



CVC Limited
ACN 002 700 361

NOTICE OF ANNUAL GENERAL MEETING

Date: Monday, 26 November 2018

Time: 11:00am (Sydney time)

Place: Level 32, MLC Centre, 19 Martin Place, Sydney, New South Wales, 2000, Australia

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NOTE: Capitalised terms used in this document are defined in the Glossary (Section 3).

Key dates

| | |
|---------------------------------------|---|
| Due date for lodgement of Proxy Forms | 11:00am (Sydney time) on 24 November 2018 |
| Record date | 7:00pm (Sydney time) on 24 November 2018 |
| Annual General Meeting | 11:00am (Sydney time) on 26 November 2018 |

Important information

The Notice of Meeting is dated 26 October 2018.

A copy of this Notice of Meeting has been lodged with ASX. ASX 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.

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 Alexander Beard
Mr Ian Campbell
Mr John Read

Company Secretaries

Mr John Hunter
Mr Alexander Beard

Registered office

Level 37, Gateway
Suite 3703, 1 Macquarie Place
SYDNEY NSW 2000
Australia

Website

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

Share registry

NextRegistries
Level 16, 1 Market Street
SYDNEY NSW 2000
Australia

Enquiries

If you have any queries about the matters set out in this Notice of Meeting, please contact John Hunter, Company Secretary, on +61 2 9087 8000 during business hours.

1 Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Shareholders of CVC Limited (**Company** or **CVC**) will be held at Level 32, MLC Centre, 19 Martin Place, Sydney, New South Wales, 2000, Australia on Monday 26 November 2018 at 11:00am (Sydney time) 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 2017 to 30 June 2018.

Note: The Financial Reports are contained in the Annual Report, which is available on the Company's website at <http://www.cvc.com.au/investor-information/cvc-limited/annual-reports/>. 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 Remuneration Report

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

"To adopt the Company's remuneration report for the financial period from 1 July 2017 to 30 June 2018."

Note: The Remuneration Report is set out on pages 21 to 24 of the Annual Report and contains details of the Company's policy for determining the remuneration for its 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 Election of a Director – Mr John Read

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

"To elect, as a director of the Company, Mr John Read, who retires in accordance with the Constitution and offers himself for re-election."

Note: Mr Read was appointed as a Director on 20 March 1989. Relevant information about Mr Read is set out on page 18 of the Annual Report. The Board (other than Mr Read) considers that Mr Read is not an independent Director of the Board, supports the re-election of Mr Read and recommends that Shareholders vote in favour of this Resolution. Other than as Shareholders of the Company, none of the Directors (other than Mr Read) has an interest in the outcome of this Resolution.

SPECIAL BUSINESS

4 Share Buyback Program

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

"To approve the acquisition, by means of an on-market buyback, of up to 20,000,000 of the Company's fully paid ordinary shares, on the terms set out in the explanatory notes accompanying the Notice of Meeting."

5 Adoption of Proposed Constitution

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

"That with immediate effect, and pursuant to section 136(2) of the Corporations Act and for all other purposes, the Company repeal and replace its Constitution with a new constitution in the form of the document tabled at the Meeting and initialled by the Chairman of the Meeting for the purposes of identification (**Proposed Constitution**)."

6 Annual Limit for Directors' fees

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

"To approve, for the purposes of rule 13.1 of the Constitution and for all other purposes, the decrease of the maximum aggregate annual remuneration that may be paid by the Company to its non-executive directors as remuneration for their services as directors to A\$400,000, with effect from 26 November 2018."

7 Approval of Employee Share Option Plan

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

"That, for the purposes of Exception 9 under ASX Listing Rule 7.2 and for all other purposes, the Company is authorised to issue Options, and Shares on exercise of those Options, under the Employee Share Option Plan, as an exception to ASX Listing Rule 7.1."

8 Approval of grant of Options to Mr Alexander Beard

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

"That, for the purposes of ASX Listing Rule 10.14 and all other purposes, Shareholders approve the grant of 1,000,000 Options to Mr Alexander Beard, and the issue of up to 1,000,000 Shares on exercise of those Options, under the Employee Share Option Plan, on the terms set out in the explanatory notes accompanying the Notice of Meeting."

9 Approval of grant of Options to Mr Ian Campbell

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

"That, for the purposes of ASX Listing Rule 10.14 and all other purposes, Shareholders approve the grant of 200,000 Options to Mr Ian Campbell, and the issue of up to 200,000 Shares on exercise of those Options, under the Employee Share Option Plan, on the terms set out in the explanatory notes accompanying the Notice of Meeting."

10 Approval of grant of Options to Mr John Read

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

"That, for the purposes of ASX Listing Rule 10.14 and all other purposes, Shareholders approve the grant of 200,000 Options to Mr John Read, and the issue of up to 200,000 Shares on exercise of those Options, under the Employee Share Option Plan, on the terms set out in the explanatory notes accompanying the Notice of Meeting."

11 Ratification of prior issue of Convertible Notes

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 600,000 Convertible Notes¹ on 22 June 2018 to various retail investors and sophisticated and professional investors at an issue price of A\$100 per Convertible Note.”

By order of the Board

John Hunter
Company Secretary
26 October 2018

1.1 Voting exclusion statements

(a) Agenda Item 2 – Remuneration Report

In accordance with the Corporations Act, the Company will disregard any votes cast in respect of the Agenda Item 2 Resolution (Remuneration Report):

- (i) by or on behalf of a member of a key management personnel of the Company whose remuneration is disclosed in the Remuneration Report and a closely related party of such key management personnel; and
- (ii) by a proxy who is a member or a closely related party of a key management personnel of the Company.

However, the Company need not disregard a vote if:

- (i) it is cast by a person (including the key management personnel or their closely related parties) as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by a person chairing the Meeting as proxy for a person who is entitled to vote, where the proxy form does not specify the way the proxy is to vote on the Agenda Item 2 Resolution but expressly authorises the person chairing the Meeting to exercise the proxy even if Agenda Item 2 is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

(b) Agenda Item 6 – Annual Limit for Directors' fees

In accordance with the Corporations Act, the Company will disregard any votes cast in respect of the Agenda Item 6 Resolution (Annual Limit for Directors' fees):

- (i) by the Directors and their associates; and
- (ii) by a proxy who is a member of, or a closely related party of a member of, key management personnel of the Company.

However, the Company need not disregard a vote if:

- (i) it is cast by a person (including the key management personnel or their closely related parties) as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

¹ Convertible to a maximum of 17,647,058 Shares.

- (ii) it is cast by a person chairing the Meeting as proxy for a person who is entitled to vote, where the proxy form does not specify the way the proxy is to vote on the Agenda Item 6 Resolution but expressly authorises the person chairing the Meeting to exercise the proxy even if Agenda Item 6 is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

(c) Agenda Item 7 – Approval of Employee Share Option Plan

In accordance with the Corporations Act, a vote must not be cast on this Resolution as proxy by a member of the key management personnel or a closely related party of any key management personnel where the appointment as proxy does not specify the way the proxy is to vote on the Resolution (e.g. for, against, abstain). However, in accordance with section 250BD(2) of the Corporations Act, the Company need not disregard a vote on the Resolution if the votes are cast by the Chairman of the Meeting and the appointment of the Chairman as proxy expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of the Agenda Item 7 Resolution (Approval of Employee Share Option Plan) by any Director of the Company (given each Director is entitled to participate in the Employee Share Option Plan) or their associates.

However, the Company need not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by a person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

(d) Agenda Items 8, 9 and 10 – Approval of grant of Options to Mr Alexander Beard, Mr Ian Campbell, and Mr John Read

In accordance with ASX Listing Rule 14.11, the Company will disregard votes cast in favour of these Resolutions by any Director of the Company (given each Director is entitled to participate in the Employee Share Option Plan) or their associates.

However, the Company need not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by a person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In addition, a vote must not be cast on these Resolutions as proxy by a member of the key management personnel or a closely related party of any key management personnel where the appointment as proxy does not specify the way the proxy is to vote on the Resolutions (e.g. for, against, abstain). However, in accordance with section 250BD(2) of the Corporations Act, the Company need not disregard a vote on the Resolutions if the votes are cast by the Chairman of the Meeting and the appointment of the Chairman as proxy expressly authorises the Chairman to exercise the proxy even if the Resolutions are connected directly or indirectly with the remuneration of a member of the key management personnel.

(e) Agenda Item 11 – Ratification of prior issue of Convertible Notes

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour in respect of the Agenda Item 11 Resolution (Ratification of prior issue of Convertible Notes) by or on behalf of a person who was issued Convertible Notes or an associate of such persons.

However, the Company need not disregard a vote if:

- (i) It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) It is cast by a person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

(f) Key management personnel and closely related parties

For the purposes of these voting exclusions, "key management personnel" are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly. The Company's Remuneration Report identifies the Company's key management personnel. "Closely related parties" of key management personnel are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

1.2 Chairperson's voting intentions

The Chairperson intends to vote undirected proxies on, and in favour of, all the 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.

1.3 Voting entitlement

Any person registered as a Shareholder on the Register at 7:00pm (Sydney time) on 24 November 2018 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.

1.4 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.

1.5 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 complete the Proxy Form must be lodged in any of the following ways:

(a) By hand or mail to: CVC Limited, Level 37, Gateway, 1 Macquarie Place, Sydney, New South Wales, 2000, Australia

(b) By fax to: +61 2 9087 8088

To be valid, your completed Proxy Form must be received by 11:00am (Sydney time) on 24 November 2018.

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.

1.6 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 in Section 1.5 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.

1.7 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 Shareholders) at the point of entry to the Meeting.

2 Explanatory Notes

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

2.1 Agenda Item 4 – Share Buyback Program

(a) Background

The Company is seeking authority to implement an on-market buyback of up to 20,000,000 Shares in the manner outlined in this Section 2.1 (**Share Buyback Program**)

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 set out in the Corporations Act.

Shareholder approval is required if all of the shares bought back in the last 12 months, and the shares that will be bought back if the proposed buyback is made, is in aggregate 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 of Meeting, the Company is able to acquire 11,953,278 Shares without Shareholder approval. The Company wishes to be able to buy back a total of 20,000,000 Shares on market, which is 8,046,722 more Shares than it is permitted to do under the 10/12 limit, and accordingly seeks Shareholder approval for the Share Buyback Program.

(b) Reasons for the Share Buyback Program

The Share Buyback Program offers an opportunity:

- (i) to return capital to Shareholders, as would be contemplated by a closed end fund; and
- (ii) to better match recurrent earnings with capital employed.

It is also an efficient use of capital when Shares trade at a discount to inherent net asset value of the Company. The inherent net asset value of the Company includes the Company's reported net asset value (A\$1.71 as at 30 June 2018) and also the significant currently unrecognised uplifts in the value of certain investments, including key property investments as explained on page 4 of the Company's Annual Report, amounting to approximately \$1.00 per Share.

(c) Details of the Share Buyback Program

The key details of the proposed Share Buyback Program are as follows:

- (i) **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 ASX Listing Rules. The ASX Listing Rules 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 5 days on which trades were recorded before the day on which the purchase under the buyback was made.
- (ii) **Maximum number of Shares:** The maximum number of Shares to be bought back is 20,000,000 Shares. The maximum number of Shares to be bought back represents approximately 17% of the Company's total issued share capital of 119,532,788 Shares at the date of this Notice of Meeting.

(d) Advantages of the Share Buyback Program

The key advantages of the Share Buyback Program are as follows:

- (i) It will provide liquidity to the Shares. There is a limited market for the Shares on ASX. The Share Buyback Program gives Shareholders an increased ability to exit their investment in the Company should they wish to do so;
- (ii) It allows for an efficient use of surplus capital in a market where finding suitable investments is proving difficult; and
- (iii) It will provide increased price competition for Shares.

(e) Disadvantage of the Share Buyback Program

The key disadvantage of the Share Buyback Program is that it reduces the cash balance of the Company. If the maximum number of Shares is bought back by the Company, the Company's cash balance would be reduced by approximately A\$55,400,000 (using the 9 October 2018 closing Share price of A\$2.77 as an indication of the average price at which Shares may be bought back). The cash balances of the CVC consolidated group as at 30 June 2018 totalled A\$71,093,285. These cash balances do not reflect investments made and realised subsequent to 30 June 2018.

(f) Funding for the Share Buyback Program

The Share Buyback Program will be funded from the Company's cash reserves. The Directors do not believe that the Share Buyback Program will materially prejudice the Company's ability to pay its creditors.

(g) Effect of the Share Buyback Program on the capital structure of the Company

The Directors do not anticipate that the Share Buyback Program will have any material effect on the ownership spread of Shares or result in any party gaining control of the Company.

(h) Consequence if this Resolution is not passed

If this Resolution is not passed, the Company will still retain the ability to buyback on market the maximum number of Shares permitted under the 10/12 limit without Shareholder approval.

(i) Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of this Resolution. Other than as Shareholders of the Company, none of the Directors has an interest in the outcome of this Resolution.

2.2 **Agenda Item 5 – Adoption of Proposed Constitution**

(a) Background

The Board proposes that the Company adopt a new Company constitution which contains a number of provisions designed to promote the efficient, low-cost operation of the Company, which should be of long-term benefit to the Company and its Shareholders. The existing Constitution of the Company is also out-dated, and still includes numerous references to the Corporations Law in force prior to the Corporations Act. As required by ASX Listing Rule 15.1.1, the Proposed Constitution has been approved by ASX.

If this Resolution is passed, the existing Constitution will be repealed in its entirety and replaced with the Proposed Constitution. The Proposed Constitution includes a number of provisions designed to reduce the administrative costs associated with maintaining the Company's Register, and processing notices of meeting and other Shareholder

communications, amongst other things. It also contains provisions to simplify the payment of monies and the provision of notice, for example.

A copy of the Proposed Constitution to be adopted pursuant to this Resolution is available to all Shareholders on the Company's website at <http://www.cvc.com.au/>. A table setting out the key differences between the existing Constitution and the Proposed Constitution is also included in Schedule 1.

In accordance with section 136(2) of the Corporations Act, this Resolution must be passed as a special resolution, that is, a resolution passed by at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.

(b) Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of this Resolution. Other than as Shareholders of the Company, none of the Directors has an interest in the outcome of this Resolution.

2.3 **Agenda Item 6 – Annual Limit for Directors' fees**

(a) Background

Resolution 6 seeks Shareholder approval to decrease the maximum aggregate remuneration payable to non-executive Directors by way of Directors' fees (**NED Fee Pool**) to A\$400,000 per annum, in compliance with rule 13.1 of the Constitution.

If approved, the decrease to the NED Fee Pool will take effect from 26 November 2018, with the NED Fee Pool being divided between the non-executive Directors as the Board determines. For the period from 26 November 2018 until 30 June 2019 (i.e. the remainder of the current financial year), the NED Fee Pool (if approved) will apply on a pro rata basis.

The following matters have been considered in determining the proposed decrease to the NED Fee Pool:

- (i) The NED Fee Pool was previously set at A\$550,000 per annum, however a portion of that amount was separated and allocated against specifically named Directors at the time of its approval. The named directors are no longer Directors of the Company. For simplicity, the Company is seeking Shareholder approval to reduce the NED Fee Pool to a single aggregate amount. The remuneration of each non-executive Director for the Financial Period ended 30 June 2018 is disclosed in the Annual Report.
- (ii) Having regard to the current scale and extent of the Company's activities, the Board anticipates that the decreased NED Fee Pool (if approved) will be sufficient in the short to medium term to ensure that an appropriate mix of knowledge and experience is carried forward and represented to on the Board.
- (iii) The Board will continue to periodically review the NED Fee Pool to ensure that the NED Fee Pool is consistent for a company of this size, complexity and market capitalisation and enables the Company to maintain the ability to attract and retain high calibre non-executive Directors.

For the avoidance of doubt, the proposed decrease to the NED Fee Pool does not impact on the remuneration arrangements of the executive Directors, as the executive Directors will not receive separate Directors' fees in addition to the remuneration packages they receive in their senior executive capacity.

(b) Directors' recommendation

As a voting exclusion statement applies in relation to voting by the Directors on this Resolution as set out in Section 1.1(b), the Directors will not be making recommendations as to voting on this Resolution.

2.4 **Agenda Item 7 – Approval of Employee Share Option Plan**

(a) Background

Resolution 7 seeks Shareholder approval, for the purposes of Exception 9 under ASX Listing Rule 7.2, to adopt the Employee Share Option Plan, pursuant to which issued capital of the Company may be made available to Directors, senior management and staff as a form of longer term equity incentive.

In recent years, the Company has not had an employee incentive plan in place. However, the Directors believe the Employee Share Option Plan is an important part of a comprehensive remuneration strategy moving forward. The grant of options to Eligible Employees under the Employee Share Option Plan will further align the interests of the Company's Directors, senior management and Shareholders and help preserve the Company's cash funds.

If Shareholders approve this Resolution 7, the approval will remain valid for three years after the date of this Meeting.

In compliance with the information requirements of ASX Listing Rule 7.2, Shareholders are advised of the following particulars:

| | |
|---|--------------------------------|
| Summary of the terms of the Employee Share Option Plan | Refer to Section 2.4(b) below. |
| Options granted under the Employee Share Option Plan | Nil |
| Unvested options | Nil |
| Options lapsed / cancelled | Nil |

(b) Summary of the terms of the Employee Share Option Plan

Options to acquire Shares (**Options**) may be granted under the Employee Share Option Plan to any employee of the Group (including Directors) or any other person who the Board declares is eligible to receive a grant of Options (which may include contractors and employees and officers of joint ventures in which the Company participates).

Each Option entitles the Eligible Employee to receive one ordinary share in the Company.

A summary of the rules which apply to the Employee Share and Option Plan are set out in Schedule 2. Shareholders may request a copy of the Plan rules by contacting the Company Secretary on +61 2 9087 8000 during business hours.

The specific terms relevant to the grant of Options are set out in an Offer from the Company to each Eligible Employee, which includes details of the applicable performance conditions, the exercise price, the expiry date and any other relevant terms.

(c) Directors' recommendation

Given the potential interest of Directors in the outcome of this Resolution, the Directors will not be making recommendations as to voting on this Resolution.

2.5 **Agenda Item 8, 9 and 10 – Approval of grant of Options to Mr Alexander Beard, Mr Ian Campbell, and Mr John Read**

(a) Background

Resolutions 8, 9 and 10 seek Shareholder approval to the grant of:

- (i) 1,000,000 Options to Mr Alexander Beard;
- (ii) 200,000 Options to Mr Ian Campbell; and
- (iii) 200,000 Options to Mr John Read.

ASX Listing Rule 10.11 restricts CVC from issuing equity securities to related parties of CVC, or to any person whose relationship with CVC or a related party is (in ASX's opinion) such that approval should be obtained, without the approval of Shareholders, unless an exception applies. An issue of securities under an employee incentive scheme made with the approval of Shareholders under ASX Listing Rule 10.14 is an exception to the general prohibition in ASX Listing Rule 10.11.

Mr Beard, Mr Campbell and Mr Read are all related parties of CVC under the ASX Listing Rules by virtue of them being Directors. As the proposed grant of Options to the Directors will be made under the Employee Share Option Plan, CVC is seeking approval of Shareholders under ASX Listing Rule 10.14 in respect of those grants.

Where Shareholder approval is obtained under ASX Listing Rule 10.14, approval for the relevant issues is not separately required under ASX Listing Rule 7.1, as exception 14 under ASX Listing Rule 7.2 applies.

(b) Key terms of Options to be granted

The table below sets out a summary of the key terms of the Options offered to each of Mr Beard, Mr Campbell and Mr Read. The Options are otherwise subject to the terms, conditions, and discretions of the Employee Share Option Plan, a summary of which is set out above in respect of the Agenda Item 7 Resolution (Approval of Employee Share Option Plan).

| Information | Particulars |
|--------------------------------------|---|
| Entitlement | <p>Mr Beard – 1,000,000 Options, vesting in three tranches, including 333,333 in year 3, 333,333 in year 4 and 333,334 in year 5;</p> <p>Mr Read – 200,000 Options, vesting in three tranches, including 66,666 in year 3, 66,667 in year 4 and 66,667 in year 5; and</p> <p>Mr Campbell – 200,000 Options, vesting in three tranches, including 66,666 in year 3, 66,667 in year 4 and 66,667 in year 5.</p> |
| Grant date | Assuming Resolutions 8, 9 and 10 are approved by Shareholders, the Options are expected to be issued shortly after the Meeting, but in any event not later than 12 months after the Meeting. |
| Issue price | Unless otherwise agreed by the Company and the Eligible Employee, no amount is payable for the issue of the Options. |
| Exercise price | <p>The exercise price of the Options will be the VWAP of Shares traded on ASX over the last five days on which Shares in the Company traded immediately preceding the date of the Offer.</p> <p>The exercise price may be set off via a cashless exercise mechanism whereby the Eligible Employee is issued a reduced number of Shares, equivalent to the 'in the money' value of the vested Options at the vesting date, based on the same VWAP methodology, for a nil exercise price, instead of paying the full exercise price to exercise all the vested Options.</p> <p>For example, if the vesting conditions have been met and an Eligible Employee has 100,000 Options with an exercise price of \$2.79 per Option and the vesting date VWAP is \$3.00, the Eligible Employee can either:</p> <ul style="list-style-type: none"> (a) exercise the Options by paying \$279,000 and receiving 100,000 Shares worth \$300,000 and in the money by \$21,000; or (b) choose cashless exercise and receive 7,000 Shares with a value of \$21,000 for no exercise payment. |
| Vesting dates | The vesting dates for the three tranches of Options will be the third, fourth and fifth anniversaries respectively of the date on which the Options are granted. |
| Vesting performance condition | <p>Each tranche of Options will have a performance period commencing on the date on which the Options are granted and ending on the vesting date.</p> <p>A tranche of Options will vest and become exercisable if TSR for Shares for the relevant performance period is at or above the lower of:</p> <ul style="list-style-type: none"> - \$3.90; or - Opening SP x 150%. <p>The Company's TSR test will be calculated by reference to the formula set out below:</p> |

| | |
|--|---|
| | <p>Closing SP + Dividends + Capital Returns = TSR</p> <p>where:</p> <p>(a) "Closing SP" is the closing Share price calculated based on the VWAP of Shares traded on ASX over the last five days on which Shares traded immediately preceding the vesting date;</p> <p>(b) "Dividends" is the total of dividends per Share that have an ex-date during the performance period;</p> <p>(c) "Capital Returns" is the total of returns of capital per Share that have an ex-date during the performance period; and</p> <p>(d) "Opening SP" is the opening Share price calculated based on the VWAP of Shares traded on ASX over the last five days on which Shares traded immediately preceding the date on which the Options are granted.</p> <p>By way of example, if the opening Share price is \$2.79 (as $\\$2.79 \times 150\% = \\4.185, the lower \$3.90 TSR test applies), during the performance period Shareholders received \$0.45 in dividends and \$0.05 in capital returns per Share, and the closing Share price is equal to or above \$3.40, the performance condition will have been met, per the formula set out below:</p> <p>$\\$3.40 + \\$0.45 + \\$0.05 = \\3.90</p> |
| Service conditions | <p>In circumstances justifying summary dismissal of an Eligible Employee, all unvested and vested Options will immediately lapse. For resignation, all unvested Options will immediately lapse and Vested but unexercised Options will lapse if not exercised within 6 months. For cessation of employment of an Eligible Employee in other circumstances, a proportion (based on the remaining number of complete years of the performance period) of the unvested Options will immediately lapse. The expiry period for vested but unexercised Options will be shortened to 6 months.</p> |
| Option expiry date | <p>Options can only be exercised in full, with payment of the exercise price, within 60 days of the vesting date.</p> <p>Options can be exercised by the cashless exercise mechanism anytime within five years of the vesting date.</p> |
| Dividend equivalent payments | <p>Upon vesting, the Company will determine the number of Shares that an Eligible Employee will receive under the cashless exercise mechanism for the vested Options.</p> <p>Whilst the vested Options are unexercised, the Company may pay an amount equivalent to the dividend that the Eligible Employee would have received had the Options been exercised.</p> |
| Further information disclosed in accordance with ASX Listing Rule 10.15 | <p>All three Directors are entitled to participate in the Employee Share Option Plan.</p> |

| | |
|--|--|
| | <p>No Director has been issued Options under the Employee Share Option Plan, given that it was only established shortly before the Meeting.</p> <p>No loans will be made under the Employee Share Option Plan,</p> |
|--|--|

Valuation of the financial benefit

If Shareholder approval is obtained, a maximum of 1,400,000 Options will be granted to Mr Beard, Mr Campbell and Mr Read in connection with Resolutions 8, 9 and 10.

The Board has obtained a preliminary valuation, based on the assumptions shown in the table below, of those Options using a widely adopted actuarial simulation methodology known as the Monte Carlo simulation. The Company will commission a formal valuation, applying the same Monte Carlo simulation, but verifying and updating the assumptions, when the Options are issued.

| Assumptions | | | |
|---|-------------------------|------------------------|------------------------|
| | Tranche 1 | Tranche 2 | Tranche 3 |
| Underlying price per Share¹ | \$2.79 per Share | \$2.79 per Share | \$2.79 per Share |
| Exercise price | \$2.79 per Share | \$2.79 per Share | \$2.79 per Share |
| Vesting date | Three years after grant | Four years after grant | Five years after grant |
| Exercise period | 60 days after vesting | 60 days after vesting | 60 days after vesting |
| Vesting period | Three years | Four years | Five years |
| Risk free rate | 1.93% | 2.13% | 2.23% |
| Dividend yield (estimate) | 6% | 6% | 6% |
| Volatility | 30% | 30% | 30% |
| Option value | \$0.29 | \$0.33 | \$0.35 |
| Total fair value² | \$135,333 | \$154,000 | \$163,333 |

Notes

- 1 Share price represents the 5-day VWAP price as at 28 September 2018.
- 2 Represents the theoretical value for the Options only. Any change in the variables applied in the Monte Carlo methodology between the date of the valuation (being 2 October 2018) and the date that the Options are granted would have an impact on their value.

(c) Interests in CVC

Mr Beard currently has an interest (either directly or indirectly) in 1,381,136 Shares, and does not have any such interest in Options or performance rights.

Mr Campbell currently has an interest (either directly or indirectly) in 50,000 Shares, and does not have any such interest in Options or performance rights.

Mr Read currently has an interest (either directly or indirectly) in 528,956 Shares, and does not have any such interest in Options or performance rights.

If Shareholders approve Resolutions 8, 9 and 10, the effect will be to dilute the holdings of existing Shareholders by an equivalent amount as follows:

| | Current Share capital | | Share capital on exercise of Options | |
|---|-----------------------|-------------|--------------------------------------|-------------|
| | Shares | % | Shares | % |
| Mr Beard (and related entities) | 1,381,136 | 1.16% | 2,381,136 ¹ | 1.97% |
| Mr Campbell (and related entities) | 50,000 | 0.04% | 250,000 ² | 0.21% |
| Mr Read (and related entities) | 528,956 | 0.44% | 728,956 ³ | 0.60% |
| Existing Shareholders | 117,572,696 | 98.36% | 117,572,696 | 97.22% |
| Total | 119,532,788 | 100% | 120,932,788⁴ | 100% |

Notes

- 1 Includes 1,000,000 Options to be granted (subject to Shareholder approval) to Mr Beard pursuant to Resolution 9, calculated on a fully diluted basis.
- 2 Includes 200,000 Options to be granted (subject to Shareholder approval) to Mr Campbell pursuant to Resolution 10, calculated on a fully diluted basis.
- 3 Includes 200,000 Options to be granted (subject to Shareholder approval) to Mr Read pursuant to Resolution 8, calculated on a fully diluted basis.
- 4 Includes 1,400,000 Options to be granted (subject to Shareholder approval) to Mr Beard, Mr Campbell, and Mr Read pursuant to Resolutions 8, 9 and 10, calculated on a fully diluted basis.

(d) Directors' recommendation

The Directors (with Mr Beard abstaining) recommend that Shareholders vote in favour of Resolution 8. Mr Beard abstains from making a recommendation given his personal interest in the outcome of the voting on Resolution 8.

The Directors (with Mr Campbell abstaining) recommend that Shareholders vote in favour of Resolution 9. Mr Campbell abstains from making a recommendation given his personal interest in the outcome of the voting on Resolution 9.

The Directors (with Mr Read abstaining) recommend that Shareholders vote in favour of Resolution 10. Mr Read abstains from making a recommendation given his personal interest in the outcome of the voting on Resolution 10.

2.6 **Agenda Item 11 – Ratification of prior issue of Convertible Notes**

(a) Background

As announced on 20 June 2018, the Company issued 600,000 Convertible Notes to various retail investors and sophisticated and professional investors to raise approximately A\$60 million in additional working capital to build on the Company's diversified and actively managed portfolio of assets. Resolution 11 seeks approval from Shareholders under ASX Listing Rule 7.4 (and for all other purposes) to approve and ratify the issue of those 600,000 Convertible Notes.

ASX Listing Rule 7.1 provides that, subject to certain exemptions, prior approval of Shareholders is required for an issue of equity securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of the securities at the commencement of that 12 month period. The Convertible Notes are equity securities for the purposes of the ASX Listing Rules and were issued under the Company's ASX Listing Rule 7.1 placement capacity.

ASX Listing Rule 7.4 provides that where the Company ratifies an issue of equity securities, the issue is treated as having been made with Shareholder approval for the

purpose of ASX Listing Rule 7.1, thereby replenishing the Company's 15% placement capacity and giving it the flexibility to issue further equity securities up to that limit.

For the purposes of ASX Listing Rule 7.5, the Company provides the following particulars:

| | |
|--|--|
| Allottees | Various retail investors and sophisticated and professional investors |
| Number of Convertible Notes | 600,000 |
| Face value (issue price) of Convertible Notes | A\$100 per Convertible Note |
| Maximum number of Shares to be issued on conversion | By way of example, assuming an aggregate Conversion Amount of A\$60 million and a Conversion Price of A\$3.40, the maximum number of Shares to be issued on conversion of the Convertible Notes would be 17,647,058 Shares. Refer to section 2.6(a)(vi) below. |
| Date of issue of Convertible Notes | 22 June 2018 |
| Terms of issue | Refer to Section 2.6(a)(i) to Section 2.6(a)(viii) for a non-exhaustive summary of key terms. The full terms of issue are contained in the Trust Deed. |
| Intended use of funds | The funds raised from the issue of the Convertible Notes are being used to continue to build on the Company's diversified and actively managed portfolio of assets. The deployment of funds raised from the issue of the Convertible Notes will be consistent with the Company's investment strategy. |

Each Convertible Note:

- (i) has a face value of A\$100 per Convertible Note (**Face Value**);
- (ii) is listed on ASX;
- (iii) is unsecured and ranks for payment after any secured creditors are paid (but ranking ahead of Shares);
- (iv) has a term of five years (the maturity date being 22 June 2023, at which time CVC will redeem all outstanding Convertible Notes that have not already been redeemed, purchased by CVC and cancelled, or converted at that date);
- (v) pays interest quarterly in arrears (at a floating interest rate equal to the sum of the 90-day BBSW Rate, plus a margin of 3.75% as announced on 7 June 2018);
- (vi) may, provided that the Face Value of the relevant Convertible Notes is at least the lesser of A\$5,000 or the balance of the holder's holding of Convertible Notes, be converted, at the holder's election, to Shares on the giving of proper notice to the Company (noting that each Convertible Note will convert into a number of Shares determined by dividing the Conversion Amount by the Conversion Price);
- (vii) has a conversion price of A\$3.40 per Convertible Note or such lower price as may be determined in accordance with the Trust Deed (**Conversion Price**); and
- (viii) may be redeemed by CVC early upon the occurrence of certain events (including certain regulatory events or a change of control) following the giving of proper notice by CVC to the Trustee, the holders and ASX, at which time CVC may redeem all (but not some) of the Convertible Notes at their Face Value together with any interest accrued at the relevant time.

(b) Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of this Resolution. Other than as Shareholders of the Company, none of the Directors has an interest in the outcome of this Resolution.

3 Glossary

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

| | |
|-----------------------------------|---|
| Agenda Item | means agenda item set out in Section 1. |
| Annual Report | means the Company's annual report for the Financial Period. |
| ASX | means ASX Limited (ABN 98 008 624 691) or the financial market operated by it. |
| ASX 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. |
| BBSW Rate | has the meaning given to that term in the Trust Deed. |
| Board | means the board of Directors. |
| Business Day | has the meaning given to that term in the ASX Listing Rules. |
| Chairperson | means the chairperson of the Board. |
| closely related parties | has the meaning given to that term in the Corporations Act. |
| Company or CVC | means CVC Limited (ACN 002 700 361). |
| Company Secretary | means the company secretary of the Company. |
| Constitution | means the existing constitution of the Company as at the date of this Notice of Meeting. |
| Conversion Amount | means the aggregate face value of the total number of Convertible Notes the subject of the relevant conversion notice, plus, at the option of the Company, such amount of the interest accrued but unpaid on the Convertible Notes (as determined by the Company) on the conversion date. |
| Conversion Price | has the meaning given to that term in Section 2.6(a)(vii). |
| Convertible Notes | means the 600,000 redeemable convertible notes issued by CVC on 22 June 2018. |
| Corporations Act | means <i>Corporations Act 2001</i> (Cth) as amended or replaced from time to time. |
| Director | means a director of the Company. |
| Eligible Employees | means an employee of the Group (including a Director) or any other person who is declared by the Board to be eligible to receive a grant of Options under the rules. This may include contractors and employees and officers of joint ventures in which the Company participates. |
| Employee Share Option Plan | means the employee share option plan proposed to be approved by Shareholders, a summary of which is included in Section 2.4(b) and Schedule 2, and which is the subject of Agenda Item 7 in this Notice of Meeting. |
| Face Value | has the meaning given to that term in Section 2.6(a)(i). |
| Financial Period | means 1 July 2017 to 30 June 2018. |
| Financial Reports | means the financial statements, directors' report and auditor's report for the Company and its controlled entities for the Financial Period. |

| | |
|---------------------------------|--|
| Group | means the Company and each Related Body Corporate of the Company. |
| key management personnel | means the key management personnel nominated in the Remuneration Report included in the Annual Report. |
| Meeting | means the general meeting of the Company to be held at the time and place specified in this Notice of Meeting. |
| NED Fee Pool | has the meaning given to that term in Section 2.3(a). |
| Notice of Meeting | means this document, comprising the notice of annual general meeting, the explanatory notes and all annexures. |
| Offer | means an invitation to an Eligible Employee made by the Board under the rules for the Employee Share Option Plan to apply for, participate in, or receive (as applicable), a grant of Options. |
| Options | means options to acquire Shares. |
| Proposed Constitution | means the constitution proposed to be approved by Shareholders, a summary of which is included in Schedule 1, and which is the subject of Agenda Item 5 in this Notice of Meeting. |
| Proxy Form | means the proxy form accompanying this Notice of Meeting. |
| Register | means the register of members of the Company. |
| Related Body Corporate | has the meaning given in section 50 of the Corporations Act. |
| Remuneration Report | means the Company's remuneration report for the Financial Period, as set out in the Annual Report. |
| Resolutions | means the resolutions proposed at the Meeting, as set out in the Notice of Meeting. |
| Section | means a section of this Notice of Meeting. |
| Share | means a fully paid ordinary share in the capital of the Company. |
| Share Buyback Program | has the meaning given to that term in Section 2.1(a). |
| Shareholder | means a person who is registered in the Register as a holder of Shares from time to time. |
| Sydney time | means the time in Sydney, Australia. |
| Trust Deed | means the trust deed relating to the Convertible Notes, which was released to ASX on 30 May 2018. |
| TSR | means total shareholder return. |
| VWAP | means volume weighted average price. |

Schedule 1

Key differences between the existing Constitution and the Proposed Constitution

As set out in this Notice of Meeting, the Company is seeking Shareholder approval for the adoption of the Proposed Constitution. If approved, the Proposed Constitution will replace the existing Constitution in its entirety, and will be effective from the close of the Meeting.

The structure of the Proposed Constitution is not materially different from the existing Constitution; however a summary of the principal substantive differences is set out in the table below. Shareholders should note that this summary is not exhaustive and does not identify all of the differences.

| Subject | Summary of amendment | Old rule | New rule |
|---|--|----------|----------|
| Notice of call on Shares | Under the existing Constitution, non-receipt of a notice of any call by any Shareholder, or the Company's accidental omission to give notice of any call to any Shareholder, does not invalidate the call. No similar provision is contained in the Proposed Constitution, which requires that the Company give notice of a call at least 30 business days before the amount called is due, specifying the time and place of payment. | 5.2(c) | 5.3 |
| Use of proceeds following a disposal of Shares | The Proposed Constitution contains a rule governing the use of any proceeds of sale in the event of a sale, reissue or other disposal of Shares by the Company. It states that any proceeds of a sale of a Share by the Company which have not been claimed or otherwise disposed of according to law may be invested by the Directors or otherwise applied to the benefit of the Company, which is not specifically allowed for in the existing Constitution. | – | 9(h) |
| Circumstances in which Directors can refuse to register a transfer | The existing Constitution only allows the Company to decline to register a transfer of Shares in the Company where permitted or required by certain rules, including the ASX Listing Rules. The circumstances in which a transfer of Shares may be refused are broader under the Proposed Constitution, including where the transfer would create a new holding which is less than a marketable parcel. | 6.7 | 12.3 |
| Quorum for general meetings | Under the existing Constitution, a quorum for a general meeting is three eligible members present at the general meeting. Under the Proposed Constitution, a quorum for a general meeting, in person or by proxy, is two or more members present at the meeting and entitled to vote on a resolution at the general meeting. | 11.2 | 16.7(b) |
| Poll demand at general meetings | Under the existing Constitution, a demand for a poll may be withdrawn. The same applies under the Proposed Constitution; however the Chairman's consent is required to do so under the new rule. | 11.10 | 16.13(e) |
| Casting vote of Chairman at general meetings | Under the existing Constitution, in the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the general meeting does not have a casting vote. The opposite is the case under the Proposed Constitution, which states that if the votes are equal on a proposed resolution, the | 11.12 | 16.12(b) |

| Subject | Summary of amendment | Old rule | New rule |
|---|---|-----------------|-----------------|
| | Chairman of the general meeting has a casting vote, in addition to any deliberative vote. | | |
| Maximum number of Directors | The existing Constitution fixes the maximum number of Directors at 10, whereas the Proposed Constitution fixes the maximum number of Directors at 12. | 12.2 | 19.1 |
| Vacation of office by Directors | The Proposed Constitution contains an additional circumstance in which the office of a Director becomes vacant. Under the Proposed Constitution, the office of a Director becomes vacant if the Director is convicted on indictment of an offence and the Directors do not within one month after that conviction, resolve to confirm the Director's appointment or election (as the case may be) to the office of Director. The existing Constitution does not include such a provision. | 12.8 | 19.4(g) |
| Rotation and re-election of Directors | The existing Constitution requires that at every annual general meeting, one third of the Directors (other than any Managing Director), or, if their number is not a multiple of three, then the number nearest to but not less than one third of the Directors retire. No such requirement is contained in the Proposed Constitution, with the requirements in the Proposed Constitution more closely mirroring the requirements under the ASX Listing Rules. Under the Proposed Constitution, the Company must hold an election of Directors each year, and if there would otherwise not be a vacancy on the Board and no Director is otherwise required to retire under the provisions of the Proposed Constitution, then the Director who has been longest in office since last being elected or re-elected (as the case may be) must retire. | 12.9 | 19.3 |
| Notice for Directors' meetings | Under the existing Constitution, reasonable notice of a Directors' meeting must be given, though under the Proposed Constitution the Directors are not so limited. Instead, the notice may, if necessary, be given immediately before. | 16.2 | 21.3(b)(iii) |
| Minutes | The Directors are bound by minuting requirements under the existing Constitution, requiring them to keep records of attendees at meetings, and all proceedings and resolutions. No similar provision appears in the Proposed Constitution, though detailed minuting of Directors' meetings is still recommended. | 22.1 | – |
| Service of notices by electronic means | Under the Proposed Constitution, the Company may (amongst other methods) give a notice to a Shareholder by notifying the Shareholder by electronic means to the electronic address the Shareholder gives the Company for notices that a document is available and how the Shareholder may access the document. Further, any notice sent by electronic means where the Shareholder has not given the Company an electronic address, is taken to be given to the Shareholder if the notice is exhibited on the Company's website for 48 hours (and served at the commencement of that period), unless and until the Shareholder informs the Company of their | 27 | 31 |

| Subject | Summary of amendment | Old rule | New rule |
|--|---|----------|--------------|
| | address. While electronic notice is permitted under the existing Constitution, this form of presumed notice is not allowed for. The amendment is intended to simplify the Company's processes in relation to the provision of notices to Shareholders. | | |
| Amounts unpaid on Shares in a winding up | The Proposed Constitution specifies that in a winding up, any amount unpaid on a Share is to be treated as property of the Company for the purposes of determining 'surplus' (and will thereafter be deducted from any distribution made to the particular Shareholder). No such mechanism is specifically included in the existing Constitution. | 28 | 28.1 |
| Indemnity | <p>The scope of the indemnity under the Proposed Constitution is different to that under the existing Constitution. The indemnity under the Proposed Constitution applies to:</p> <ul style="list-style-type: none"> (a) each person who is or has been a Director, alternate director or executive officer of the Company; and (b) any other officers or former officers of the Company or of its related bodies corporate as the Directors in each case determine. <p>The existing Constitution allows for 'Officers' (which term takes its meaning from the old Corporations Law in force prior to the Corporations Act) to be indemnified, and therefore applies to:</p> <ul style="list-style-type: none"> (a) a director, secretary, or executive officer of the Company; (b) a receiver, or receiver and manager, of property of the Company; (c) an administrator of the Company; (d) an administrator of a deed of company arrangement executed by the Company; (e) a liquidator of the Company; and (f) a trustee or other person administering a compromise or arrangement made between the Company and another person or other persons. | 29 | 24 |
| Notice in relation to written resolutions | Under the Proposed Constitution, though not under the existing Constitution, notice of assent to the particular written resolution can be achieved by the Director telephoning the secretary or the chairman of Directors and signifying assent to the resolution and clearly identifying its terms. | – | 21.7(b)(iii) |
| Direct voting | Provision is made in the Proposed Constitution for Directors to decide that direct voting is applicable, meaning that if the Directors so decide, Shareholders may exercise their voting rights without the need to attend meetings. It is an additional option to Shareholders appointing proxies or other representatives (over whom Shareholders may have no control). This improves the exercise of voting rights in that it removes the intermediary between the Shareholder and the Company, thus Shareholders | – | 18 |

| Subject | Summary of amendment | Old rule | New rule |
|---------------------------|--|----------|----------|
| | need not transfer some of their rights to another party. | | |
| Method of payments | <p>In the Proposed Constitution, provision is made for the fact that different methods of payment may apply to different Shareholders or groups of Shareholders. In relation to payment methods, the Proposed Constitution also specifies that any cheque sent to a Shareholder is sent at their risk, and further that:</p> <ul style="list-style-type: none"> (a) if a payment is made by electronic means but no account is nominated by the Shareholder or the transfer is otherwise rejected, the Company may credit the amount to an account of the Company until the Shareholder nominates an account, to be used for the Company's own purposes in the meantime; (b) if a Shareholder does not have a registered address or the Shareholder is not known at their registered address, the Company may credit the amount to an account of the Company until the Shareholder claims it, to be used for the Company's own purposes in the meantime; and (c) that any such amount, under either paragraph (a) or paragraph (b) above, is to be treated as having been paid (i.e. the Company is not a trustee of the money and no interest accrues on the money). <p>No such provisions appear in the existing Constitution. These amendments are intended to make it simpler, in terms of administration, for the Company to make payments and give notices to Shareholders.</p> | – | 26.1 |
| Unclaimed payment | <p>Under the Proposed Constitution, if a cheque for an amount payable is not presented for payment within 11 months from issue, or an amount is otherwise held in an account of the Company for 11 months, the Company may use the amount for its own purposes and may stop payment on the cheque. No such provision appears in the existing Constitution. This is intended to ease the administrative burden placed on the Company.</p> | – | 26.2 |

Schedule 2

Summary of key terms of Employee Share Option Plan

The Company's Employee Share Option Plan and rules were adopted by the Board on 19 October 2018. Summarised below are some of the key terms of the Employee Share Option Plan and how it is to be administered. This summary is not intended to be exhaustive but to instead provide an overview of the key features and rules.

Further, it is important to understand that, in addition to the broad Employee Share Option Plan rules, individual Offers under the Employee Share Option Plan will also be subject to and governed by more specific additional terms and conditions, to be determined by the Board, incorporated within the invitation to each proposed Eligible Employee.

| Subject | Summary |
|----------------------------|--|
| Offers | The Board may, from time to time, in its absolute discretion invite selected Eligible Employees to participate in a grant of Options on terms and vesting conditions as determined by the Board. |
| Eligible Employees | An employee of the Group (including a Director) or any other person who is declared by the Board to be eligible may receive a grant of Options under these Employee Share Option Plan rules. This may include contractors and employees and officers of joint ventures in which the Company participates. |
| Price | <p>Unless otherwise provided, the grant of Options issued under the Employee Share Option Plan will be at no cost to the Eligible Employees.</p> <p>Unless otherwise provided, the exercise of Options will be subject to payment of an exercise price by the Eligible Employee which is determined by the Board and advised to the Eligible Employee in their invitation. The exercise price or number of Options may be subject to adjustment in accordance with ASX Listing Rules and other rules.</p> |
| Vesting conditions | The vesting of any Options issued under the Employee Share Option Plan may be conditional on the satisfaction of performance, market and/or service conditions as determined by the Board and advised to the Eligible Employee in their invitation. |
| Exercise of Options | <p>Vested Options issued under the Employee Share Option Plan will not automatically trigger the exercise of the Options, but will entitle an Eligible Employee to exercise those Options in accordance with the terms, and exercise periods, contained in the invitation to the Eligible Employee.</p> <p>The Board may permit an Eligible Employee to exercise their vested Options by using a cashless exercise mechanism. Under the cashless mechanism, the Eligible Employee elects to receive a reduced number of Shares, equivalent to the 'in the money' value of the vested Options for a nil exercise price, instead of paying the full exercise price to exercise all of the vested Options.</p> <p>The Employee Share Option Plan provides the Board with the discretion to determine that the exercise of an Option will be satisfied by the Company making a cash payment, equivalent to the 'in the money' value of the vested Options, in lieu of an allocation of Shares.</p> |

| Subject | Summary |
|---|--|
| Lapse of Options | <p>An Option will lapse upon the earliest to occur of:</p> <ul style="list-style-type: none"> (a) 15 years after the date on which the Options were allocated to the Eligible Employee, or any other date nominated as the expiry date in the Eligible Employee's Offer; (b) the Option lapsing in accordance with a provision of the Employee Share Option Plan rules, including in respect of prohibited dealing in an Option in contravention of the Employee Share Option Plan rules, or in accordance with a term of an Eligible Employee's Offer; (c) failure to meet a vesting condition or any other condition applicable to the Option within the vesting period; (d) the receipt by the Company of a notice in writing from an Eligible Employee to the effect that the Eligible Employee has elected to surrender the Option; or (e) following the application of the cashless exercise mechanism. |
| Preventing inappropriate benefits | <p>Subject to general obligations to act in good faith, the Board has wide discretion to cause Options to be suspended, lapse or be forfeited, or to recover money from the proceeds of Options, to prevent Eligible Employees obtaining inappropriate benefits from the Employee Share Option Plan.</p> <p>This includes where, in the opinion of the Board, the Eligible Employee:</p> <ul style="list-style-type: none"> (a) has acted fraudulently or dishonestly; (b) has engaged in gross misconduct; (c) has brought the Group into disrepute; (d) has breached his or her duties or obligations to the Group; or (e) is convicted of an offence or has a judgement entered against them in connection with the affairs of the Group. |
| Cessation of employment | <p>To reflect different circumstances in which an Eligible Employee's employment may cease, the Employee Share Option Plan rules provide the Board with wide discretion as to the treatment of Options upon cessation of employment.</p> |
| Change of control events | <p>Unless an Eligible Employee's Offer specifies a different treatment, the Employee Share Option Plan provides that where there is an actual change in the control of the Company then, unless the Board determines otherwise, all unvested Options will immediately vest on at least a pro-rata basis having regard to the portion of the vesting period that has elapsed.</p> <p>The Board also has discretion to determine or amend the treatment of all vested Options where a change of control event occurs. This may include restricting exercise to a specified period or causing a cashless exercise mechanism to apply.</p> |
| Rights attaching to Shares | <p>Shares issued under the Employee Share Option Plan will rank equally for dividends and other entitlements, except be subject to any restrictions imposed under the Employee Share Option Plan rules or the Eligible Employee's Offer, and otherwise rank equally with the existing Shares on issue at the time of allotment.</p> |
| Rights issues, bonus issues and reorganisations | <p>The Options will be adjusted in accordance with the ASX Listing Rules in the event the Company undertakes a rights issue, bonus issue or any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company.</p> |
| Compliance with constitution and applicable laws | <p>Under the Employee Share Option Plan, Offers will not be made, and Options and Shares will not be allocated, issued, acquired, transferred or otherwise dealt with, if to do so would contravene the constitution of the Company, the Corporations Act, the ASX Listing Rules, or any other applicable laws (including any applicable foreign law).</p> |

| Subject | Summary |
|---|---|
| Share rights associated with Options | <p>Unless or until Shares are allocated to an Eligible Employee following vesting and exercise of their Options, the Eligible Employee has no interest in those Shares.</p> <p>However, the Employee Share Option Plan rules permit, if included in the Eligible Employee's Offer, the Board to pay a dividend equivalent payment to an Eligible Employee who has become entitled to an allocation of Shares following the vesting and exercise of Options.</p> |

CVC
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Proxy Form

XX

For your vote to be effective it must be received by 11:00am (Sydney time) on Saturday, 24 November 2018

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

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, 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 they will need to provide written evidence of their appointment including any authority under which it is signed, their name and address and the identity of their appointer at the point of entry to the Meeting.

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.

Turn over to complete the form →



View the annual report online at:

www.cvc.com.au

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



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of CVC 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 CVC Limited to be held at Level 32, MLC Centre, 19 Martin Place, Sydney, New South Wales, 2000, Australia on Monday, 26 November 2018 at 11:00am 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, 6, 7, 8, 9 and 10 (except where I/we have indicated a different voting intention below) even though Items 2, 6, 7, 8, 9 and 10 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, 6, 7, 8, 9 and 10 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.

| | | For | Against | Abstain |
|----|--|--------------------------|--------------------------|--------------------------|
| 2 | Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 | Election of a Director – Mr John Read | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 | Share Buyback Program | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 | Adoption of Proposed Constitution | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 | Annual Limit for Directors' fees | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7 | Approval of Employee Share Option Plan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8 | Approval of grant of Options to Mr Alexander Beard | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9 | Approval of grant of Options to Mr Ian Campbell | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10 | Approval of grant of Options to Mr John Read | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11 | Ratification of prior issue of Convertible Notes | <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

/ /
