

CVC Limited
(ACN 002 700 361)

NOTICE OF ANNUAL GENERAL MEETING

Date: 29 November 2022

Time: 1:00 pm (Sydney time)

Place: Suite 40.04, Level 40, 1 Farrer Place, Sydney NSW 2000

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NOTE: Capitalised terms used in this document are defined in the Glossary.

Key dates

Due date for lodgement of Proxy Forms	1:00 pm (Sydney time) on 27 November 2022
Record date	7:00 pm (Sydney time) on 27 November 2022
Annual General Meeting	1:00 pm (Sydney time) on 29 November 2022

NOTE: The above timetable is indicative only. The Company may vary any of the above dates subject to the Corporations Act, the Listing Rules and any other applicable law.

Important information

The Notice of Meeting is dated 28 October 2022.

A copy of this Notice of Meeting has been lodged with ASIC. ASIC does not take any responsibility for the contents of this Notice of Meeting.

This Notice of Meeting does not take into account the individual investment objectives, financial situation or particular needs of any person. Shareholders should seek professional advice from a licensed financial adviser, accountant, stockbroker, lawyer or other professional adviser before deciding whether or not to approve the Resolutions set out in the Notice of Meeting.

The Company plans to physically hold the Meeting at Suite 40.04, Level 40, 1 Farrer Place, Sydney NSW 2000.

Financial amounts in this Notice of Meeting are expressed in Australian dollars unless otherwise stated

This Notice of Meeting is governed by the law in force in New South Wales, Australia.

Corporate directory

Directors

Mr Mark Avery
Mr Craig Treasure
Mr Ian Campbell
Mr John Leaver

Company Secretary

Mr Mark Avery

Registered office

Suite 4, Level 40, Governor Phillip Tower 1 Farrer Place
SYDNEY NSW 2000
Australia

Website

<http://www.cvc.com.au/>

Share registry

Registry Direct
Level 6, 56 Pitt Street
SYDNEY NSW 2000
Australia
Telephone: 1300 556 635

Enquiries

If you have any queries about the matters set out in this Notice of Meeting, please contact Registry Direct on +61 1300 556 635 during business hours.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting (**Meeting**) of the Shareholders of CVC Limited (**Company**) will be held at Suite 40.04, Level 40, 1 Farrer Place, Sydney NSW 2000 at 1:00 pm (Sydney time) on 29 November 2022 for the purpose of transacting the business set out in this Notice of Meeting.

ORDINARY BUSINESS

1 Financial Reports

To receive the financial statements, directors' report and auditor's report for the Company and its controlled entities for the financial period from 1 July 2021 to 30 June 2022.

Note: The Financial Reports are contained in the Annual Report, which is available on the Company's website at <http://www.cvc.com.au/>. There is no requirement for Shareholders to approve these Financial Reports. The Financial Reports will be laid before the Meeting and, at the Meeting, the Chairperson will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the operations and management of the Company, and for Shareholders to ask the auditor questions about the conduct of the audit and content of the auditor's report. Shareholders may also submit questions in writing before the Meeting. The list of any such questions will be presented at the Meeting for discussion and responses.

2 Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, pass the following as a **non-binding ordinary resolution** of the Company:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report for the financial period from 1 July 2021 to 30 June 2022."

Note: The Remuneration Report is set out on pages 7 to 11 of the Annual Report and contains details of the Company's policy for determining the remuneration for the Directors and senior executives. It includes information on the methodology adopted and the elements of remuneration which are fixed and those which are related to performance. At the Meeting, the Chairperson will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report. This Resolution is advisory only and does not bind the Company or the Directors.

3 Resolution 2 – Election of Mr John Leaver as a Director of the Company

To consider and, if thought fit, pass the following as an **ordinary resolution** of the Company:

"To elect, as a director of the Company, Mr John Leaver, who, having been appointed to fill a casual vacancy, retires in accordance with the clause 19.2(b) of the Company's constitution and offers himself for re-election."

Note: Mr Leaver was appointed as a Director on 21 February 2022. The Board (other than Mr Leaver) considers that Mr Leaver is an Executive Director of the Company, supports the re-election of Mr Leaver and recommends that Shareholders vote in favour of this Resolution. Other than as Shareholders of the Company, none of the Directors (other than Mr Leaver) has an interest in the outcome of this Resolution.

SPECIAL BUSINESS

4 Resolution 3 – Approval of on-market buy back

To consider and, if thought fit, pass the following as an **ordinary resolution** of the Company:

"That, for the purposes of section 257C of the Corporations Act and for all other purposes, approval is given to the Company to conduct an on-market share buy-back of up to 20,000,000 Shares, during the 12 month period after that the date of the Meeting and on the terms set out in the Explanatory Notes."

5 Resolution 4 – Approval of payment of termination benefit to Mr John Hunter

To consider and, if thought fit, pass the following as an **ordinary resolution** of the Company:

“That, for the purposes of section 200B and 200E of the Corporations Act and for all other purposes, approval is given for the giving of benefits by the Company or any of its related bodies corporate to Mr John Hunter, the former Chief Financial Officer and Company Secretary of the Company, in connection with his ceasing to hold a managerial or executive office in the Company or a related body corporate, in the particular circumstances and as described in the Explanatory Notes.”

By order of the board of the Company

Mark Avery
Company Secretary
28 October 2022

Voting exclusion statements – Corporations Act

Resolution 1	<p>In accordance with the Corporations Act, the Company will disregard any votes cast in relation to this resolution by or on behalf of the Key Management Personnel (KMP) in any capacity whose remuneration is included in the Remuneration Report and closely related parties (as defined in the Corporations Act) of a KMP (Excluded Persons). However, an Excluded Person may cast a vote on the resolution if:</p> <ul style="list-style-type: none">• that person does so as a proxy appointed in writing that specifies how the proxy is to vote on the resolution and the vote is not cast on behalf of an Excluded Person; or• the proxy is the Chairperson and the appointment expressly authorises the Chairperson to exercise the undirected proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP.
Resolution 4	<p>In accordance with the Corporations Act, the Company will disregard any votes cast in relation to this resolution by or on behalf of Mr John Hunter or an Associate of Mr John Hunter. However, the Company will not disregard a vote on the resolution if:</p> <ul style="list-style-type: none">• the vote is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the resolution; and• the vote is not cast on behalf Mr John Hunter or an Associate of Mr John Hunter.

Chairperson's voting intentions

The Chairperson intends to vote undirected proxies on, and in favour of, all proposed Resolutions. If there is a change to how the Chairperson intends to vote undirected proxies, the Company will make an announcement to the market.

Voting entitlement

Any person registered as a Shareholder on the Register at 7:00 pm (Sydney time) on 27 November 2022 is entitled to attend and vote at the Meeting.

Registrable transmission applications or transfers registered after the time specified above will be disregarded in determining entitlements to vote at the Meeting.

In the case of Shares held by joint holders, only one of the joint Shareholders is entitled to vote. If more than one Shareholder votes in respect of jointly held Shares, only the vote of the Shareholder whose name appears first in the Register will be counted.

Each Shareholder may vote by attending the Meeting in person or by proxy, attorney or, in the case of a corporation which is a Shareholder, by corporate representative.

Voting in person

Any Shareholder entitled to attend and vote at the Meeting who wishes to attend and vote at the Meeting in person will be admitted to the Meeting and given a voting card upon disclosure of their name and address at the point of entry to the Meeting.

Voting by proxy

Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of the Shareholder.

A proxy need not be a Shareholder.

If a Shareholder is entitled to cast 2 or more votes at the Meeting, that Shareholder may appoint 2 proxies. Where 2 proxies are appointed, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights. If the Shareholder does not specify the proportion or number of the Shareholder's voting rights that each proxy is to represent, each proxy will be entitled to exercise half the Shareholder's votes.

A Proxy Form for the Meeting is enclosed. In order to be valid, a properly completed Proxy Form must be lodged in any of the following ways:

- (a) By hand or mail to: CVC Limited, Suite 40.04, Level 40, 1 Farrer Place, Sydney NSW 2000, Australia
- (b) By email to: registry@registrydirect.com.au.

To be valid, your completed Proxy Form must be received by 1:00 pm (Sydney time) on 27 November 2022.

Please note that post only reaches the above address on Business Days in Sydney, Australia. A proxy will be admitted to the Meeting and given a voting card upon providing written evidence of their name and address at the point of entry to the Meeting. The return of a completed Proxy Form will not preclude a Shareholder from attending in person and voting at the Meeting.

Voting by attorney

An attorney of any Shareholder entitled to attend and vote at the Meeting may attend the Meeting, and vote on that Shareholder's behalf.

If a Shareholder wishes to vote by attorney at the Meeting, that Shareholder must, if they have not already done so, deliver the original, or a certified copy of, the power of attorney by the methods specified above so that it is received before the Meeting commences or, alternatively, ensure the power of attorney is brought to the Meeting and presented at the point of entry to the Meeting.

A Shareholder's attorney will be admitted to the Meeting and given a voting card upon providing written evidence of their appointment, their name and address and the identity of their appointer (i.e. the Shareholder) at the point of entry to the Meeting.

Voting by corporate representative

A corporation that is a Shareholder must appoint a person to act as its representative to vote at the Meeting (if it does not wish to vote by proxy or attorney). The appointment must comply with the Corporations Act. An authorised corporate representative will be admitted to the Meeting and given a voting card upon providing written evidence of their appointment including any authority under which it is signed, their name and address and the identity of their appointer (i.e. the Shareholder) at the point of entry to the Meeting.

Explanatory Notes

These explanatory notes have been prepared for the information of Shareholders in connection with the business to be transacted at the Meeting.

1 Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders.

The Remuneration Report relates to the twelve-month accounting period from 1 July 2021 to 30 June 2022.

In accordance with section 250R(3) of the Corporations Act, Shareholders' vote on Resolution 1 is advisory only and does not bind the Directors or the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report. However, the Board will take the discussion of the Remuneration Report at the Meeting into consideration when determining the Company's remuneration policy in the future and consider concerns Shareholders may raise in relation to remuneration issues.

Where a resolution on the Remuneration Report receives a "no" vote of 25% or more (**Strike**) at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director, Mark Avery) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's 2021 remuneration report did not receive a Strike at the Company's 2021 annual general meeting held on 23 November 2021.

If the Remuneration Report receives a Strike at this Meeting, then at the Company's 2023 annual general meeting, in addition to a vote on the Company's 2023 remuneration report, the Company will be required to put a conditional resolution to the meeting in accordance with section 250V(1) of the Corporations Act, which will be put to the meeting if the Company's 2023 remuneration report receives a Strike. If the condition resolution is passed by an ordinary resolution of Shareholders, the Board (other than Mr Mark Avery, as Managing Director) will be required to stand for re-election.

The Chairperson will allow reasonable opportunity for Shareholders to ask questions about or comment on the Remuneration Report.

Noting that each Director has a personal interest in their own remuneration from the Company, the Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

The Chairperson intends to exercise all available proxies in favour of Resolution 1.

If the Chairperson is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairperson with an express authorisation for the Chairperson to vote the proxy in accordance with the Chairperson's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

2 Resolution 2 – Election of Mr John Leaver as a Director of the Company

Mr John Leaver was appointed as Director of the Company on 21 February 2022. Under article 19.2(b) of the Company's constitution, a Director appointed to fill a casual vacancy holds office only until the next annual general meeting. In accordance with this requirement, Mr Leaver now retires from the Board and offers himself for re-election.

Mr Leaver founded the Company over 30 years ago and has been a key contributor to its strategy and operations since that time. Mr Leaver served as the Company's managing director from 1984 to 2001 and, most recently, as a Director of the Company from 8 April 2019 to 11 October 2019.

Prior to being involved in the founding of the Company, Mr Leaver's experience was in the stockbroking industry. Mr Leaver has previously been a director of Sunland Group Limited (ASX: SDG) and multiple other private and public entities.

Relevant information about Mr Leaver is set out on page 13 of the Annual Report.

The Board (other than Mr Leaver) considers that Mr Leaver is an Executive Director of the Board, supports the re-election of Mr Leaver and recommends that Shareholders vote in favour of this Resolution. Other than as Shareholders of the Company, none of the Directors (other than Mr Leaver) has an interest in the outcome of this Resolution.

3 Resolution 3 – Approval of on-market buy back

3.1 Background

Resolution 3 seeks Shareholder approval of an on-market buyback of up to 20,000,000 Shares, representing 17.12% of the issued Shares of the Company as at 28 October 2022 (**2022 On-Market Buy Back**).

On 23 November 2021, the Company announced that it would undertake an on-market buy back up to 20,000,000 Shares (**2021 Buy Back**). Shareholders approved the 2021 Buy Back for the purposes of section 257C of the Corporations Act at the Company's 2021 annual general meeting. The approval for the 2021 Buy Back expires on 22 November 2022.

Resolution 3 seeks Shareholder approval to conduct the 2022 On-Market Buy Back to allow the Company to buy back a further 20,000,000 Shares within the 12-month period following the date of the Meeting.

If Shareholder approval of Resolution 3 is obtained, it is not guaranteed the Company will buy back the maximum number of Shares permitted under the 2022 On-Market Buy Back, or any Shares at all.

3.2 Shareholder approval

Under the Corporations Act, a listed company can buy back its own shares on-market if the buy back does not materially prejudice its ability to pay its creditors and it follows the procedures set out in the Corporations Act. Shareholder approval is required if the number of shares bought back in the last 12 months is greater than 10% of the minimum number of shares on issue at any time during the last 12 months (**10/12 Limit**).

Approval is sought for an on-market buyback of up to 20,000,000 Shares by the Company, representing 17.12% of the issued Shares as at 28 October 2022.

The Company wants to retain the flexibility to continue buying back Shares up to a threshold of 17.12% of Shares currently on issue as at 28 October 2022.

3.3 Conditions

The 2022 On-Market Buy Back is subject to the following conditions:

- Shareholders approving Resolution 3; and
- transactions in Shares have been recorded on the ASX on at least 5 trading days in the 3 months preceding each date the Company buys back Shares, as required by Listing Rule 7.29.

3.4 Terms

If the above conditions are satisfied, the terms of the 2022 On-Market Buy-Back will be as follows:

- all Shareholders will be entitled to sell their Shares on-market for the Company to buy back;

- the maximum number of Shares to be bought back is 20,000,000 Shares (being 17.12% of the total number of issued Shares as at 28 October 2022). If Shareholder approval of Resolution 3 is obtained, it is not guaranteed the Company will buy back the maximum number of Shares permitted under the 2022 On-Market Buy Back, or any Shares at all;
- the price to be paid by the Company for Shares will be the then prevailing market price on the ASX and, in accordance with Listing Rule 7.33, the purchase price will not be more than 5% above the five-day volume weighted average market price of Shares;
- the usual rules for settlement of transactions which occur on-market on the ASX will apply;
- the 2022 On-Market Buy-Back will occur over the 12 month period following the Meeting; and
- in accordance with section 257H(2) of the Corporations Act, all Shares which are bought back will be cancelled.

3.5 Related parties' right to participate in the 2022 On-Market Buy Back

Section 208(1)(a) of the Corporations Act prohibits the Company from giving a financial benefit to 'related parties' of the Company (as defined in the Corporations Act) without the approval of shareholders by a resolution passed at a general meeting at which no votes are cast in relation to the resolution in respect of any shares held by the related party or by an associate of the related party.

No Directors intend to sell into the 2022 On-Market Buy Back and it is not envisaged that any other related party will sell into the 2022 On-Market Buy Back.

However, to the extent that a related party does participate in the 2022 On-Market Buy Back, the Company considers that the proposed purchase of Shares from related parties under the 2022 On-Market Buy Back falls within the 'arm's length' exception in section 210 of the Corporations Act for the following reasons and, therefore, Shareholder approval is not required:

- to the extent the related parties wish to participate in the 2022 On-Market Buy Back, they will only be entitled to sell their Shares on the same terms as those that apply to other Shareholders who are not related parties of the Company;
- the ability of related parties to participate in the 2022 On-Market Buy Back may assist the Company to obtain the advantages of the 2022 On-Market Buy Back outlined below;
- the impact on the proportion of Shares held by continuing Shareholders at completion of the 2022 On-Market Buy Back will be the same irrespective of whether any related parties participate in the 2022 On-Market Buy Back; and
- the terms of the purchase of Shares from related parties would be reasonable in the circumstances if the Company were dealing at arm's length.

3.6 Financial effect of the 2022 On-Market Buy Back

The Company intends to utilise its cash reserves (including from any future profits) to pay for the Shares it buys back (if any).

The financial effect of the 2022 On-Market Buy Back will be to reduce the Company's cash reserves.

Shares will not be bought back under the 2022 On-Market Buy Back if it would materially prejudice the Company's ability to pay its creditors.

3.7 Advantages of the 2022 On-Market Buy Back

The key advantages of the 2022 On-Market Buy Back are as follows:

- enhances the Company's ability to return surplus capital in a cost effective manner;

- offers the Company the flexibility to commence or cease the buy back program at any time, in response to changes in share price or market conditions or other demands on the Company's cash reserves;
- all Shareholders are entitled to offer their Shares to be purchased by the Company;
- creates an extended period of liquidity for Shareholders to sell Shares back to the Company where that liquidity may not have been available to Shareholders;
- promotes a more efficient capital structure; and
- allows continuing Shareholders to control a larger proportion of Shares.

3.8 Disadvantages of the 2022 On-Market Buy Back

The key disadvantages of the 2022 On-Market Buy Back are as follows:

- reduces the cash reserves of the Company, possibly limiting future investment opportunities. However, the Company can commence or cease buying back Shares at any time, in response to changes in share price, market conditions or other demands on the Company's cash reserves; and
- if the Company buys back 20,000,000 Shares (being the number of Shares for which approval under Resolution 3 is sought), Mr John Scott Leaver's interest in the Company could increase from 43.70% as at 28 October 2022 to a maximum of 52.73% (if Mr Leaver does not participate in the 2022 On-Market Buy Back and does not otherwise dispose of any Shares). Given the maximum interest Mr Leaver may obtain if he does not participate in the 2022 On-Market Buy Back, the Board will take all relevant factors into account in determining the extent to which the 2022 On-Market Buy Back is implemented (if at all).

Participating in the 2022 On-Market Buy Back may have financial, taxation, or other ramifications for Shareholders depending upon each Shareholder's personal circumstances. The Board recommends that Shareholders obtain their own professional advice.

3.9 Directors' recommendation

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

4 Resolution 4 – Approval of payment of termination benefit to Mr John Hunter

4.1 Background

Mr John Hunter has held office as a Company Secretary and Chief Financial Officer of the Company since 2006. Mr Hunter commenced employment with CVC Managers Pty Ltd (**CVC Managers**), a subsidiary of the Company, on 20 March 2006.

As announced to ASX on 26 August 2022, the Board has taken the strategic decision to make the role of Chief Financial Officer redundant. Further, as announced to ASX on 30 September 2022, Mr Hunter has also resigned as Company Secretary of the Company. Mr Hunter's employment with CVC Managers will end on 31 December 2022 (**Redundancy Date**).

Resolution 4 seeks Shareholder approval for the giving of benefits to Mr Hunter in connection with the cessation of his employment.

4.2 Why is Shareholder approval being sought?

Part 2D.2, Division 2 of the Corporations Act provides that a listed company must not, subject to certain statutory exceptions, permit a person in a managerial or executive office to receive a benefit in connection with their retirement from office or employment without shareholder approval. A benefit in connection with retirement includes a payment that may have been agreed separately pursuant to a contract.

The purpose of Resolution 4 is to have Shareholders approve the payment of particular termination benefits described further below to Mr Hunter which require Shareholder approval under the Corporations Act.

4.3 **Benefits proposed to be given to Mr Hunter**

The Company and Mr Hunter have entered into a confidential deed of release which records the terms and conditions of Mr Hunter's redundancy (**Deed**).

In accordance with the Deed, the Company has agreed to:

- pay Mr Hunter his accrued but untaken annual leave and long service leave entitlements as at the Redundancy Date; and
- acquire his minor shareholdings (less than 1%) in the Marsden Park and Donnybrook projects for fair market value.

Cash Payments

In addition, the Company has agreed to make the following cash payments to Mr Hunter, subject to Shareholder approval:

- the Company will pay Mr Hunter \$98,077, being an amount equal to 12 weeks' severance pay at Mr Hunter's base rate of pay, which constitutes the statutory minimum redundancy severance under section 119 of the *Fair Work Act 2009* (Cth); and
- the Company will pay Mr Hunter \$850,000, being the parties' estimated value of future performance payment which Mr Hunter would have been entitled to if he had continued in employment with CVC Managers.

4.4 **Other Matters**

Performance rights

In addition, under the Deed, the Company has agreed to exercise its discretion to treat Mr Hunter as a "good leaver" under the CVC Long Term Incentive Plan (**LTIP**) rules.

Mr Hunter holds 500,000 performance rights to acquire shares in the Company (**LTI Performance Rights**) which were granted on 10 December 2021. The LTI Performance Rights will vest subject to an absolute total shareholder return (TSR) hurdle over the performance period of 10 December 2021 to 9 December 2025.

Given the factors affecting the satisfaction of the vesting conditions and the Company's future share price are not able to be predicted with any certainty, the value of the LTI Performance Rights cannot be ascertained at this time.

D&O insurance premium

Under the Deed, the Company has agreed to take out and maintain run-off director and officer liability insurance on behalf of Mr Hunter for a period of at least seven years after the Redundancy Date. The insurance premia payable will be calculated at market rates applicable for time to time.

4.5 **What happens if Shareholder approval is not obtained?**

If Shareholders do not approve Resolution 4, then the Company is prohibited from giving the various benefits referred to in section 4.3 above to Mr Hunter, apart from the amount in respect of Mr Hunter's accrued but untaken annual leave and long service leave entitlements, and statutory redundancy pay, as at the Redundancy Date and the acquisition of Mr Hunter's minority shareholdings in the Marsden Park and Donnybrook projects for fair market value.

4.6 **Directors' recommendation**

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

4.7 Voting Exclusion

A voting exclusion statement applies to this Resolution 4, as set out in the Notice of Meeting.

Glossary

In this Notice of Meeting, unless the context or subject matter otherwise requires:

10/12 Limit	has the meaning given in section 3.2.
2021 Buy Back	has the meaning given in section 3.1.
2022 On-Market Buy Back	has the meaning given in section 3.1.
Annual Report	means the annual report for the Company for the financial period between 1 July 2021 and 30 June 2022.
ASX	means ASX Limited (ABN 98 008 624 691) or the financial market operated by it.
Board	means the board of Directors.
Business Day	has the meaning given to that term
Chairperson	means the chairperson of the Board.
Company	means CVC Limited ACN 002 700 361.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended or replaced from time to time.
Director	means a director of the Company.
Equity Securities	has the same meaning given to that term in the Listing Rules.
Key Management Personnel or KMP	means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.
Listing Rules	means the official listing rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX, as amended or replaced from time to time, except to the extent of any express written waiver by ASX.
Meeting	means the annual general meeting of the Company to be held at the time and place specified in this Notice of Meeting.
Notice of Meeting	means this document, comprising the notice of annual general meeting, the explanatory notes and all schedules.
Proxy Form	means the proxy form accompanying this Notice of Meeting.
Register	means the register of shareholders of the Company.
Remuneration Report	means the remuneration report of the Company for the financial period between 1 July 2021 and 30 June 2022 as set out on pages 18 to 22 of the Annual Report.
Resolution	means the resolutions proposed at the Meeting, as set out in the Notice of Meeting.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
Trading Days	has the meaning given in the Listing Rules.

25 October 2022

SAVE TIME & VOTE ONLINE:

 registrydirect.com.au/investor

**Present this QR code
at the meeting:**



Investor Name(s) <designation>
C/O Example Ltd
PO BOX 0000
MELBOURNE VIC 3000

PROXY FORM

Please complete and return this form if you wish to appoint a proxy and/or direct how you want your votes cast at the Annual General Meeting of CVC Limited (ABN 34 002 700 361) to be held at 1:00 p.m. AEDT on Tuesday, 29 November 2022 at Suite 40.04, Level 40, 1 Farrer Place, Sydney NSW 2000 and at any adjournment or postponement of the meeting. This form must be completed and returned by 1:00 p.m. AEDT on Sunday, 27 November 2022.

Alternatively, you can appoint a proxy and/or direct how you want your votes cast online at <https://www.registrydirect.com.au/investor/>.

Step 1 - Appoint your Proxy

I/We are or represent a member/s of CVC Limited and entitled to attend and vote hereby appoint:

☐

the Chairperson of the
Meeting (mark box
with 'X')

OR

Write here the name of the person (or body
corporate) you are appointing if this person is
someone other than the Chairperson of the Meeting

or failing attendance at the meeting of the person or body corporate named above, or if no person is named, the Chairperson of the Meeting, to act generally at the meeting on my/our behalf and to vote in accordance with the directions on this proxy form or, if no directions have been given and to the extent permitted by law, as he or she sees fit, at the Annual General Meeting of CVC Limited to be held at 1:00 p.m. AEDT on Tuesday, 29 November 2022 at Suite 40.04, Level 40, 1 Farrer Place, Sydney NSW 2000 and at any adjournment or postponement of the meeting.

This form authorises our proxy to vote on the lesser of

☐

all our securities

OR

☐

_____ securities

I/We acknowledge, if the Chairperson of the Meeting is appointed as our proxy (or becomes our proxy by default), the Chairperson of the Meeting intends to vote undirected proxies in the manner set out with each resolution below, even when the Chairperson of the Meeting has a conflict of interest.

Step 2 - Direct how your votes are to be cast

Resolution 1

ADOPTION OF REMUNERATION REPORT

Resolution type: **Non binding**

Board recommendation: **For**

Chairperson's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 2

ELECTION OF MR JOHN LEAVER AS A
DIRECTOR OF THE COMPANY

Resolution type: **Ordinary**

Board recommendation: **For**

Chairperson's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 3

APPROVAL OF ON-MARKET BUY BACK

Resolution type: **Ordinary**

Board recommendation: **For**

Chairperson's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 4

APPROVAL OF PAYMENT OF
TERMINATION BENEFIT TO MR JOHN
HUNTER

Resolution type: **Ordinary**

Board recommendation: **For**

Chairperson's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Step 3 - Sign this form

Shareholder 1 (individual)

Sole Director & Sole Company Secretary

Joint Shareholder 2 (individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (individual)

Director

Date

Contact name

Mobile number

Email

By providing an email you agree to receive future communications electronically

SIGNING INSTRUCTIONS FOR THE PROXY FORM

Individual:

Where the holder is an individual, the security holder must sign.

Joint holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you are executing the Proxy Form under a Power of Attorney and have not previously supplied a copy, please attach a certified copy of the Power of Attorney to the Proxy Form when you return it.

Companies:

When the holder is a company, and the company has a sole director who is also the sole company secretary, the Proxy 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 the Proxy 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 and delete titles as applicable.

RETURNING THE PROXY FORM


Please note our preference is you appoint your proxy and direct how you require your vote/s be cast online. If you perform these actions online, you will not need to complete or return the Proxy Form. You can complete these actions by logging in to your account at www.registrydirect.com.au/investor.

You can return the Proxy Form by:


EMAIL:

 registry@registrydirect.com.au

POST:

 PO Box 18366 Collins Street
East
Melbourne VICTORIA 8003

FAX:

 +61 3 9111 5652