

## NOTICE OF MEETING

**NOTICE** is hereby given that the Annual General Meeting of CVC Limited will be held in the Board Room at Level 6, Gold Fields House, 1 Alfred Street, Sydney on Thursday 20 November 2014 at 10.30am.

### ORDINARY BUSINESS

#### 1. Annual Report

To receive and consider the Financial Report of CVC Limited for the year ended 30 June 2014 and the Reports by directors and Auditors thereon.

#### 2. Remuneration Report

To consider and if thought fit to pass, the following as an ordinary resolution under section 250R of the Corporations Act:

*"To adopt the Remuneration Report of the Company for the year ended 30 June 2014."*

Notes:

- a) The vote on this resolution is advisory only and does not bind the directors of the Company.
- b) In accordance with the Corporations Act the Company's Key Management Personnel, details of whose remuneration are included in the Remuneration Report, and their Closely Related Parties must not cast a vote on the Remuneration Report (in any capacity) unless appointed in writing as a proxy for a member eligible to vote on the resolution and that specifies how the proxy is to vote on the resolution.
- c) However, if the Chairman is appointed as proxy and is expressly authorised to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel, the Chairman will be able to vote all undirected proxies in favour of this resolution if the vote is not cast on behalf of the Company's Key Management Personnel or their Closely Related Parties. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

#### 3. Re-election of Directors

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

- 3.1 *"Mr Vanda Gould who retires in accordance with the Company's Constitution, and, being eligible, offers himself for re-election, is hereby re-elected as a director of the Company."*
- 3.2 *"Mr Jason Ters who retires in accordance with the Company's Constitution, and, being eligible, offers himself for re-election, is hereby re-elected as a director of the Company."*
- 3.3 *"Mr John Read who retires in accordance with the Company's Constitution, and, being eligible, offers himself for re-election, is hereby re-elected as a director of the Company."*

#### **4. Share Buyback Program**

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

*"To approve the on-market Share Buyback Program for up to 20 million ordinary shares."*

#### **5. General Business**

To transact any other business that may be brought forward in accordance with the Constitution of the Company.

#### **INFORMATION**

Notes to the Notice of Meeting & Explanatory Information accompanies and forms part of this Notice of Meeting.

#### **PROXY FORM**

A Proxy Form accompanies this Notice of Meeting.

#### **ENQUIRIES**

For enquiries or further information, please contact John Hunter at the Company on (02) 9087 8000.

#### **By Order of the Board**



John Hunter  
Company Secretary

Sydney this 22 October 2014.

**NB:** Unless you have specifically requested to receive a hard copy, the CVC Limited 2014 Annual Report can be viewed at [www.cvc.com.au](http://www.cvc.com.au).

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**ACN 002 700 361**

**NOTES TO NOTICE OF MEETING & EXPLANATORY INFORMATION**

**VOTING EXCLUSION STATEMENT**

**Item 2**

The Company will disregard any votes cast on Item 2 by, or on behalf of:

- A member, or former member, of its Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- Their Closely Related Parties,

unless the vote is cast by:

- The person as proxy for a person who is entitled to vote on the resolution proposed under Item 2, in accordance with the directions on the proxy form; or
- The Chairman of the Meeting as proxy for a person who is entitled to vote on the resolution proposed under Item 2, in accordance with a proper direction on the proxy form.

**NOTES RELATING TO VOTING**

**Persons entitled to vote**

The directors have determined that the shareholding of each Shareholder for the purposes of ascertaining voting entitlements for the Meeting will be as it appears in the share register of Shareholders at 10.30am (Sydney time) on 18 November 2014.

**Voting**

The voting on the proposed resolutions will be by a show of hands, unless a poll is required under the Corporations Act or the Listing Rules or if one is demanded. At the Meeting:

- On a show of hands – each Shareholder present in person and each other person present as a proxy, attorney or representative of a Shareholder has one vote; and
- On a poll – each Shareholder present in person has one vote for each Share held by the Shareholder; and each person present as proxy, attorney or representative of a Shareholder has the number of votes attached to the Shares held by the Shareholder that the person is appointed to represent.

If a Share is held jointly and more than one Shareholder votes in respect of that Share, only one vote of the Shareholder whose name appears first in the register of the Shareholders counts.

**How to vote**

If eligible, you may vote by attending the meeting, by proxy or attorney. A member who is a body corporate may appoint a representative to attend and vote on its behalf.

**Voting in person**

To vote in person, attend the Meeting at the time and place set out in this notice of Meeting.

**Voting by proxy**

If you cannot attend the Meeting, you may appoint a proxy to attend and vote for you. To vote by proxy, please complete, sign and return the enclosed proxy form in accordance with the following instructions. If you require an additional proxy form, the Company will supply it on request.

**Proxies**

A member who is entitled to cast two or more votes at the Meeting, may nominate one or two proxies to vote on your behalf at the Meeting. Where the member appoints 2 proxies, each proxy may be appointed to represent a specified number or proportion of your votes. Fractions of votes will be disregarded. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes.

A proxy need not be a Shareholder of the Company, and may be an individual or a body corporate. If the proxy is a body corporate, the body corporate may in turn appoint an individual to exercise the body corporate's powers. A proxy may be appointed by reference to an office held by the proxy (e.g. "the Company Secretary" or "Chairman of the Meeting").

If the Chairman of the Meeting or another member of the Company's Key Management Personnel is appointed as a proxy, the Shareholder can direct the proxy to vote for or against, or to abstain from voting on, each of the items of business by marking relevant boxes on the proxy form.

If a Shareholder returns a proxy form but does not nominate a representative, the Chairman of the Meeting will be that Shareholder's proxy and will vote on that Shareholder's behalf as expressly directed or authorised on the proxy form. If the Shareholder's nominated representative does not attend the Meeting, then that Shareholder's proxy will revert to the Chairman of the Meeting who will vote on each resolution in the same manner that the Shareholder has directed or authorised (on that Shareholder's proxy form) its nominated representative to vote.

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**Undirected proxies**

The Chairman of the Meeting intends to vote undirected proxies in favour of Item 2 in the Notice of Meeting.

As also noted on the proxy form for the Meeting, where the Chairman is appointed as a proxy and none of the “For”, “Against” or “Abstain” boxes are marked for Item 2, the appointing Shareholder will be deemed to direct the Chairman to vote in favour of Item 2. If the Chairman of the Meeting is otherwise deemed to be appointed as a proxy and the Shareholder does not expressly direct or authorise the proxy to vote on the resolution on Item 2, any votes cast by the Chairman on Item 2 under that proxy will be disregarded.

If any other member of the Key Management Personnel named in the Remuneration Report or their Closely Related Parties is appointed as a proxy and the Shareholder does not expressly direct the proxy to vote on the resolution on Item 2, the votes cast by the proxy will be disregarded.

If a person who is not a member of the Key Management Personnel named in the Remuneration Report or their Closely Related Party, is appointed as a proxy and the Shareholder does not direct the proxy how to vote as proxy in respect of any resolution, that proxy may vote as he/she sees fit on each resolution.

**Proxy forms**

To ensure that all Shareholders can exercise their right to vote on the proposed resolutions, a proxy form is attached to this Notice of Meeting.

To be valid, the proxy form must be signed by the member or the member’s attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.

The proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding of the Meeting or any adjourned Meeting (or such lesser period as the directors may permit) at the Company’s registered office at Level 6 Gold Fields House, 1 Alfred Street, Sydney, New South Wales 2000; or the following fax number: (02) 9087 8088.

**Voting by attorney**

A Shareholder may appoint an attorney to act on the Shareholder’s behalf at the Meeting. The power of attorney or such other evidence of the attorney’s appointment and authority to the satisfaction of the directors must be received by the Company at least 48

hours before the time for holding of the Meeting or any adjourned Meeting.

**Corporations**

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D and 253B of the Corporations Act. The representative must bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been provided to the Company.

**EXPLANATORY NOTES TO ORDINARY BUSINESS**

**Item 1 - Financial Report**

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In accordance with section 317 of the Corporations Act and the Constitution of the Company the Financial Report, Directors’ Report and Auditor’s Report of the Company and of the Consolidated Entity for the year ended 30 June 2014 are to be laid before the Meeting. These reports are contained in the Annual Report, which is available on the Company’s website at [http://www.cvc.com.au/cvcltd/annual\\_reports](http://www.cvc.com.au/cvcltd/annual_reports).

There is no formal resolution to be put to the Meeting but Shareholders will be given the opportunity to make comments and ask questions of the Board in respect of the reports.

Shareholders are also able to ask the Auditor questions 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 its financial statements and the independence of the Auditor in relation to the audit for the financial year ended 30 June 2014.

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. Relevant written questions for the Auditor must be submitted to the Company, to be received no later than 18 November 2014.

**Item 2 - Remuneration Report**

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As required by the Corporations Act, the Board is presenting the Remuneration Report to Shareholders of the Company for consideration and adoption.

The resolution is advisory only and is not binding upon the Company or the Board but the Chairman of the Meeting must provide reasonable opportunity at the Meeting for Shareholders to ask questions about and comment on the Remuneration Report. However, if more than 25% of the votes are cast against two consecutive annual resolutions of this nature, a

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Shareholder vote is required on whether to convene a special meeting at which all the directors (other than the managing director) who were in office when the Board resolved to put the Remuneration Report to the Meeting must stand for re-election.

The Remuneration Report commences on page 11 of the 2014 Annual Report.

**Board recommendation:** *The directors unanimously recommend that Shareholders vote in favour of Item 2.*

### **Item 3 - Re-election of directors**

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#### **Background**

Under rule 12.5(b) of the Constitution, where additional directors (other than the managing director) have been appointed by the Board, they hold office only until the next following Annual General Meeting following their appointment.

#### **3.1 Re-election of director – Mr Vanda Gould**

Mr Vanda Gould who retires in accordance with rule 12.5(b) of the Company's Constitution, and, being eligible, offers himself for re election. Information about Vanda Gould can be found in the Directors' Report section of the Annual Report.

**Board recommendation:** *The directors (other than Mr Gould) endorse the re-election of Mr Gould under item 3.1.*

#### **3.2 Re-election of Director – Mr Jason Ters**

Mr Jason Ters who retires in accordance with rule 12.5(b) of the Company's Constitution, and, being eligible, offers himself for re election. Information about Jason Ters can be found in the Directors' Report section of the Annual Report.

**Board recommendation:** *The directors (other than Mr Ters) endorse the re-election of Mr Ters under item 3.2.*

#### **Background**

Under rule 12.9(a) of the Constitution, at each Annual General Meeting the following directors (other than the managing director) automatically retire:

- One-third, or the number nearest but not exceeding one-third, of the directors; and
- Any director who, if that director did not retire, has held office for more than three years.

#### **3.3 Re-election of Director – Mr John Read**

Mr John Read who retires in accordance with rule 12.9(a) of the Company's Constitution, and, being eligible, offers himself for re election. Information about John Read can be found in the Directors' Report section of the Annual Report.

**Board recommendation:** *The directors (other than Mr Read) endorse the re-election of Mr Read under item 3.3.*

### **Item 4 - Share Buyback Program**

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#### **Background**

The Corporations Act authorises a listed company to buyback its own shares on market if the buyback does not materially prejudice the company's ability to pay its creditors and it follows the procedures required in the Act.

Shareholder approval is required if all of the shares bought back in the last 12 months is more than 10% of the minimum number of shares on issue at any time during the last 12 months. The limit after which a company requires Shareholder approval for a buyback is called the **10/12 limit**.

At the date of this notice, the Company is able to acquire 11,953,279 fully paid ordinary shares without Shareholder approval. The Company wishes to buy-back on market more shares than permitted under the 10/12 limit, and accordingly seeks Shareholder approval for the on-market buy-back of a total of up to 20 million ordinary shares (8,046,721 shares more than the Company would be permitted to buy back without Shareholder approval).

#### **Reasons for the buyback**

The share buyback offers an opportunity:

- to return capital to long-standing investors, as would be contemplated by a closed end fund; and
- to better match recurrent earnings with capital employed.

It is also an efficient use of capital whilst shares trade at a significant discount to net asset value of the Company.

#### **Details of buyback**

The key details of the proposed buyback are as follows:

- **Price range** – The Company will in its discretion offer to buy back shares on market at a price determined by the Company subject to the listing rules of the ASX. The listing rules of the ASX impose a moving cap on the price the Company may pay for the shares of 5% above the average market price per share for the last 5 days on which trades were recorded before the day on which the purchase under the buyback was made.
- **Maximum number of shares** – The maximum number of shares in the Company to be bought back is 20 million fully paid ordinary shares. The

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number of shares to be bought back represents approximately 16.7% of the total issued share capital of 119,532,788 at the date of this notice.

***Advantages of buyback***

The key advantages of the buyback are as follows:

1. increase the liquidity of the Company's shares.  
There is a limited market for the Company's shares on the ASX. The buyback gives Shareholders an increased ability to exit their investment in the Company;
2. an efficient use of surplus capital in a market where finding suitable investments is proving difficult;
3. increased price competition for the Company's shares; and
4. the promotion of a more efficient capital structure.

***Disadvantage of buyback***

The key disadvantage of the buyback is that it reduces the cash balances of the Company. If the maximum number of shares are bought back by the Company the cash balance would be reduced by \$29,700,000 (based on a share price of \$1.485). The cash balance as at 30 June 2014 was \$48,683,783.

***Buyback funding***

The buyback will be funded from cash reserves. The directors do not believe that the buy-back will materially prejudice CVC Limited's ability to pay its creditors.

***Effect on capital structure of the Company***

The directors do not anticipate that the buyback will have any material change in the ownership spread of shares in the Company or result in any party gaining control of the Company.

***Consequence if approval not given***

If the approval is not given, CVC Limited intends to buyback on market the maximum number of shares permitted under the 10/12 limit without Shareholder approval.

**Board recommendation:** *The directors unanimously recommend that Shareholders vote in favour of item 4.*

**Glossary**

Term	Meaning
<b>Annual Report</b>	The annual report of CVC Limited that includes the financial report, the Directors' report and the independent audit report for the year ended 30 June 2014
<b>Associate</b>	Has the definition provided in the note to Rule 14.11 of the Listing Rules
<b>ASX</b>	ASX Limited
<b>Auditor</b>	The auditor of CVC Limited from time to time, currently HLB Mann Judd (NSW Partnership)
<b>Board</b>	Board of directors of CVC Limited
<b>Closely Related Party</b>	Has the meaning given in the Corporations Act
<b>Company</b>	CVC Limited ACN 002 700 361
<b>Constitution</b>	The constitution of CVC Limited
<b>Corporations Act</b>	The Corporations Act 2001 (Cth)
<b>CVC Limited</b>	CVC Limited ACN 002 700 361 and, where appropriate, its controlled entities.
<b>Explanatory Information</b>	The explanatory information that accompanies this Notice of Meeting
<b>Key Management Personnel</b>	Has the meaning given in the Corporations Act
<b>Listing Rules</b>	Listing Rules of ASX
<b>Meeting</b>	The 2014 annual general meeting of shareholders to be held on 20 November 2014
<b>Notice of Meeting</b>	This notice of Meeting and any notice of any adjournment of the Meeting
<b>Remuneration Report</b>	The remuneration report included in the Annual Report
<b>Share</b>	A fully paid ordinary share in CVC Limited
<b>Shareholder</b>	A registered holder of a Share

# CVC LIMITED

ACN 125 736 914

Registered Office: Level 6, Gold Fields House, 1 Alfred Street Sydney NSW 2000, Australia  
Phone: (02) 9087 8000 Fax: (02) 9087 8088

## PROXY FORM

I, .....  
(FULL NAME, BLOCK LETTERS)

of .....  
being a member of CVC Limited.

### SECTION A

HEREBY APPOINT .....  
of .....

or, failing him/her, the Chairman of the Meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday 20 November 2014 at 10.30am (Sydney time), or at any adjournment thereof. The proxy so appointed shall represent all my/our voting rights except those (if any) specified in B below.

### SECTION B (DO NOT COMPLETE THIS SECTION UNLESS YOU WISH TO APPOINT TWO PROXIES)

AND I FURTHER APPOINT .....  
of .....

as my proxy to vote for me/us and on my/our behalf at the said Meeting or at any adjournment thereof. The proxy, appointed by this Section B, shall represent my/our voting rights in respect of ..... shares.

**Chairman authorised to exercise undirected proxies on remuneration related resolution:** 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 Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is 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 Item 2 by marking the appropriate box below.

I/ we instruct my/our proxy to vote as indicated below in respect of the resolutions:

	A			B		
	For	Against	Abstain	For	Against	Abstain
Item 2 – Remuneration Report						
Item 3.1 – Re-election of Vanda Gould						
Item 3.2 – Re-election of Jason Ters						
Item 3.3 – Re-election of John Read						
Item 4 –Share Buyback Program						

The Chairman of the Meeting intends to vote all available proxies in favour of each resolution.

Signed this.....day of .....2014.

### Signature of Securityholders(s)

Individual or Securityholder 1  
Sole Director/Company Secretary

Securityholder 2  
Director

Securityholder 3  
Director/Company Secretary