



**NSX Limited**  
ACN 089 447 058  
**and Subsidiary Entities**

1 Bligh Street,  
Sydney NSW 2000  
**t** +61 2 8378 6400  
**e** [info@nsx.com.au](mailto:info@nsx.com.au)  
**nsx.com.au**

# NSX Limited

**ACN 089 447 058**

## **Notice of General Meeting and Explanatory Notes 3 September 2020**

**Thursday 3 September 2020, 11.00am (AEST)**

**To be held at the ClearPay registered office**  
456 Victoria Parade, Melbourne VIC 3002

## CONTENTS

Business of the Meeting (setting out the proposed Resolutions)	3
Notes to the meeting	8
Explanatory Memorandum (Explaining the proposed Resolutions)	10
Glossary	26
Proxy Form	31

## NOTICE OF GENERAL MEETING AND EXPLANATORY NOTES

### THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION

You should read the whole of this document before you decide whether and how to vote on the Resolutions in the Notice of General Meeting.

### IMPORTANT NOTICES

The Explanatory Notes in this document are intended to provide Securityholders with information to assess the merits of the proposed Resolutions contained in this Notice of General Meeting and are to be read in conjunction with the Notice of General Meeting.

### Defined terms

Terms used in the Notice of General Meeting and the Explanatory Notes are defined in the Glossary at the end of the Explanatory Notes.

### Read this document

The Notice of General Meeting and the Explanatory Notes are important. You should read each document in its entirety before deciding how to vote on the Resolutions. If you have any doubt regarding what you should do, you should consult your investment, financial or other professional advisers.

### Forward looking statements

Certain statements in the Explanatory Notes may constitute "forward looking statements" for the purposes of applicable securities law. You should be aware that there are a number of risks (known and unknown), uncertainties and assumptions and other important factors that could cause the actual results, performance or achievements of the Company to be materially different from the future results, performance or achievements, express or implied, by such statements. Factors that could cause or contribute to such differences include the general trading and economic conditions affecting the Company or its subsidiaries. The past performance of the Company is not necessarily representative of future performance.

None of the Company, its subsidiaries or their respective directors, officers and advisers, or any other person gives any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statements in the Explanatory Notes will actually occur. Securityholders are cautioned not to place undue reliance on these forward looking statements.

All subsequent written and oral forward looking statements attributable to the Company or its subsidiaries or any person acting on their behalf are qualified by the above cautionary statement.

## NOTICE OF GENERAL MEETING

NSX Limited ACN 089 447 058 ("**NSX**" or "the **Company**") will hold a General Meeting at **11:00 AM** (AEST) on **Thursday 3 September 2020**, in the registered offices of ClearPay, 456 Victoria Parade, Melbourne VIC 3002. Due to COVID-19 requirements attendee registration will be via weblink which will be provided up to **10:30 AM** (AEST) on the day prior to the meeting by sending an emailed request the Company Secretary at [cosec@nsx.com.au](mailto:cosec@nsx.com.au) and including your registered security Holder Name and Address.

### ORDINARY BUSINESS

#### Resolution 1 – Appointment of Mr Roderick Roberts as a director

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an Ordinary Resolution:

*"That Roderick James Roberts be elected as a director of the Company."*

YOUR BOARD IS NOT PROPOSING RESOLUTION 1. THE COMPANY IS REQUIRED TO PUT RESOLUTION 1 TO SHAREHOLDERS DUE TO THE REQUEST MADE BY THE REQUISITIONING SHAREHOLDERS GOWING BROS LIMITED AND OSSA PTY LTD (OSSA SUPERANNUATION FUND A/C).

By order of the Board

**Scott Evans**

Company Secretary

**23 July 2020**

# NOTES TO THE NOTICE OF GENERAL MEETING

## EXPLANATORY NOTES

The accompanying Explanatory Notes form part of this Notice of General Meeting and should be read in conjunction with it. Unless the context otherwise requires, terms which are defined in these Explanatory Notes have the same meaning when used in the Notice of General Meeting.

## RECORD DATE

The Board has determined that, for the purposes of the Meeting, Shares will be taken to be held by the persons who are registered as Securityholders at **7.00pm (AEST) on Tuesday 1 September 2020**. Accordingly Share transfers registered after that time will be disregarded in determining entitlement to attend and vote at the Meeting.

## POLL

Subject to any voting exclusions, on a poll, Securityholders will have one vote for every Share held. On a show of hands, every person present and qualified to vote has one vote and if one proxy has been appointed, that proxy will have one vote on a show of hands. If a Securityholder appoints more than one proxy, neither proxy may vote on a show of hands, but both proxies will be entitled to vote on a poll.

Note: The Chair will call a poll on all resolutions.

## REPRESENTATIVES

A body corporate may appoint an individual as its representative to exercise any of the powers the body corporate may exercise at meetings of Securityholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the Meeting evidence of their appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

## PROXIES

A proxy form accompanies this Notice of General Meeting.

If you are entitled to attend and cast a vote at the Meeting, you may appoint a person as your proxy to attend and vote for you at the Meeting and that appointment may specify the proportion or number of votes that the proxy may exercise. If you are entitled to cast 2 or more votes at the Meeting, you may appoint up to 2 proxies. If you appoint 2 proxies but do not specify the proportion or number of your votes that each proxy may exercise, each proxy may exercise half of your votes. A proxy does not need to be a Securityholder.

If the proxy form is signed under a power of attorney, you must also lodge the power of attorney with the Company not less than 48 hours before the Meeting, unless you have previously sent the power of attorney to the Company.

If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolutions by marking either **"For"**, **"Against"** or **"Abstain"** on the proxy form for that Resolution.

To appoint a proxy (or proxies) you must complete the attached proxy form and lodge it so that it is received by the Company not less than 48 hours before the Meeting (i.e. by **11:00 AM (AEST) on Tuesday 1 September 2020**) at the following address, fax number or vote online.

## METHODS OF LODGING PROXIES

<b>BY MAIL -</b>	Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia
<b>BY FAX -</b>	+61 2 9290 9655
<b>IN PERSON -</b>	Share Registry – Boardroom Pty Limited, Grosvenor Place, Level 12, 225 George Street, Sydney NSW 2000 Australia
<b>LODGE PROXY ONLINE –</b>	<a href="https://www.votingonline.com.au/nsxgmsep2020">https://www.votingonline.com.au/nsxgmsep2020</a>

## ATTENDING THE MEETING

Physical attendance by shareholders will not be permitted due to COVID-19 social distancing restrictions, travel restrictions and other requirements imposed by State and federal governments. Attendance is only available by weblink to registered shareholders and the Board.

You must lodge your vote or proxy in advance of the meeting by 11.00 am Tuesday 1 September 2020.

If you have lodged an online proxy, you are still entitled to attend the Meeting by weblink. You must register your interest to attend the meeting by weblink on or before **10.30 am Wednesday 2 September 2020** by sending an email to the Company Secretary at [cosec@nsx.com.au](mailto:cosec@nsx.com.au) including your registered Security Holder Name and Address details.

## SUBMITTING QUESTIONS

It is preferred that if you have any questions of the Board that they be submitted in writing to the Company Secretary by email at [cosec@nsx.com.au](mailto:cosec@nsx.com.au) on or before **10.30 am Wednesday 2 September 2020**.

## HOW THE CHAIR OF THE MEETING WILL VOTE UNDIRECTED PROXIES

You should note that if you appoint the Chair as your proxy, or the Chair is appointed your proxy by default, you will be taken to authorise the Chair to exercise the proxy. Instructions are provided in the proxy form distributed with the Notice of General Meeting.

If you appoint the Chair of the Meeting as your proxy and you wish to vote differently to how the Chair of the Meeting intends to vote on any of the items you must mark either of the boxes “For”, “Against” or “Abstain” on the proxy form for the relevant Resolution.

*The Chair of the Meeting intends to vote undirected proxies against Resolution 1.*

## NON-CHAIR DIRECTED PROXIES

Non-Chair proxy holders are required to cast all of their directed proxies on all Resolutions as directed on a poll if they vote. If a nominated proxy does not vote on a poll, the proxy will automatically default to the Chair, who has a duty to vote all directed proxies on a poll (sections 250BB and 250BC of the Corporations Act).

## EXPLANATORY MEMORANDUM

---

These Explanatory Notes have been prepared for the Securityholders to provide information about the items of business to be considered at the Meeting to be held at **11:00 AM (AEST) on Thursday 3 September 2020**.

**The Company recommends that Securityholders read this Explanatory Memorandum in full and in conjunction with the Notice before making any decisions in relation to the proposed Resolution.**

### Overview of Explanatory Notes

**Section 1** of these Explanatory Notes provides information relating to Resolution 1, the appointment of Roderick James Roberts as a director of the Company.

**Section 2** sets out the glossary of terms used in these Explanatory Notes.

**The information contained in these Explanatory Notes is important and should be read carefully by all Securityholders.**

## 1. RESOLUTION 1: Appointment of Roderick Roberts as a Director

---

### 1.1 Background

On Friday 3 July 2020 NSX Limited received a requisition under section 249D of the Corporations Act to convene a General Meeting of Securityholders from Gowing Bros Limited and OSSA Pty Ltd (OSSA Superannuation Fund A/C). This meeting is convened in accordance with that notice and as required by section 249D of the Corporations Act.

Resolution 1 is an ordinary resolution.

## 2. GLOSSARY

---

**ASX** means ASX Limited ACN 008 624 691 or the securities market which it operates, as the case may be.

**ASX Listing Rules** means the listing rules of the ASX from time to time.

**Board** means the board of directors of the Company of NSX Limited.

**Company** means NSX Limited ABN 33 089 447 058.

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

**Directors** means the directors of the Company.

**Explanatory Notes** means these Explanatory Notes.

**Listing Rule** means a listing rule of the ASX.

**Meeting** means the general meeting convened by the Notice of General Meeting.

**Notice of General Meeting** means the notice of general meeting accompanying these Explanatory Notes.

**Ordinary Resolution** means a simple majority (at least 50%) of those Securityholders present and entitled to vote either in person or by proxy at the Meeting, either on a show of hands or on a poll if one is called in accordance with applicable requirements.

**Resolution** means a resolution in the Notice of General Meeting which requires Securityholder approval.

**Share** means a fully paid ordinary share in the Company or an equivalent paid up value of a partly paid share.

**Securityholder** means any person holding Shares.



#### All Correspondence to:

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEST) on Tuesday, 1 September 2020.**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/nsxgmsep2020>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

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

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEST) on Tuesday, 1 September 2020.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** <https://www.votingonline.com.au/nsxgmsep2020>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **NSX Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at the **ClearPay, 456 Victoria Parade, Melbourne VIC 3002 on Thursday, 3 September 2020 at 11:00am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

**The Chair of the Meeting intends to vote undirected proxies AGAINST each of the items of business.**

**STEP 2 VOTING DIRECTIONS**

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

		For	Against	Abstain*
Resolution 1	That Roderick James Roberts be elected as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2020



**This statement is given to Members of NSX Ltd in support of a resolution proposed by Gowing Bros Ltd and OSSA Pty Ltd for the appointment of Roderick James Roberts as a director of the Company.**

Mr Roberts holds **3,278,688** shares in our company via a Self-Managed Superannuation Fund. Mr Roberts would be a strong addition to the NSX board. Mr Roberts depth of experience as a public company director and chief executive officer of successful enterprises. Mr Roberts will drive shareholder value for all NSX Ltd shareholders.

**Roderick James Roberts B.Ec., M.B.A., Doctor of Laws (Hon), FAICD**

- Mr Roberts is a Top 20 shareholder in NSX Ltd (held via an SMSF holding in OSSA Pty Ltd)
- Mr Roberts early executive experience was in marketing and management roles in manufacturing. Later roles included: Head of Corporate Finance at Bain & Company (now Deutsche Bank) and The Executive Director Corporate Advisory at County NatWest (now Citibank)
- Mr Roberts has significant experience as a public company director:
- Webster Limited, established 1840, owns a portfolio of land and water assets located across New South Wales, South Australia and Tasmania including 3,000 ha of walnut and almond orchards. Mr Roberts applied 20 years to Webster, in the capacity of Managing Director and later corporation's Chairman. During Mr Roberts period of holding office, Webster's market capitalisation grew from \$20 million to \$700 million creating significant shareholder value
- Tassal Group Limited - an industry leader in Australia farming, processing and bringing seafood to market. Mr Roberts was a non-executive director of 5 years
- Clements Marshall Consolidated Limited, Established 1901, 3 years as Director and Chairman (4 years)
- National Board of the Australian Institute of Company Directors - served as a non-executive director for 4 years & Tasmanian State Board - a board member for 11 years
- The Royal Flying Doctor Service currently a member of the board - a corporation which is one of the largest and most comprehensive aeromedical organisations in the world providing primary health care 24 hour emergency service people over an area of 7,690,000 km<sup>2</sup>
- University of Tasmania Council - a member of the Council for 13 years, including 11 years as Deputy Chancellor.
- Mr Roberts private agricultural interests includes a 50% share in Tasmania's largest winery operation. Mr Roberts owns residences in Tasmania and Sydney, NSW.