further details in respect of the Resolutions proposed in this Notice of Annual Meeting are set out in the Explanatory Statement accompanying this Notice. The Explanatory Statement and the Proxy Form should be read together with, and form part of, this Notice.

### **AGENDA**

#### **Financial Statements and Audit Report**

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To receive and consider the Company's annual Financial Statements and Audit Report for the year ended 31 March 2019.

Note: The Financial Statements and Audit Report for the financial year ended 31 March 2019 will be laid before the Meeting. However, there is no requirement for the Shareholders to approve those Reports. Shareholders will be given an opportunity to ask the Directors and the Company's auditor questions on those Reports at the Meeting.

#### **Resolution 1: Auditor's Remuneration**

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

*"To record that BDO Auckland continue in office as the Company's auditors and to authorise the Directors to fix the remuneration of BDO Auckland for the ensuing year."*

#### **Resolution 2: Re-election of Director – Mr Phil Norman**

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

*"That, Mr Phil Norman, who retires in accordance with clause 21.1 of the Company's Constitution and, being eligible, offers himself for election, be re-elected as a Director of the Company."*

#### **Resolution 3: Re-election of Director – Mr Steve Donovan**

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

*"That, Mr Steve Donovan, who retires in accordance with clause 21.1 of the Company's Constitution and, being eligible, offers himself for election, be re-elected as a Director of the Company."*

#### **Resolution 4: Re-election of Director – Mr Tim Williams**

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

*"That, Mr Tim Williams, who retires in accordance with clause 21.1 of the Company's Constitution and, being eligible, offers himself for election, be re-elected as a Director of the Company."*

## **Resolution 5: Approval of additional 10% Placement Capacity**

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To consider and, if thought fit, pass the following Resolution as a special Resolution:

*“That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the issue date or the date of agreement to issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”*

**Voting exclusion:** Pursuant to the requirements of ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution by a person, or any associate of that person, who may participate in the proposed issue of equity securities under the increased placement capacity under ASX Listing Rule 7.1A and a person who might obtain a benefit, or any associate of a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed.

However, the Company will not disregard a vote if:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Under ASX Listing Rule 14.11.1 and the notes under that rule about Rule 7.1A, as at the date of this notice of meeting it is not known who may participate in the proposed issue (if any). On that basis, no shareholders are currently excluded from voting.

## **Resolution 6: Ratification of Prior Share Issue (On-Global Consideration Shares)**

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

*“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given for the ratification and approval of the prior share issue to the founders of On-Global Language Marketing S.L. on 18 June 2019 of 318,830 Shares at an issue price of \$1.54 per Share, on the terms and conditions set out in the Explanatory Statement.”*

**Voting exclusion:** The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Monferko Consulting S.L. and Soluciones Cliché 2M12, S.L. or any of their associates, being:

- a person who participated in the issue of the Shares that are the subject of Resolution 6; or
- an associate of a person who participated in the issue of the Shares that are the subject of Resolution 6.

However, the Company will not disregard a vote if:

- It is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- It is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

### **Explanatory Statement**

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

### **By order of the Board**

Laura Newell  
Company Secretary  
26 July 2019

## EXPLANATORY STATEMENT

This Explanatory Statement accompanies and forms part of the Company's Notice of Annual Meeting. The Meeting is to be held at the offices of BDO, Level 11, 1 Margaret Street, Sydney NSW 2000, Australia on Wednesday, 28 August 2019 at 4:00pm (AEST).

This Explanatory Statement is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed Resolutions. Both documents should be read in their entirety and in conjunction with each other.

Terms used in this Explanatory Statement will, unless the context otherwise requires, have the same meaning as given to them in the Glossary contained in this Explanatory Statement.

### **Resolution 1: Auditor's Remuneration**

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BDO Auckland is the existing auditor of the Company and has indicated its willingness to continue in office. Pursuant to section 207T of the Companies Act, BDO Auckland is automatically reappointed at the Annual Meeting as auditor of the Company. The proposed Resolution is to authorise the Directors to fix the auditors' remuneration for the ensuing year for the purposes of section 207S of the Companies Act.

#### **Directors' Recommendation**

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

### **Resolution 2: Re-election of Director – Mr Phil Norman**

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In accordance with Clause 21.2 of the Company's Constitution, whilst the Company is admitted to the Official List of ASX, at least one Director must retire from office at each Annual Meeting unless there has been an election of Directors earlier that year. Unless required to retire pursuant to Clause 21.1 of the Company's constitution, the director to retire will be the director who has been longest in office since that Director's last election.

Clause 21.1 of the Company's Constitution states that a director must not hold office without re-election past the third annual meeting after that director's last appointment or re-election or for more than three years, whichever is longer. A single Managing Director of the Company (appointed under Clause 23 of the Company's constitution) is exempt from these requirements.

Mr. Norman was appointed as Non-Executive Chairman of Straker Translations Limited on 13 January 2014 and has not been re-elected since initial appointment.

In accordance with Clauses 21.1 and 21.2 of the Constitution, Mr. Norman is retiring and submitting himself for re-election as Director of the Company.

Mr. Norman was the founding Chairman of Xero Limited, one of New Zealand's most successful listed technology companies, and retired from Xero's Board in July 2012 after five years' service. Phil's other current director roles include the Independent Chairmanship of Loyalty New Zealand Limited (New Zealand's largest loyalty company and operator of Fly Buys), chair of NZX listed Plexure Group Limited (a marketing services software company) and Chair of AUT Ventures Limited (the Commercialisation arm of AUT University). Mr. Norman is a past chairman of the New Zealand Private Equity and Venture Capital Association and was for six years a member of New Zealand Trade and Enterprises' Beachheads advisory board. Mr. Norman holds an MBA from the University of Auckland and is a Chartered Member of the New Zealand Institute of Directors.

Having had regard to the ASX Corporate Governance Principles the Board considers Mr. Norman to be an independent Non-Executive Director.

### **Directors' Recommendation**

The Board unanimously (with Mr. Norman abstaining) supports the re-election of Mr. Norman and recommends that Shareholders vote in favour of this Resolution.

### **Resolution 3: Re-election of Director – Mr Steve Donovan**

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As noted for Resolution 2 above, in accordance with Clause 21.2 of the Company's Constitution an election of Directors must be held at each Annual Meeting unless there has been an election of Directors earlier that year. Clause 21.1 of the Company's Constitution states that a director (other than a single Managing Director) must not hold office without re-election past the third annual meeting after that director's last appointment or re-election or for more than three years, whichever is longer.

Mr. Donovan was appointed a Non-Executive Director of Straker Translations Limited on 1 December 2004 and has not been re-elected since initial appointment.

In accordance with Clauses 21.1 and 21.2 of the Constitution, Mr. Donovan is retiring and submitting himself for re-election as Director of the Company.

Mr. Donovan is a former partner of Ernst & Young. He qualified as a chartered accountant in the UK and has operated within the IT and finance industry in New Zealand for several years.

Mr. Donovan has significant experience as a director and investor in the SME sector in New Zealand, including a finance director role at accounting software provider, Greentree Software Group, which was sold to MYOB in 2016. Other current directorships include, Buro Seating Limited (office chair wholesaler) and New Zealand Pure Dairy Products Limited (infant formula manufacturer).

Mr. Donovan is the Company's former chief financial officer and has worked with technology companies across a range of industries.

Mr. Donovan holds a Bachelor of Economics from the University of Lancaster and is a qualified chartered accountant and a current member of the Institute of Chartered Accountants in England and Wales.

Having had regard to the ASX Corporate Governance Principles, the Board considers Mr. Donovan to be a Non-Executive Director.

### **Directors' Recommendation**

The Board (with Mr. Donovan abstaining) unanimously supports the re-election of Mr. Donovan and recommends that Shareholders vote in favour of this Resolution.

### **Resolution 4: Re-election of Director – Tim Williams**

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As noted for Resolution 2 above, in accordance with Clause 21.2 of the Company's Constitution an election of Directors must be held at each Annual Meeting unless there has been an election of Directors earlier that year.

Clause 21.1 of the Company's Constitution states that a director (other than a single Managing Director) must not hold office without re-election past the third annual meeting after that director's last appointment or re-election or for more than three years, whichever is longer.

Mr. Williams was appointed a Non-Executive Director of Straker Translations Limited on 24 June 2015 and has not been re-elected since initial appointment.

In accordance with Clauses 21.1 and 21.2 of the Constitution, Mr. Williams is retiring and submitting himself for re-election as Director of the Company.

Mr. Williams founded ValueCommerce Co. Limited in 1996, (an internet affiliate marketing company), selling a 49% stake to Yahoo Japan in 2005. Subsequently in 2007, ValueCommerce was listed on the Tokyo Stock Exchange. Mr. Williams' vision and record of achievement are demonstrated by the success and growth of ValueCommerce Co. Limited. Mr. Williams is one of the original pioneers in the Japanese internet and advertising industry.

Mr. Williams is also a director of The Icehouse, The University of Auckland's technology incubator, and is a General Partner in The Icehouse-linked fund, Tuhua Ventures, which invests in high-growth start-ups in New Zealand.

Mr. Williams holds a Bachelor of Science (Hons) in molecular genetics from the University of Canterbury. Having had regard to the ASX Corporate Governance Principles, the Board considers Mr. Williams to be an independent Non-Executive Director.

### **Directors' Recommendation**

The Board (with Mr. Williams abstaining) unanimously supports the re-election of Mr. Williams and recommends that Shareholders vote in favour of this Resolution.

### **Resolution 5: Approval of additional 10% Placement Capacity**

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#### **General**

ASX Listing Rule 7.1 allows an entity to issue a maximum of 15% of its capital in any 12-month period without requiring approval of shareholders (subject to certain adjustments and permitted exceptions). ASX Listing Rule 7.1A permits eligible entities to seek Shareholder approval by special resolution at an annual meeting to issue an additional 10% of its issued capital over a 12-month period (**10% Placement Capacity**). The additional 10% Placement Capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

If Shareholders approve Resolution 5, the effect will be to allow the Directors to issue equity securities under ASX Listing Rule 7.1A during the period of 12 months following the Annual Meeting without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

#### **Eligibility**

An eligible entity under ASX Listing Rule 7.1A is one which, at the date of the resolution, has a market capitalisation of \$300 million or less and is not included in the S&P / ASX 300 Index. The Company anticipates that it will be an eligible entity for the purposes of ASX Listing Rule 7.1A at the time of the Meeting.

The Company hereby seeks Shareholder approval by way of special resolution to have the ability to issue equity securities under the 10% Placement Capacity.

The exact number of equity securities that may be issued pursuant to the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 which provides that eligible entities which have obtained Shareholder approval at an Annual Meeting may issue or agree to issue, during the 12-month period after the date of the Annual Meeting, a number of equity securities calculated as follows:

$$(A \times D) - E$$

Where

**A** is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement to issue:

- plus the number of fully paid ordinary securities issued in the 12 months under an exception in ASX Listing Rule 7.2;
- plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- plus the number of fully paid ordinary securities issued in the 12 months with approval of Shareholders under ASX Listing Rules 7.1 or 7.4. This does not include an issue of fully paid Shares under the Company's 15% placement capacity without Shareholder approval;
- less the number of fully paid ordinary securities cancelled in the 12 months;

Note that A has the same meaning in the ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rules 7.1 or 7.4.

Any equity securities issued under the 10% Placement Capacity must be in an existing quoted class of the Company's equity securities. The Company presently has one class of quoted securities, being Shares (ASX Code: STG).

If the Company issues any equity securities under the 10% Placement Capacity, the entity must, pursuant to ASX Listing Rules 7.1A.4 and 3.10.5A:

- a) give to the ASX a list of the names of persons to whom the Company allotted equity securities and the number of equity securities caused to be allotted to each (but this list is not required to be released to the market); and
- b) disclose to the market the details of the dilution to the existing holders of ordinary securities caused by the issue; where the equity securities are issued for cash consideration, a statement of the reasons why the eligible entity issued the equity securities as a placement rather than as a pro rata issue (or other type of issue in which existing shareholders would have been eligible to participate); the details of any underwriting arrangements and fees payable to the underwriter; and any other fees or costs incurred in connection with the issue.

### **Required information**

The following information is provided to Shareholders to allow them to assess Resolution 5, including for the purposes of ASX Listing Rule 7.3A.

### **Minimum price**

As required by ASX Listing Rule 7.1A.3, any equity securities issued by the Company under ASX Listing Rule 7.1A can only be issued at a price that is no less than 75% of the volume weighted average price for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- a) the date on which the price at which the securities are to be issued is agreed; or
- b) the date on which the securities are issued if the securities are not issued within five trading days of the date on which the issue price is agreed.

### **Risk of economic and voting dilution to existing Shareholders**

If Resolution 5 is approved by Shareholders and the Company issues securities under the 10% Placement Capacity, the additional economic and voting interests in the Company will be diluted. There is a risk that the market price of the Company's securities may be significantly lower on the issue date than on the date of the

Annual Meeting and the securities may be issued at a price that is at a discount to the market price on the issue date.

The table below shows a number of potential dilution scenarios for a capital raising which may be conducted under ASX Listing Rule 7.1A as required by ASX Listing Rule 7.3A.2 where the number of the Company's Shares on issue (Variable "A" in the formula in ASX Listing Rule 7.1A.2) has remained current or increased by either 50% or 100% and the Share price has decreased by 50%, remained current or increased by 100% based on the closing Share price on ASX at 16 July 2019.

| Variable "A" in ASX Listing Rule 7.1.A.2                  |                     | Dilution                              |                       |  |
|---|---------------------|---------------------------------------|-----------------------|--|
|   |                     | \$0.98<br>50% decrease in Issue Price | \$1.96<br>Issue Price | \$3.92<br>100% increase in Issue Price |
| Current Variable A<br>52,917,440 Shares                   | 10% Voting Dilution | 5,291,744                             | 5,291,744             | 5,291,744                              |
|   | Funds Raised        | \$5,185,909                           | \$10,371,818          | \$20,743,636                           |
| 50% increase in current Variable A<br>79,376,160 Shares   | 10% Voting Dilution | 7,937,616                             | 7,937,616             | 7,937,616                              |
|   | Funds Raised        | \$7,778,864                           | \$15,557,727          | \$31,115,455                           |
| 100% increase in current Variable A<br>105,834,880 Shares | 10% Voting Dilution | 10,583,488                            | 10,583,488            | 10,583,488                             |
|   | Funds Raised        | \$10,371,818                          | \$20,743,636          | \$ 41,487,273                          |

The above dilution table uses the following assumptions which the Company does not represent will necessarily occur:

- the "issue price at current market price" is the closing price of the Shares on ASX on 16 July 2019;
- Variable "A" is 52,917,440 which equates to the number of current Shares on issue at 16 July 2019. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro-rata issue) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders meeting;
- the Company issues the maximum number of securities available under the additional 10% ASX Listing Rule 7.1A approval;
- the table shows only the effect of issues of securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
- no options (including any options issued under the 10% Placement Capacity) are exercised into Shares before the date of issue of equity securities;
- the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
- the table does not show an example of dilution that may be caused to a particular Shareholder by reason of the placements under ASX Listing Rule 7.1A, based on that Shareholder's holding at the date of the Annual Meeting;
- the issue of shares under ASX Listing Rule 7.1A consists only of fully-paid ordinary shares in the Company; and
- "Funds Raised" are before any capital raising costs which may be incurred.

## **10% Placement Period**

Shareholder approval under ASX Listing Rule 7.1A is valid from the date of the Annual Meeting until the earlier of:

- a) the date which is 12 months after the date of the Annual Meeting; or
- b) the date of approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

## **Purpose of additional 10% Placement Capacity**

While the Company does not have any immediate plans to issue Shares under the 10% Placement Capacity, the Company may seek to issue securities under the 10% Placement Capacity for either:

- a) cash consideration. The Company may use the funds for working capital, investing activities (including possible complementary business acquisitions if any are identified and approved by the Board), meet financing commitments or capital management activities deemed by the Board to be in the best interests of the Company; or
- b) non-cash consideration for transactions deemed by the Board to be in the best interests of the Company. In such circumstances the Company will release to the market a valuation of the non-cash consideration that demonstrates that the issue price of the securities complies with ASX Listing Rule 7.1A.3.

The Company will comply with any disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon the issue of any securities under ASX Listing Rule 7.1A.

## **Allocation policy**

The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of allottees of equity securities will be determined on a case by case basis having regard to factors including but not limited to the following:

- a) the methods of raising funds that are then available to the Company;
- b) the effect of the issue of the equity securities on the control of the Company;
- c) the financial situation and solvency of the Company; and
- d) advice from professional and corporate advisers (if applicable).

Allottees under any capital raising which may be conducted under the 10% Placement Capacity pursuant to ASX Listing Rule 7.1A have not been determined as at the date of this Notice of Meeting and may include existing and/or new Shareholders but cannot include any related parties or associates of a related party of the Company.

## **Previous Issue of Securities under ASX Listing Rule 7.1A**

The Company has not previously issued securities under ASX Listing Rule 7.1A.

## **Information provided for compliance with ASX Listing Rule 7.3A.6**

As the Company has not previously obtained approval under ASX Listing Rule 7.1A, it is not required to provide the information specified by ASX Listing Rule 7.3A.6.

## **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues equity securities pursuant to the 10% Placement Capacity, it will give ASX:

- a) a list of the names of the persons to whom the Company issues the equity securities and the number of equity securities allotted to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- b) the information required by ASX Listing Rule 3.10.5A for release to the market.

At the date of the Notice of Meeting the Company has not invited and has not determined to invite any particular existing Shareholder or an identifiable class of existing Shareholder to participate in an offer under ASX Listing Rule 7.1A. Accordingly, no existing Shareholder will be excluded from voting on this Resolution.

#### **Directors' Recommendation**

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

#### **Resolution 6: Ratification of Prior Share Issue (On-Global Consideration Shares)**

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On 18 June 2019, the Company issued 318,830 Shares for \$1.54 per Share as part consideration for the acquisition of On-Global Language Marketing S.L. (**On-Global Consideration Shares**) under the Company's 15% capacity as per ASX Listing Rule 7.1. In accordance with ASX Listing Rule 7.4, to restore the Company's capacity to issue Shares under ASX Listing Rule 7.1 it is proposed that Shareholders approve and ratify the issue of the On-Global Consideration Shares. The issue of the On-Global Consideration Shares was announced to the ASX on 17 June 2019 and did not breach ASX Listing Rule 7.1. Further details can be found in the ASX Announcement of 17 June 2019.

ASX Listing Rule 7.1 allows an entity to issue a maximum of 15% of its capital in any 12-month period without requiring approval of securityholders (subject to certain exceptions, none of which are relevant here).

However, ASX Listing Rule 7.4 provides that where an entity ratifies an issue of securities, the issue is treated as having been made with approval for the purpose of ASX Listing Rule 7.1, thereby replenishing that entity's 15% capacity and enabling it to issue further securities up to that limit from the date of the Annual Meeting.

The following information is provided in accordance with ASX Listing Rule 7.5:

**a) Number of securities issued:**

318,830 On-Global Consideration Shares)

**b) Date on which securities were issued:**

The On-Global Consideration Shares were issued and allotted on 18 June 2019.

**c) Issue price of securities:**

The On-Global Consideration Shares were issued for \$1.54 per Share.

**d) Allottees of the securities:**

The On-Global Consideration Shares were issued to the co-founders of On-Global Language Marketing S.L. as follows:

- 159,415 Shares issued to Monferko Consulting, S.L; and
- 159,415 Shares issued to Soluciones Cliche 2M12, S.L.

**e) Terms of securities:**

The On-Global Consideration Shares will be held in voluntary escrow for a period of 12 months from the date of issue (18 June 2019). Once released from escrow, the On-Global Consideration Shares will rank equally with the existing Shares on issue.

**f) The intended use of the funds:**

Acquisition of On-Global Language Marketing S.L. in combined cash and share deal.

#### **Directors' Recommendation**

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

## GLOSSARY

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**\$ or A\$** means Australian dollars.

**ASX** means the Australian Securities Exchange, or ASX Limited (ACN 008 624 691).

**ASX Corporate Governance Principles** means the ASX Corporate Governance Principles and Recommendations (4<sup>th</sup> edition).

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

**Board** means the current board of directors of the Company.

**Company** means Straker Translations Limited (NZ1008867).

**Companies Act** means the *Companies Act 1993* (NZ).

**Constitution** means the Company's constitution.

**Directors** means the directors of the Company, or any one of them as the context requires.

**Explanatory Statement** means the explanatory statement accompanying the Notice of Meeting.

**Meeting or Annual Meeting** means the annual meeting convened by this Notice to be held at the offices of BDO, Level 11, 1 Margaret Street, Sydney NSW 2000, Australia at 4:00pm (AEST) on 28 August 2019.

**Notice or Notice of Meeting** means this Notice of Annual Meeting including the Explanatory Statement, Important Information and the Proxy Form.

**Proxy Form** means the Proxy Form accompanying the Notice.

**Resolution** means the Resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

**Shareholder** means a holder of Shares in the Company.

## **IMPORTANT INFORMATION**

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### **Resolutions**

Resolutions 1, 2, 3, 4 and 6 are ordinary resolutions. Ordinary resolutions are required to be approved by a simple majority of the votes of those Shareholders entitled to vote and voting on the question.

Resolution 5 is a special resolution. Special resolutions are required to be approved by not less than 75% of the votes of those Shareholders entitled to vote and voting on the question.

### **Voting entitlements**

Any person who is registered as a shareholder of the Company at 4pm AEST (6pm New Zealand time) on Monday, 26 August 2019 is entitled to attend and vote at the meeting or to appoint a proxy to attend and vote in their place.

### **Proxies**

All Shareholders are entitled to attend and vote at the Meeting or to appoint a proxy to attend and vote in their place.

Enclosed with this Notice is a proxy form. For the appointment of a proxy to be valid, the Proxy Form must be received by the Company either by post to Straker Translations Limited, C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235 or by fax to +61 2 9287 0309 at least 48 hours before the start of the Meeting (that is by 4pm (AEST) (6pm New Zealand time) on Monday, 26 August 2019). All joint holders of a Share must sign the proxy form.

A proxy need not be a Shareholder. If the Shareholder is entitled to cast two or more votes at the Meeting, then the Shareholder may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If the Shareholder does not specify such proportion or number of votes each proxy may exercise, then each proxy may exercise half of the votes. A single proxy exercises all votes of the Shareholder.

If the proxy form is returned without direction as to how the proxy should vote on the resolutions, then the proxy may vote as he or she thinks fit on that resolution. The Chair of the Meeting and any Director appointed as proxy intend, to the extent possible, to vote all discretionary proxies in favour of the relevant resolution. If a proxy is excluded from voting on a particular resolution, then the proxy will only be able to vote in accordance with the Shareholder's express instructions (and so not under any discretion).

A Shareholder that is a corporation may sign under the hand of a duly authorised officer or by power of attorney. If the Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be delivered to the Company with the Proxy Form.

### **Corporate Representatives**

A Shareholder that is a corporation may appoint a representative to attend the Meeting on its behalf. The representative must bring a properly executed letter or other document confirming that they are authorised to act as the Shareholder's representative at the Meeting. A '*Certificate of Appointment of Corporate Representative*' may be obtained from Link.

### **Powers of attorney**

Any person representing a Shareholder(s) by virtue of a power or attorney must bring to the Meeting a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company.

### **Postal Voting**

Pursuant to the Constitution, a Shareholder may not exercise his or her right to vote at the Meeting by casting a postal vote.

**LODGE YOUR VOTE**

-  **ONLINE**  
www.linkmarketservices.com.au
-  **BY MAIL**  
Straker Translations Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia
-  **BY FAX**  
+61 2 9287 0309
-  **BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138
-  **ALL ENQUIRIES TO**  
Telephone: 1300 554 474      Overseas: +61 1300 554 474



**X99999999999**

**PROXY FORM**

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

**APPOINT A PROXY**

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual Meeting of the Company to be held at **4:00pm (AEST) on Wednesday, 28 August 2019 at the Offices of BDO, Level 11, 1 Margaret Street, Sydney NSW 2000, Australia** (the Meeting) and at any postponement or adjournment of the Meeting.

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

**VOTING DIRECTIONS**

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

**Resolutions**

|  | For                      | Against                  | Abstain*                 |  | For                      | Against                  | Abstain*                 |
|--|--------------------------|--------------------------|--------------------------|--|--------------------------|--------------------------|--------------------------|
| 1 Auditor's Remuneration                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 5 Approval of additional 10% Placement Capacity                      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Re-election of Director – Mr Phil Norman   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 6 Ratification of Prior Share Issue (On-Global Consideration Shares) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Re-election of Director – Mr Steve Donovan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |  |                          |                          |                          |
| 4 Re-election of Director – Mr Tim Williams  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |  |                          |                          |                          |

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

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)      Joint Shareholder 2 (Individual)      Joint Shareholder 3 (Individual)

          

Sole Director and Sole Company Secretary      Director/Company Secretary (Delete one)      Director

This form should be signed by the shareholder. If a joint holding, all shareholders must sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Companies Act 1993*.



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, all shareholders must sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to Companies Act 1993) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **4:00pm (AEST) on Monday, 26 August 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

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

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



#### BY MAIL

Straker Translations Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

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

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