

21 September 2016

The Manager  
Market Announcements Office  
Australian Securities Exchange

Dear Sir/Madam

**Re: Seymour Whyte Limited (ASX: SWL): 2016 Notice of Annual General Meeting**

Seymour Whyte's Annual General Meeting will be held on Wednesday 16 November 2016 (Brisbane time) at the Mayflower Room, Christie Corporate Centre, Level 1, 320 Adelaide Street, Brisbane, Queensland 4000.

The Notice of Meeting, Explanatory Notes and Proxy Form and 2016 Annual Report (for those shareholders who have elected to receive a printed copy of the Annual Report) will be mailed to shareholders on or before 14 October 2016.

A copy of the Notice of Meeting, Explanatory Notes and Proxy Form follow this announcement. The 2016 Annual Report was released to the market on 24 August 2016.

Yours faithfully



Amy Deeb  
Company Secretary



## Notice of Annual General Meeting and Explanatory Notes

<b>Seymour Whyte Limited</b>	ACN 105 493 203
<b>Date of Meeting:</b>	Wednesday, 16 <sup>th</sup> November 2016
<b>Time of Meeting:</b>	10.00am (Brisbane time)
<b>Place of Meeting:</b>	Mayflower Room Christie Corporate Centre Level 1, 320 Adelaide Street Brisbane Qld 4000

Notice is given that the Annual General Meeting of Members of Seymour Whyte Limited ACN 105 493 203 (Company) will be held at the Mayflower Room, Christie Corporate Centre, Level 1, 320 Adelaide Street, Brisbane, Queensland, 4000 on **Wednesday, 16<sup>th</sup> November 2016 at 10.00am (Brisbane time)**.

Terms used in this Notice of Meeting are defined in the "Interpretation" section of the accompanying Explanatory Notes which starts on page 5.

## Ordinary Business

### 1. Annual Financial Report and Directors' and Auditor's Report

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditor's Report, Directors' Declaration, Consolidated Statement of Profit and Loss and Other Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to the financial statements for the Company and its controlled entities for the financial year ended 30 June 2016.

### 2. Remuneration Report

To consider and, if thought fit, pass the following as a resolution in accordance with section 250R(2) Corporations Act:

*"That the Remuneration Report for the year ended 30 June 2016 (as set out in the Directors' Report), be adopted."*

### 3. Re-election of Directors

To consider and, if thought fit, pass the following ordinary resolutions of the Company:

- a) *"That **Mr Donald Mackay**, who retires in accordance with rule 16.1 of the Constitution and being eligible, be re-elected as a Director of the Company".*
- b) *"That **Mr Christopher Greig**, who retires in accordance with rule 16.1 of the Constitution and being eligible, be re-elected as a Director of the Company".*

## Special Business

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions of the Company:

### 4. Approval of Employee Option Plan

*"That, for the purposes of being approved as an exemption from Listing Rule 7.1 pursuant to Listing Rule 7.2, exception 9 and for all other purposes, approval is given for the ESOP and the issue of securities under it on the terms set out in the Explanatory Notes accompanying this Notice."*

### 5. Approval of Proposed Issue LTIP Options to Mr Kirkwood

#### John Kirkwood FY17 LTIP Options

*"That, pursuant to Listing Rule 10.14, the ESOP Rules and for all other purposes, Members approve the grant of 612,528 FY17 LTIP Options subject to vesting conditions as set out in the Explanatory Notes to John Kirkwood, Managing Director, and the issue of Shares upon the exercise of those FY17 LTIP Options."*

Note: if approval is obtained under Listing Rule 10.14 for resolution 5, approval is not required under Listing Rule 7.1 or Listing Rule 10.11, as set out in the Explanatory Notes.

## General Business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

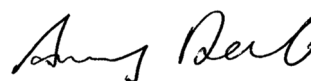
## Voting Exclusions

Refer below for the Voting Exclusions that apply to each resolution.

## After the Meeting

After the meeting, all Members are invited to join the Directors and Management for light refreshments.

## By order of the Board



Amy Deeb  
Company Secretary  
21 September 2016

### VOTING EXCLUSIONS

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In accordance with the Listing Rules and the Corporations Act, the Company will disregard any votes cast on each resolution (as applicable) by certain persons identified as being excluded from voting on that resolution.

The Company will disregard any votes cast on:

**Item 2 – Remuneration Report**, by any member of the KMP or any CRP of such a member of the KMP; and

**Item 4 – Approval of Employee Option Plan and Item 5 – Approval of Proposed Issue LTIP Options to Mr Kirkwood:**

- by Mr Kirkwood and any other Directors who are eligible to participate in the ESOP and any Associate of Mr Kirkwood or such other Directors; and
- if the vote is cast under an appointment as a proxy (subject to the exceptions below), by any member of the KMP of the Group and any CRP of such a member of the KMP of the Group.

However, the Company may not disregard a vote cast if it is cast:

- By a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- By the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with an express authority in the proxy form to vote as the proxy decides, even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

**Please refer to the 'Important Information on appointing a Proxy for resolutions 2, 4 and 5' section for important information about the appointment of proxies for those items.**

### Other Information

#### Voting entitlements

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Members as at 7.00 pm (Sydney time) on Monday, 14 November 2016. Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Meeting.

#### Explanatory Notes

The accompanying Explanatory Notes explain the background and why the resolutions are required. It forms part of this Notice and should be read in conjunction with it.

#### How to Vote

You may vote at the meeting by attending the Meeting, in person or by proxy.

To vote in person you must attend the Meeting to be held at **10.00am (Brisbane Time) on Wednesday 16 November 2016** at the Mayflower Room, Christie Corporate Centre, Level 1, 320 Adelaide Street, Brisbane, Queensland, 4000.

If you wish to vote by proxy, your proxy form must be received by the Company no later than **10.00am (Brisbane Time) on Monday, 14 November 2016**. Any proxy form received after that time will not be valid for the scheduled Meeting. Proxy forms can be lodged by:

- Posting it to GPO Box 242, Melbourne VIC 3001 Australia.
- Lodging it online at Computershare's website **www.investorvote.com.au** and logging in using the control number found on the front of your accompanying proxy form, or scanning the QR code on the front of the accompanying Proxy Form with your mobile device and inserting your postcode: **Note: You will be taken to have signed your proxy form if you lodge it in accordance with the instructions on the website.**
- Faxing it to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
- Intermediary Online subscribers (Institutions/Custodians) may lodge their proxy instruction online by visiting **www.intermediaryonline.com**

#### Appointment of Proxies

Please note that:

- a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a Member of the Company;
- a Member may appoint a body corporate or an individual as its proxy;
- a body corporate appointed as a Member's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Member's proxy; and
- Members entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The **enclosed** proxy form provides further details on appointing proxies and lodging proxy forms. If a Member appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, a certificate of the appointment of corporate representative should be completed and lodged in the manner specified below.

If proxy holders vote on a poll, they must vote all directed proxies as directed. Any directed proxies which are not voted on a poll will automatically default to the person chairing the Meeting, who must vote the proxies as directed.

Proxy forms must be lodged by **10.00 am (Brisbane time) on Monday, 14 November 2016**.

The Chair intends to vote all undirected proxies in favour of the resolutions.

### **Important Information on appointing a Proxy for resolutions 2, 4 and 5**

The Corporations Act places certain restrictions on the ability of KMP of the Group (including the person chairing the Meeting) and their CRP to vote on resolutions 2, 4 and 5 including where they are voting as proxy for another Member.

To ensure that your votes are counted, you are encouraged to direct your proxy as to how to vote on resolutions 2, 4 and 5 by indicating your preference by completing any of the 'For', 'Against' or 'Abstain' boxes on the proxy form.

The Chair of the Meeting intends to vote all undirected proxies in favour of resolutions 2, 4 and 5.

If you appoint the Chair of the Meeting as your proxy but you do not direct the Chair how to vote in respect of resolutions 2, 4 and 5, you will be directing the Chair to vote in favour of the resolutions and the Chair will vote in this way, even though the resolutions are connected with the remuneration of KMP of the Group.

### **Corporate representatives**

Any:

- a) corporate Member; or
- b) corporate proxy appointed by a Member, that has appointed an individual to act as its corporate representative at the Annual General Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative.

The authority may be sent to the Company or its share registry, Computershare, in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

An Appointment of Corporate Representative form is available by contacting the Company's share registry:

Computershare Investor Services Pty Limited  
Phone: 1800 850 505 (within Australia),  
Phone: +61 3 9415 4000 (outside Australia).

### **Questions on how to cast your votes**

If you have any queries on how to cast your votes, please call the Company's share registry:

Computershare Investor Services Pty Limited  
Phone: 1800 850 505 (within Australia),  
Phone: +61 3 9415 4000 (outside Australia).

### **Questions about the Seymour Whyte Group**

Members may direct questions during the meeting to the Chairman about the operations and management of the Seymour Whyte Group.

In addition, a question form has been included with this Notice of Meeting to make it easier for Members to submit written questions. Please submit written questions by no later than **5.00pm (Brisbane time) on Wednesday, 9 November 2016** to the Company Secretary by post, fax or email at the address below:

### **Questions**

Ms Amy Deeb (Company Secretary)  
Seymour Whyte Limited  
12 Electronics Street  
Eight Mile Plains, Queensland 4113.

**Phone:** (07) 3340 4800

**Fax:** (07) 3340 4811

**Email:** amy.deeb@seymourwhyte.com.au

These Explanatory Notes are provided to Members of Seymour Whyte Limited ACN 105 493 203 (**Company**) to explain the resolutions to be put to Members at the Annual General Meeting to be held at Mayflower Room, Christie Corporate Centre, Level 1, 320 Adelaide Street, Brisbane, Queensland, 4000 on **Wednesday, 16 November, 2016 at 10.00am (Brisbane time)**.

The Directors recommend that Members read the accompanying Notice of Meeting and the Explanatory Notes in full before making any decision in relation to the resolutions.

Terms used in the Explanatory Notes are defined in Section 6 of the Explanatory Notes on page 11.

### 1. Annual Financial Report and Directors' and Auditor's Report (resolution 1)

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The Company's Annual Report comprising the Directors' Report and Auditor's Report, Directors' Declaration, Consolidated Statement of Profit and Loss and Other Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to the financial report for the Company and its controlled entities for the financial year ended 30 June 2016 were released to the market on 24 August 2016.

The Company's Annual Report is placed before the Members for discussion.

No voting is required for this resolution.

#### If you have a question for the Company's Auditor

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As a Member, you may submit a written question to the auditor prior to the Annual General Meeting provided that the question relates to:

- the content of the auditor's report; or
- the conduct of the audit in relation to the financial report.

All questions must be sent to the Company Secretary and may not be sent to the auditor. The Company will then forward all questions to the auditor.

All written questions must be received by the Company by **5.00pm (Brisbane time) on Wednesday, 9 November 2016** being no later than five business days prior to the meeting to be held on **Wednesday, 16 November, 2016** (unless the meeting is adjourned or postponed).

#### Address for Auditor Questions:

**Post:** Ms Amy Deeb (Company Secretary)  
Seymour Whyte Limited  
12 Electronics Street  
Eight Mile Plains, Queensland 4113

**Phone:** (07) 3340 4800

**Fax:** (07) 3340 4811

**Email:** amy.deeb@seymourwhyte.com.au

The auditor will be attending the Annual General Meeting and will answer written questions submitted prior to the meeting.

The auditor will also be available to answer questions from Members relevant to:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

## 2. Remuneration Report (resolution 2)

The Board has submitted its Remuneration Report to Members for consideration and adoption by way of a non-binding advisory resolution.

The Remuneration Report is in the Directors' Report and set out on pages 29 to 42 of the Annual Report for the period ended 30 June 2016. The 2016 Annual Report is available on the Company's website [www.seymourwhyte.com.au](http://www.seymourwhyte.com.au).

The Remuneration Report:

- Explains the Board's policy for determining the nature and amount of remuneration of executives of the Company including the Managing Director;
- Explains the relationship between the Board's remuneration policy and the Company's performance;
- Sets out remuneration details for each Director and the other Key Management Personnel of the Company; and
- Details and explains any performance conditions applicable to the remuneration of Executive Directors and other KMP of the Company.

Members will be given a reasonable opportunity at the Meeting to ask questions about, and make comments on, the Remuneration Report and the Company's remuneration arrangements.

The Board believes that the Company's remuneration arrangements, as set out in the Remuneration Report, are fair, reasonable and appropriate and support achievement of the strategic objectives of the Company.

### Directors' recommendation

The Board unanimously recommends that Members vote in favour of adopting the Remuneration Report.

*Note to Members: A vote on this resolution is advisory only and does not bind the Directors of the Company.*

## 3. Re-election of Directors (resolution 3)

Mr Donald Mackay and Mr Christopher Greig retire at the Annual General Meeting in accordance with the requirements of the Constitution, and offer themselves for re-election. Mr John Seymour has indicated he intends to retire at the conclusion of the Annual General Meeting. Mr John Seymour, along with Garry Whyte established the Seymour Whyte Group of companies and since July 2003 has sat on the Board as a Founding Director and major shareholder.

### Why do some Directors have to be re-elected at the Meeting?

Under Rule 16.1 of the Constitution, at every Annual General Meeting, no less than one-quarter of the Directors (other than the Managing Director), or if their number is not a multiple of four, then the number nearest to, but not less than one-quarter, must retire from office. Any Director vacating office under Rule 13.2 and any Managing Director is not taken into account in deciding the number or identity of the Directors to retire by rotation.

### 3 (a) Re-election of Donald Mackay as a Director

Mr Mackay is one of the Directors longest in office since last being elected and will retire by rotation at the Meeting pursuant to rule 16.2 of the Constitution and, being eligible, presents himself for re-election by the Members.

Don Mackay was appointed to the Board on 1 February 2009. Don has a successful track record with his role as CEO and Managing Director of Australian Agricultural Company Limited, where he played key roles in business growth, international expansion and capital raising. As General Manager of Elders Limited (NSW), Don influenced the transformation of the business into a high performing industry leader. In 2001, Don was awarded the Centenary Medal by the Prime Minister of Australia for Distinguished Service to Primary Industry. He currently sits on the QIC Agribusiness advisory board.

<b>Qualifications &amp; Memberships</b>	Don holds a graduate management qualification from University of NSW and AGSM Member, Australian Institute of Company Directors
<b>Independent</b>	Yes
<b>Special Responsibilities</b>	Chairman of the Audit and Risk Management Committee
<b>Principal Directorships</b>	Director Seymour Whyte Constructions Pty Ltd (from 1 February 2009); Director, Rob Carr Pty Ltd (from 25 February 2014), Chairman B&W Rural Pty Ltd, Director Thames Pastoral Co Pty Ltd, Chairman Red Meat Advisory Council Ltd, Member QIC Agribusiness Advisory Board.
<b>Former Directorships over the past 3 years</b>	Nil

### Directors' recommendation

The Directors, with Mr Mackay abstaining, recommend that you vote in favour of this ordinary resolution to re-elect Mr Mackay as a Director.

### 3 (b) Re-election of Christopher Greig as a Director

Mr Christopher Greig was appointed as a Director by the Board on 1 January 2014. He is one of the Directors longest in office since last being elected and will retire by rotation at the Meeting pursuant to rule 16.2 of the Constitution and, being eligible, presents himself for re-election by the Members.

Chris has held senior executive and director roles in construction, mining and energy industries both in Australia and abroad over a career spanning 25 years including STG-FCB (as founder), JJ McDonald Group, Ensham Resources, ZeroGen, Western Metals, International Energy Centre, LogiCamms and Golding Contractors. Chris is Director of the UQ Energy Initiative at the University of Queensland.

<b>Qualifications &amp; Memberships</b>	Chris holds bachelors, masters and PhD degrees in Engineering from the University of Queensland and is a Fellow of the Academy of Technological Sciences and Engineering.
<b>Independent</b>	Yes
<b>Special Responsibilities</b>	Chairman of the Nomination and Remuneration Committee
<b>Principal Directorships</b>	Director Seymour Whyte Constructions Pty Ltd (from 1 January 2014); Director Haald Engineering Pty Ltd (from 20 October 2008)
<b>Former Directorships over the past 3 years</b>	Director and Deputy Chairman, Gladstone Ports Corporation; Director International Energy Centre, Director Golding Group Pty Ltd and Golding Contractors Pty Ltd.

#### Directors' recommendation

The Directors, with Mr Greig abstaining, recommend that you vote in favour of this ordinary resolution to elect Mr Greig as a Director.

## 4. Employee Share Option Plan (ESOP) (resolution 4)

This resolution seeks Member approval for Seymour Whyte's Employee Option Plan (ESOP).

The Board recognises the need to adequately incentivise and remunerate staff and in 2011 sought and received Member approval for the Old ESOP at the 2011 and 2014 Annual General Meetings.

Following consultation with remuneration consultants, it is proposed to replace the Old ESOP with the ESOP to, amongst other things, introduce the concept of a Good Leaver and Bad Leaver and to set out the implications for Options held by them, as well as to give the Board discretion to settle exercised Options in either cash or Shares. Various other amendments have also been made. A summary of the terms of the ESOP is set out in **Annexure One**.

The ESOP is used as the vehicle for the Company's Long Term Incentive Plan (LTIP) and also as the vehicle for retention plans and other equity incentives offered by the Board from time to time. The ESOP is designed to:

- (a) align employee incentives with Members' interests;
- (b) encourage broad based share ownership by employees; and
- (c) assist employee attraction and retention.

#### Why is Member Approval Required?

Approval for the ESOP is required for the purposes of the Listing Rules.

Listing Rule 7.1, subject to certain exceptions allows the Company to issue a maximum of 15% of its capital in any 12-month period without requiring Member approval. An exception is provided in the Listing Rules (exception 9), where Members approve the issue of securities under an employee incentive scheme as an exception to the Listing Rules.

This resolution proposes that Members consider and approve the ESOP in accordance with Listing Rule 7.2, exception 9, which will enable securities issued under the ESOP in the course of the next three years to be excluded from the Company's 15% limit for the purpose of Listing Rule 7.1.



**How Many Options have been issued, forfeited and vested under the Old ESOP?**

Options issued, forfeited and vested under the Old ESOP since the Old ESOP was last approved in 2014 by Members are summarised in the table below:

**Table 1 Options granted under the Old ESOP**

Incentive Plan	Options Issued	Options Forfeited	Options Vested	Outstanding
Old ESOP	3,033,579	3,401,091	2,163,174	2,146,373

**Directors' recommendation**

The Directors (with the exception of Mr Kirkwood and Mr Carr) recommend that Members vote in favour of this ordinary resolution to approve the ESOP for the purposes of Listing Rule 7.2 exception 9 and for all other purposes. Mr Kirkwood and Mr Carr are eligible to participate in the ESOP from time to time and therefore abstain from making recommendation in respect of the resolution.

**5. Proposed issue of FY17 LTIP Options to Mr Kirkwood (resolution 5)****Why is Member approval being sought for the issue of FY17 LTIP Options to Mr Kirkwood?**

Listing Rule 10.14 requires a listed company to obtain Member approval prior to the issue of securities under an employee incentive scheme to a director of a company or his or her associates. Mr Kirkwood is a Director of the Company. In accordance with the Listing Rules, any issue of securities to him requires the prior approval of Members.

Resolution 5 seeks approval for the purposes of Listing Rule 10.14, and for all other purposes, to make the grant of FY17 LTIP Options to Mr Kirkwood in accordance with the terms and conditions of the ESOP and subject to vesting conditions explained below. The approval also seeks Member approval to issue Shares to him on the exercise of any such FY17 LTIP Options. Approval under Listing Rule 10.14 is an exception to the prohibition on a company issuing shares to related parties without shareholder approval under Listing Rule 10.11.

Once approval is obtained pursuant to Listing Rule 10.14, the Company is entitled to rely on Listing Rule 10.12, Exception 4 as an exception to any requirement that may otherwise apply requiring Member approval under Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1.

**What are the general terms and conditions of the FY17 LTIP Options to be issued under resolution 5?**

The FY17 LTIP Options are to be issued pursuant to the ESOP, which for which Member approval is sought under resolution 4. A summary of the ESOP Rules is set out in **Annexure One**. The table below further explains those rules in the context of the FY17 LTIP Options:

**Table 2 General terms and conditions of FY17 LTIP Options**

<b>Amount payable for the FY17 LTIP Options</b>	Mr Kirkwood does not pay any amount for the grant of the FY17 LTIP Options. They are issued as part of his remuneration and for nil cash consideration.
<b>Exercise price of the FY17 LTIP Options</b>	Mr Kirkwood does not pay any amount to exercise the FY17 LTIP Options. The FY17 LTIP Options have a zero exercise price.
<b>Vesting Conditions</b>	FY17 LTIP Options are subject to meeting both Performance Measures and service conditions (these are explained in the Explanatory Notes in Table 4). In relation to the service condition, see also 'Termination of Employment' below.
<b>Dealing restrictions</b>	FY17 LTIP Options issued to Mr Kirkwood may not be sold without the Board's approval or used as security but can be exercised after they vest. Dealing in Shares acquired by exercising FY17 LTIP Options is unrestricted, subject to compliance with the Company's share trading policy. The Board does not currently intend to direct the Trustee to allocate and hold any Shares in the Trust for the benefit of Mr Kirkwood after exercise of Options. The Board currently intends to direct the Trustee to transfer any relevant Shares directly to Mr Kirkwood.
<b>Exercise of vested FY17 LTIP Options</b>	FY17 LTIP Options that vest may be exercised at any time in the 6 month period after the announcement to ASX by the Company of its financial results (Appendix 4E) for FY19.
<b>Termination of employment</b>	If Mr Kirkwood ceases to be an employee of the Group as: (a) a Bad Leaver, unexercised FY17 LTIP Options will lapse; (b) a Good Leaver, a proportion of the FY17 LTIP Options that the number of days of FY17 after the date of cessation of employment bears to the total number of days in FY17 lapse, unless the Board in its absolute discretion, and subject to any conditions it sees fit, decides that the Options should not expire or sets a later lapse date. If Mr Kirkwood is a Good Leaver, the Board may also determine that any vesting condition, including a vesting condition relating to the period of employment, is taken to have been satisfied.

The Board has a discretion to waive, subject to any conditions it thinks fit, any vesting conditions.

**What is the Long Term Incentive Plan and what are the terms and conditions of the FY17 LTIP Options?**

The Long Term Incentive Plan is an equity based incentive plan that uses the ESOP as its vehicle where Participants are eligible to receive Options on an annual basis which are subject to 3-year performance and service conditions.

The remuneration arrangements for Mr Kirkwood comprise:

**Table 3 Managing Director Remuneration**

<b>Executive Director</b>	<b>John Kirkwood</b>
<b>Position</b>	Managing Director & Chief Executive Officer
<b>Total Fixed Remuneration (FY17)</b>	\$772,500
<b>Short Term Incentive</b>	Up to 40% of TFR
	Payable in Shares or cash upon the achievement of Key Performance Indicators established by the Board and agreed with the Executive Director. Shares would only be issued with the approval of Members.
<b>Long Term Incentive</b>	Up to 60% of TFR
	Issued as Options based on the 30-day VWAP at 30 June 2016 subject to Member approval, which may vest and be exercised for Shares (or the cash equivalent, at the Board's discretion) in the Company subject to performance hurdles and service conditions in accordance with the ESOP Rules.

In relation to the long term incentive component of remuneration of the Mr Kirkwood, it is proposed that, subject to Member approval of resolution 5, the following FY17 LTIP Options be granted to Mr Kirkwood and that those FY17 LTIP Options be subject to the following terms and conditions outlined below:

**Table 4 Terms and conditions of FY17 LTIP Options**

	<b>FY17 LTIP Options</b>
<b>Number of FY17 LTIP Options</b>	612,528
<b>VWAP used to calculate number of FY17 LTIP Options</b>	\$0.7567 *30-day VWAP at 30 June 2016
<b>Issue Date</b>	17 November 2016 but in any event no later than 12 months from the date of the 2016 AGM
<b>Vesting Date</b>	1 September 2019
<b>Performance measurement period</b>	Three years ending on 30 June 2019
<b>Performance Measures</b>	50% TSR 50% EPS Refer to <b>Annexure Two</b>
<b>Service Conditions</b>	Continually employed to 15 August 2019

**Why do the Non-executive Directors believe it is reasonable to issue the FY17 LTIP Options to Executive Directors?**

The Non-executive Directors believe that the success of the Seymour Whyte Group will largely depend on the leadership, skills and motivation of Mr Kirkwood in overseeing the management of the Group's operations and strategy implementation. In deciding to recommend the issue of the FY17 LTIP Options to Mr Kirkwood, the Non-executive Directors:

- took into account the nature of Mr Kirkwood's position within the Group, the function and purpose of the LTIP component of the Company's remuneration framework and have considered these against the practices of Australian peer companies provided by external remuneration consultants;
- consider that the grant of the FY17 LTIP Options is an appropriate form of remuneration and is part of a reasonable remuneration package taking into account the Group's circumstances and the circumstances of Mr Kirkwood; and
- believe that it is in the best interests of Members to approve resolution 5 as the grant of the FY17 LTIP Options appropriately aligns Mr Kirkwood's remuneration and Member return due to the Performance Measures the Company must achieve for the FY17 LTIP Options to vest.

### What are the Performance Measures and vesting conditions attaching to the FY17 LTIP Options?

Each FY17 LTIP Option is an entitlement, when validly exercised, to either (as determined by the Board in its discretion) one Share or its equivalent cash value under the ESOP Rules. A summary of the Performance Measures and other vesting conditions of the FY17 LTIP Options is set out in **Annexure Two**.

### Specific information required under the Listing Rules

The following additional information is provided in accordance with Listing Rule 10.15 to support resolution 5:

**Maximum number of securities:** The maximum number of FY17 LTIP Options to be issued to Mr Kirkwood is 612,528.

**Terms of the FY17 LTIP Options:** The FY17 LTIP Options will be issued in accordance with the rules of the ESOP and the terms of the offers made under them, if approved pursuant to resolution 5. Those rules and terms are summarised in **Annexures One and Two** and Tables 2 and 4.

**Issue Price:** the FY17 LTIP Options are issued to Mr Kirkwood for nil cash consideration. Any Shares issued upon exercise of the FY17 LTIP Options will also be for nil cash consideration (but the relevant Performance Measures must be satisfied together with the service requirements before the FY17 LTIP Options vest and can be exercised).

**Prior Participation:** Mr Kirkwood has previously been issued the following Options under the Old ESOP with approval of Members at the 2015 AGM for no issue price. Details are outlined below (not including the FY17 LTIP Options for which approval is sought at the Meeting):

**Table 5 John Kirkwood Options granted to the date of this Notice**

Options	Held at 1 July 2015	Granted as Compensation FY 2016	Forfeited	Held at 30 June 2016	Vested
Mr Kirkwood	Nil	271,371	Nil	271,371	Nil

Executive Director Mr Robert Carr has previously been issued Options approved by the Board (and in respect of certain Options by Members at the 2014 and 2015 AGMs). All Options were issued to Mr Carr under the Old ESOP for no issue price. Details of Options issued to Mr Carr since shareholder approval was obtained at the 2015 AGM are outlined below:

**Table 6 Robert Carr Options granted to the date of this Notice since the 2015 AGM**

Options	Held at 1 July 2015	Granted as Compensation FY 2016	Forfeited	Held at 30 June 2016	Vested and Exercised During FY16
Robert Carr	215,269	164,151	Nil	305,030	74,390

No other person referred to in Listing Rule 10.14 has been issued securities under the Old ESOP since Member approval under Listing Rule 10.14 was obtained at the Company's 2015 AGM. Options have been issued to Key Management Personnel and all other eligible employees under the Old ESOP in FY13, FY14, FY15 and FY16.

**Future participation:** The executive Directors together with Key Management Personnel, senior managers and other individuals nominated by the Board are eligible to participate in the LTIP going forward. Any grants to the executive Directors will remain subject to Member approval under Listing Rule 10.14.

**Loan:** No loan is being made available to Mr Kirkwood in connection with the grant of FY17 LTIP Options.

**Date of Issue:** The FY17 LTIP Options will be issued to Mr Kirkwood on 17 November 2016 following Member approval and in any event within 12 months of the date of the 2016 AGM.

#### Directors' recommendation

The Directors (other than Mr Kirkwood) recommend that you vote in favour of ordinary resolution 5 for the issue of the FY17 LTIP Options to Mr Kirkwood. Mr Kirkwood has an interest in the outcome of the resolution and therefore declines to make a recommendation in respect of the resolution.

## 6. Interpretation

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**Associate** means an associate as defined in sections 10-17 of the Corporations Act or, in relation to the Listing Rules, the meaning given in the Listing Rules.

**Annual General Meeting or AGM** means the annual meeting of Members of Seymour Whyte Limited

**ASX** means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).

**Bad Leaver** means a Participant in the ESOP whose employment by the Group ceases as a result of, or in connection with:

- a) fraud, defalcation, misconduct, dismissal for cause or other circumstances as determined by the Board in its sole discretion; or
- b) the Participant terminating their employment by resignation or otherwise.

**Board** means the board of Directors of the Company.

**Chair** means the person appointed to Chair the Meeting.

**Closely Related Party or CRP** (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

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

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

**Company** means Seymour Whyte Limited ACN 105 493 203.

**Constitution** means the constitution of the Company, as amended from time to time, a copy of which is available on the Company's website [www.seymourwhyte.com.au](http://www.seymourwhyte.com.au).

**Directors** mean the directors of the Company.

**Earnings Per Share or EPS** means a performance measure under the LTIP measured by comparing the Company's year on year growth in earnings per share during the Performance Period compared to the EPS at 30 June of the year immediately prior to the start of the Performance Period.

**ESOP** means Seymour Whyte's Employee Option Plan to be approved by Members under resolution 4.

**ESOP Rules** means the rules of the ESOP.

**FY17** means the financial year commencing on 1 July 2016 and ending on 30 June 2017.

**FY17 LTIP Options** means the Options the subject of resolution 5.

**Good Leaver** means a Participant in the ESOP whose employment by the Group ceases including, for the avoidance of doubt, because of:

- a) permanent retirement from the workforce with the Board's permission;
- b) redundancy or retrenchment;
- c) death or total and permanent disability,

and who is not a Bad Leaver.

**Key Management Personnel or KMP** has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

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

**LTIP** means Seymour Whyte's Long Term Incentive Plan.

**Managing Director** means the managing director of the Company.

**Meeting** means this meeting.

**Non-executive Directors** means the non-executive directors of the Company.

**Notice** means the notice of meeting which accompanies the Explanatory Notes.

**Member** means a holder of Shares.

**Old ESOP** means Seymour Whyte's Employee Option Plan approved by Members at the 2011 and 2014 AGMs.

**Old ESOP Rules** means the rules of the Old ESOP.

**Option** means an entitlement, when validly exercised, to either (as determined by the Board in its discretion) one Share or its equivalent cash value under the ESOP Rules.

**Participant** means a participant in the ESOP.

**Performance Measures** means the performance measures for the LTIP, namely EPS growth and TSR ranking.

**Performance Period** means for FY17 LTIP Options the period beginning on 1 July 2016 and ending on 30 June 2019.

**Shares** means fully paid ordinary shares in the issued capital of the Company.

**Seymour Whyte Group or Group** means Seymour Whyte Limited and its wholly owned subsidiaries, Seymour Whyte Constructions Pty Ltd and Rob Carr Pty Ltd.

**Total Shareholder Return or TSR** means is the percentage movement in shareholder value from an investment in the Company's shares over the Performance Period calculated by reference to the change in the share price and dividends assuming that dividends are immediately reinvested into the Company's shares and ranked against the S&P ASX 200.

**Trustee** means CPU Share Plans Pty Limited.

**Volume Weighted Average Price or VWAP** means the ratio of the value of Shares traded to total volume of Shares traded over a defined time horizon.

### Inquiries

Any inquiries in relation to the resolutions or the Explanatory Notes should be directed to:

Ms Amy Deeb (Company Secretary)  
Seymour Whyte Limited  
12 Electronics Street  
Eight Mile Plains, Queensland 4113.

**Phone:** (07) 3340 4800

**Fax:** (07) 3340 4811

**Email:** amy.deeb@seymourwhyte.com.au

## Annexure One

## Summary of ESOP Rules

<b>Eligibility</b>	The ESOP is open to eligible employees (including executive Directors) who are full-time or permanent part-time employees with one or more companies in the Group but excludes (unless the Company determines otherwise) (i) a person who, immediately after the acquisition of Shares under the ESOP, would hold a legal or beneficial interest in more than 10% of the Shares on issue or would be in a position to cast, or control the casting of, more than 10% of the maximum number of votes that might be cast at a general meeting of the Company or (ii) a Non-executive director.
<b>Grant of Options</b>	All Options are to be offered to eligible employees for no consideration. The offer of Options must be in writing and specify, amongst other things, the number of Options for which the eligible employee may apply; the period within which the Option may be exercised and any conditions to be satisfied before exercise, the Option expiry date (as determined by the Board) and the exercise price of the Options.
<b>Exercise</b>	<p>The Options may be exercised, subject to any exercise conditions, by the Participant giving a signed notice to the Company and paying the exercise price in full.</p> <p>The Board has a discretion to choose whether to settle the exercise of an Option in Shares or in the form of cash.</p> <p>If the Board decides to settle the exercise of the Option in Shares, the Company may do so by:</p> <ul style="list-style-type: none"> <li>• issuing Shares to the Option holder; or</li> <li>• instructing the Trustee to: <ul style="list-style-type: none"> <li>○ hold the number of Shares in respect of which the Option is exercised on behalf of the Option holder; or</li> <li>○ transfer that number of Shares to the Option holder.</li> </ul> </li> </ul> <p>If the Board decides to settle the exercise of the Option in cash, the cash payment is the VWAP of Shares sold on ASX over the 5 trading days before the date the Option is exercised (or over such other period, or calculated in such other way, as the Board determines in its discretion).</p> <p>If the Company's Shares are officially quoted by ASX at the time any Share is issued pursuant to the exercise of an Option, the Company will apply for official quotation of such Shares.</p>
<b>Lapse</b>	<p>The Options shall lapse upon the earlier of the date specified by the Board or events contained in the ESOP Rules or the offer.</p> <p>If a holder of an Option ceases to be an employee of the Group as:</p> <ol style="list-style-type: none"> <li>(a) a Bad Leaver, unexercised Options will lapse;</li> <li>(b) a Good Leaver, the proportion of any Option granted to the person in that Financial Year that the number of days of the Financial Year after the date of cessation of employment bears to the total number of days in the Financial Year lapse, and the balance expire on the Expiry Date Specified in the offer,</li> </ol> <p>unless the Board in its absolute discretion, and subject to any conditions it sees fit, decides that the relevant Options should not expire or sets a later expiry date.</p>
<b>Rights attaching to Options</b>	<p>Should the Company undergo a reorganisation or reconstruction of capital or any other such change, the terms of the Options (including number or exercise price or both) will be correspondingly changed to the extent necessary to comply with the Listing Rules. With this exception, the terms for the exercise of each Option remains unchanged.</p> <p>A holder of Options is not entitled to participate in dividends, a new issue of Shares or other securities made by the Company to Shareholders merely because he or she holds Options. Any Shares issued in connection with the ESOP will rank for dividends declared on or after the date of issue but will carry no right to receive any dividend before the date of issue.</p> <p>However, if a pro rata bonus or cash issue of securities is awarded by the Company, the Company in its absolute discretion may adjust the number of Shares over which an Option exists and the exercise price in the manner specified in Listing Rule 6.22, in which case written notice will be given to the Option holder.</p> <p>The holding of Options does not confer on the Participant any voting rights or other rights attributable to Share ownership.</p> <p>If, in the opinion of the Board, a Change of Control Event has occurred, or is likely to occur, the Board may in its absolute discretion determine that any Performance Measures or other conditions to exercise applicable to all or a specified number or proportion of Options of a Participant have been satisfied and that such Options may be exercised during the period specified by the Board in the notice of such determination. A Change of Control Event means the Company entering into a scheme of arrangement with its members or creditors, a takeover bid or other offer being made to acquire more than 50% of the voting shares of the Company or a person or a group of associated persons obtaining a relevant interest in sufficient Shares to give it or them the ability, in a general meeting, to replace all or a majority of the Board.</p>
<b>Assignment and Quotation of Options</b>	The Options are not transferable or assignable without the prior written approval of the Board. The Options will not be quoted on ASX. Participants must not dispose of or grant any security interest in or over any Options under the ESOP.
<b>Transfer of Shares</b>	If Shares are issued or transferred to the holder upon exercise of the Options, the holder will hold the Shares free of restrictions. If Shares are allocated by the Trustee to be held on behalf of the holder under the Trust, the Participant's beneficial interest is held in the Trust until they are withdrawn by the Participant with the approval of the Board (not to be unreasonably withheld, but which may be given on conditions). If the Participant ceases to be employed by the Group, they are deemed to have requested withdrawal. Participants must comply with the Company's share trading policy.

<b>Administration</b>	<p>The ESOP is administered by the Board which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation. The Board may form policy and make regulations for the operations of the ESOP which are consistent with the ESOP Rules.</p>
<b>Trustee and Trust</b>	<p>The Board has established an Employee Share Plan Trust (<b>Trust</b>) and appointed CPU Share Plans Pty Limited as the Trustee of the Trust. The Trustee may subscribe for, or acquire shares on market, to satisfy the vesting of the Options under the LTIP as directed by the Board. The Board may instruct the Trustee to hold Shares on behalf of a Participant under the Trust upon exercise of Options, or to transfer the relevant Shares to the Participant.</p> <p>If Shares are allocated to a Participant, the Participant may give the Trustee directions how to vote in relation to those Shares at any general meetings of the Company and if the Company makes a rights issue, the Participant may instruct the Trustee whether it wished to take up the rights issue or sell the rights (if renounceable). Subject to the Corporations Act and the Listing Rules, the Participant is entitled to dividends and distributions paid by the Company and any bonus shares in respect of the Shares.</p>
<b>Termination, amendment and waiver</b>	<p>The ESOP may be terminated or suspended at any time by the Board but such suspension or termination will not affect nor prejudice rights of any Participant or any person holding an Option at that time.</p> <p>Subject to the Listing Rules (including any waiver granted in relation to them), ASIC Class Order CO 14/1000 and the other paragraphs below, the Board (without the consent of the Participants or members of the Company in general meeting) may from time to time by resolution amend, revoke, add to or vary all or any of the provisions of these Rules.</p> <p>A change which has the effect of cancelling an Option for no consideration can be made by the Board. Without the consent of the relevant Participant(s), the Board may not change the terms of Options to reduce the Exercise Price, increase the number of securities received on exercise of the Options, increase any period for exercise of the Options, other than an amendment primarily for the purpose of complying with or conforming to legislation governing or regulating the maintenance of the Plan, to correct any manifest error or mistake, to take into account possible adverse tax implications for the Company or to enable any body corporate in the SWL Group to comply with the Corporations Act or the ASX Listing Rules.</p> <p>A change to terms of the Options may otherwise only be changed with the approval of ordinary shareholders of the Company.</p> <p>The Company may resolve to waive any provisions of the ESOP Rules or all or any of the obligations of the Participants or any of them.</p>

## Annexure Two

## Vesting Profile of FY17 LTIP Options

<b>Performance Measures</b>	<p>The FY17 LTIP Options may vest depending on EPS Growth and TSR ranking relative to targets outlined below. The proportional contributions of these Performance Measures are:</p> <p>TSR ranking: 50%</p> <p>EPS growth: 50%</p>	
<b>Vesting of FY17 LTIP Options</b>	<p>Vesting of FY17 LTIP Options will be subject to testing of Performance Measures at the end of the Performance Period and continued employment up to 15 August 2019.</p> <p>The Board shall have discretion to deal with the FY17 LTIP Options, including as to vesting, in accordance with the terms of the ESOP.</p>	
<b>Performance Period</b>	FY17 LTIP Options: 1 July 2016 to 30 June 2019	
<b>Total shareholder return (TSR)</b>	TSR is the percentage movement in shareholder value from an investment in a company's shares over a defined time period calculated by reference to the change in the share price and dividends assuming that dividends are immediately reinvested into the company's shares.	
<b>TSR ranking vesting scale</b>	<b>TSR Ranking of SWL Relative to TSR's of Companies in S&amp;P ASX 200</b>	<b>% of TSR Options to Vest</b>
	25th percentile or less	Nil vesting
	>25th & <75th percentile	Pro rata vesting
	75th percentile and above	100% vesting
<b>EPS Growth</b>	EPS Growth will be measured by comparing the Company's year on year growth in earnings per share during the Performance Period compared to the EPS at 30 June of the year immediately prior to the start of the Performance Period.	
<b>EPS growth vesting scale</b>	<b>EPS Growth Per Year</b>	<b>% of EPS Options to Vest</b>
	4% or less	Nil vesting
	>4% & <12%	Pro rata vesting
	≥12%	100% vesting




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SWL

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form

**XX**

**Vote and view the annual report online**

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

**Your access information that you will need to vote:**
**Control Number: 999999**
**SRN/HIN: I999999999**

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



 **For your vote to be effective it must be received by 10:00am (Brisbane time) Monday 14 November 2016**

### How to Vote on Items of Business

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

#### Appointment of Proxy

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

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

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

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

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

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

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

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

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

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



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



I 9999999999

I ND

# Proxy Form

Please mark ☒ to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Seymour Whyte Limited hereby appoint

☐ the Chairman of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Seymour Whyte Limited to be held at the **Mayflower Room, Christie Corporate Centre, Level 1, 320 Adelaide Street, Brisbane QLD 4000 on Wednesday, 16 November 2016 at 10:00am (Brisbane time)** and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Items 2, 4 & 5** (except where I/we have indicated a different voting intention below) even though **Items 2, 4 & 5** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items 2, 4 & 5** by marking the appropriate box in step 2 below.

## STEP 2 Items of Business

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

### Ordinary Business

	For	Against	Abstain
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(a) Re-Election of Director - Mr Donald Mackay	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(b) Re-Election of Director - Mr Christopher Greig	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### Special Business

4 Approval of Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of Proposed Issue FY17 LTIP Options to Mr Kirkwood	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_/\_\_\_\_/\_\_\_\_