

# Techniche Limited



**Techniche**

Techniche Limited (ABN 83 010 506 162) and its Controlled Entities

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28 September 2018

## **ANNUAL GENERAL MEETING**

The Company's annual general meeting will be held on 8 November 2018.

Please find attached the following documents which have been sent to the Company's shareholders:

1. Chairman's Letter;
2. Notice of Annual General Meeting; and
3. Proxy Form.

John Lemon  
Company Secretary

## **About Techniche**

Techniche Limited (ASX: TCN) is an Australian software company with a focus on the convergence of operational assets (OT) and technology assets (IT), particularly in light industry, where asset reliability and availability is critical. The company has customers and operations in the three regions of EMEA (Europe, Middle East, Africa), APAC (Asia Pacific), and the Americas.

## **Contact**

To learn more about Techniche or about this Market Release please visit our website at <http://www.tcnglobal.net> or contact:

Karl Jacoby, Executive Chairman

Ph.: +61 1300 55 66 73

Email: [karljacoby@tcnglobal.net](mailto:karljacoby@tcnglobal.net)

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# Techniche

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PO Box 2091  
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Telephone +61 1300 556 673  
Email [mail@tcnglobal.net](mailto:mail@tcnglobal.net)  
Website [www.tcnglobal.net](http://www.tcnglobal.net)  
ABN 83 010 506 162

8 October 2018

Dear Shareholder

## **Annual General Meeting**

I am pleased to invite you to the annual general meeting of Techniche Limited which this year will be held at a new location - Level 3, 135 Coronation Drive, Milton (entry via Little Cribb Street), Milton Green, Brisbane, Queensland on Thursday, 8 November at 4.00 pm (Queensland time). This location is in the office complex where the Company's new head office will be located from early November.

Enclosed is a notice of meeting which details the business to be considered at the meeting.

## **Appointing a Proxy**

If you are unable to attend the meeting in person you may appoint a proxy to vote on your behalf at the meeting by completing and lodging the enclosed proxy form in accordance with the instructions on the form. The completed proxy form must be received by 4.00 pm (Queensland time) on Tuesday, 6 November 2018 to be valid for the meeting.

## **Annual Report 2018**

The Company's 2018 Annual Report can be accessed online at  
<https://www.asx.com.au/asxpdf/20180928/pdf/43yrfb0sqxfb01.pdf>.

## **Become an eShareholder** (receive your communications electronically)

If you have not already done so you can elect to receive all your shareholder communications electronically, including annual reports, notices of meeting and other shareholder communications. By providing your email address and electing to become an eShareholder you will be helping to reduce the impact on the environment and costs associated with printing and sending shareholder documents. Simply follow the instructions in the enclosed election form.

I look forward to welcoming you to the Annual General Meeting.

Yours Sincerely

....  


Karl Jacoby  
Chairman



## NOTICE OF ANNUAL GENERAL MEETING

Date of Meeting: Thursday, 8 November 2018

Time of Meeting: 4.00 pm (Queensland Time)

Place of Meeting: Room M03.07  
Level 3  
135 Coronation Drive, Milton (entry via Little  
Cribb Street)  
Milton Green  
Brisbane, Queensland  
Australia  
(Please note – visitor parking in any of the visitor  
car parking bays in Milton Green)

This Notice of Annual General Meeting should be read in its entirety.  
If you are in doubt as to how to vote at the meeting you should seek advice from your  
accountant, solicitor or other professional adviser before voting.

**TECHNICHE LIMITED**  
**ABN 83 010 506 162**

**NOTICE OF ANNUAL GENERAL MEETING**

The 2018 Annual General Meeting of Techniche Limited (**the Company**) will be held in Room M03.07, Level 3, 135 Coronation Drive, Milton (entry via Little Cribb Street), Milton Green, Brisbane, Queensland, Australia on Thursday, 8 November 2018 at 4.00 pm (Queensland time).

The Company's 2018 Annual Report can be accessed at  
<https://www.asx.com.au/asxpdf/20180928/pdf/43yrfb0sqxfb01.pdf>.

**AGENDA**

**1. CONSIDERATION OF REPORTS**

To receive and consider the Financial Report, Directors' Report and Independent Audit Report for the Company and its controlled entities for the financial year ended 30 June 2018.

**2. QUESTIONS AND COMMENTS**

Shareholders will be given a reasonable opportunity to:

- (i) ask questions about or comment on the management of the Company; and
- (ii) ask the Auditor's representative questions relevant to the Auditor's audit of the Financial Report.

The Auditor's representative will also be given a reasonable opportunity to answer any written questions submitted to the Auditor prior to the Meeting in accordance with the *Corporations Act 2001* (Cth).

**3. RESOLUTION 1 – ELECTION OF DIRECTOR – A. ELLERBY**

To consider and, if thought appropriate, pass the following resolution as an **ordinary resolution**:

*"That Anastasia Mary Ellerby, who was appointed a director of the Company by the Directors on 1 July 2018 pursuant to rule 36.1 of the Company's constitution, is elected as a director of the Company."*

**4. RESOLUTION 2 – ELECTION OF DIRECTOR – M. GILL**

To consider and, if thought appropriate, pass the following resolution as an **ordinary resolution**:

*"That Cameron Mark Charles Gill, who was appointed a director of the Company by the Directors on 1 July 2018 pursuant to rule 36.1 of the Company's constitution, is elected as a director of the Company."*

**5. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – A. CAMPBELL**

To consider and, if thought appropriate, pass the following resolution as an **ordinary resolution**:

*"That Andrew Lambert Campbell, who retires in accordance with the Company's constitution and, being eligible, offers himself for re-election, is re-elected a director of the Company."*

**6. RESOLUTION 4 – REMUNERATION REPORT ADOPTION**

To consider and, if thought appropriate, pass the following resolution as an **ordinary resolution**:

*"That the Remuneration Report for the year ended 30 June 2018 be adopted."*

**BY ORDER OF THE BOARD  
TECHNICHE LIMITED**

A handwritten signature in black ink that reads "John Lemon". The signature is written in a cursive, flowing style.

John Lemon  
Company Secretary

8 October 2018

**TECNICHE LIMITED**  
**ABN 83 010 506 162**

**NOTICE OF ANNUAL GENERAL MEETING**  
**EXPLANATORY MEMORANDUM**

**INTRODUCTION**

This Explanatory Memorandum forms part of the notice convening the Company's Annual General Meeting to be held on Thursday, 8 November 2018. This Explanatory Memorandum is to assist Shareholders in understanding the background to and implications of the resolutions proposed, and procedural matters concerning the Meeting. Terms used in this Explanatory Memorandum are defined in Section 11.

**1. AGENDA ITEM 1 – CONSIDERATION OF REPORTS**

- 1.1 The Financial Report, the Directors' Report and the Independent Audit Report for the year ended 30 June 2018 will be presented for consideration.
- 1.2 The abovementioned reports were released by the Company to ASX on 28 September 2018. They can be accessed at <https://www.asx.com.au/asxpdf/20180928/pdf/43yrfb0sqxfb01.pdf>. Shareholders are not required to vote on the reports, however Shareholders will be given a reasonable opportunity to ask questions concerning the reports.

**2. AGENDA ITEM 2 – QUESTIONS AND COMMENTS**

- 2.1 The chairman of the meeting ("the Chairman") will give Shareholders a reasonable opportunity to ask questions about or make comments on the management of the Company.
- 2.2 A representative of the Company's auditor will attend the Meeting. The Chairman will give Shareholders a reasonable opportunity to ask the Auditor's representative questions relevant to:
  - (i) the conduct of the audit; and
  - (ii) the preparation and content of the Auditor's report; and
  - (iii) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
  - (iv) the independence of the Auditor in relation to the conduct of the audit.
- 2.3 The Chairman will also give the Auditor's representative a reasonable opportunity to answer written questions submitted to the Auditor in accordance with the *Corporations Act 2001* (Cth). A list of written questions, if any, submitted by Shareholders will be made available at the start of the meeting, and any written answer tabled by the Auditor's representative at the meeting will be made available to Shareholders as soon as practicable after the meeting.
- 2.4 Pursuant to section 250PA *Corporations Act 2001* (Cth) a Shareholder entitled to vote at the Meeting may submit a written question to the Company's auditor if the question is relevant to:
  - (a) the content of the Auditor's report to be considered at the Annual General Meeting; or
  - (b) the conduct of the audit of the annual financial report to be considered at the Annual General Meeting.

A shareholder must give the question to the Company (who will pass it on to the Auditor) **no later than 5.00 pm (AEST) on Thursday, 1 November 2018**. If you wish to submit a question to the Company's auditor please deliver it, marked "Attention: The Company Secretary, Techniche Limited", to the Company either personally or by post, facsimile or email to the address, facsimile number or email address designated in section 8.8 of this Explanatory Memorandum. Alternatively, if you are submitting a proxy form (see section 8.8 of this Explanatory Memorandum) you may send it together with the proxy form, provided it is received **by 5.00 pm (AEST) on Thursday, 1 November 2018**.

**3. AGENDA ITEM 3 (RESOLUTION 1) – ELECTION OF DIRECTOR – A. ELLERBY**

- 3.1 Anastasia Ellerby was appointed by the Company's directors as a non-executive director of the Company on 1 July 2018 pursuant to rule 36.1 of the Company's constitution which allows the Company's directors to appoint a person to fill a casual vacancy or as an addition to the existing Directors. Under the Company's constitution Mrs Ellerby will hold office as a Director until the end of the Annual General Meeting on 8 November 2018, and may be re-elected as a Director at that meeting.
- 3.2 Mrs Ellerby is an entrepreneur who is recognised globally for her expertise in HR technology. She was one of the founders of Infohrm, a Brisbane based HR software company. Infohrm was a recognised global leader in Workforce planning and analytics software. During her 21 year tenure Mrs Ellerby led the growth and development of the firm, with a focus on Product Management and Customer Service. Prior to Infohrm she had a career in Hospitality and Tourism. Mrs Ellerby is a graduate of business from Griffith University, Queensland and Bond University, Queensland where she received her MBA with Distinction. She is an active member in a number of community organisations and has served on boards for tech start-ups and educational facilities. Mrs Ellerby is the Chair of the Company's Remuneration & Nomination Committee.
- 3.3 The Company's directors (with Mrs Ellerby abstaining) recommend that Shareholders vote in favour of Resolution 1.

**4. AGENDA ITEM 4 (RESOLUTION 2) - ELECTION OF DIRECTOR – M. GILL**

- 4.1 Mark Gill was appointed by the Company's directors as a non-executive director of the Company on 1 July 2018 pursuant to rule 36.1 of the Company's constitution which allows the Company's directors to appoint a person to fill a casual vacancy or as an addition to the existing Directors. Under the Company's constitution Mr Gill will hold office as a Director until the end of the Annual General Meeting on 8 November 2018, and may be re-elected as a Director at that meeting.
- 4.2 Mr Gill is one of the three founders of Brisbane Venture Capital Fund Manager, Talu Ventures. He has almost 30 years of experience in the technology sector including ten years in venture capital investing, with a strong background in hardware and software engineering. He oversaw all aspects of Talu's IT and Telecommunication investments, and was the partner and longest serving non-executive Director on the board of Australian company Threatmetrix, which was recently sold in a USD830 million trade sale to RELX (UK). Prior to venture investing Mr Gill spent sixteen years in various General Management, Chief Executive and Global Sales/Marketing roles with a central theme of building organisations to deliver technologies to the global market. With experience developing, commercialising and selling complex systems in more than 30 countries, Mr Gill has confronted the plethora of challenges facing entrepreneurs and managers in the technology sector, including operations and capital raising. He remains on the Board of a number of technology companies in Australia and the USA, holds a Bachelor of Engineering and is a Fellow of the Australian Institute of Company Directors. Mr Gill is a member of the Company's Audit Committee.
- 4.3 The Company's directors (with Mr Gill abstaining) recommend that Shareholders vote in favour of Resolution 2.

**5. AGENDA ITEM 5 (RESOLUTION 3) – RE-ELECTION OF DIRECTOR – A. CAMPBELL**

- 5.1 In accordance with the Company's constitution Andrew Campbell retires by rotation at the end of the Annual General Meeting and, being eligible, offers himself for re-election as a director of the Company.
- 5.2 Mr Campbell has been a non-executive director of the Company since 27 August 2014. He has an extensive technology and investment background. Currently he is engaged with development and investment in businesses within emerging technology/application spaces. Mr Campbell has a Bachelor of Science with Honours in Computer Science and a Master of Business Administration. He is a Senior Member of the Australian Computer Society. Mr

Campbell is the Chair of the Company's Audit Committee and is a member of the Company's Remuneration & Nomination Committee.

- 5.3 The Company's directors (with Mr Campbell abstaining) recommend that Shareholders vote in favour of Resolution 3.

## 6. AGENDA ITEM 6 (RESOLUTION 4) - REMUNERATION REPORT ADOPTION

- 6.1 The Remuneration Report is contained in the Company's 2018 Annual Report commencing on page 24. The Remuneration Report's contents include:

- (i) an explanation of the Board's policy for remuneration of Key Management Personnel; and
- (ii) details of remuneration paid to Key Management Personnel.

- 6.2 Under the *Corporations Act 2001* (Cth) a resolution that the Remuneration Report be adopted must be put to a vote of shareholders at the Company's Annual General Meeting.

- 6.3 The Chairman will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

- 6.4 The vote on the resolution is advisory only and does not bind the Company or the Company's directors. However the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

- 6.5 Under the Corporations Act, if at least 25% of the votes cast on Resolution 4 are voted against adoption of the Remuneration Report, and then again at the Company's 2019 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting to consider the appointment of directors of the Company (**spill resolution**). If more than 50% of Shareholders vote in favour of the spill resolution the Company must convene the general meeting (**spill meeting**) within 90 days of the Company's 2019 annual general meeting. All of the Directors who were in office when the Company's 2019 Directors' Report was approved, other than the Company's Managing Director (if any), will cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting. Following the spill meeting those persons whose election or re-election as Directors is approved will be the directors of the Company.

### 6.6 Voting Exclusion Statement

Section 250R(4) Corporations Act provides that a vote must not be cast (in any capacity) on Resolution 4 by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related Party of such a person. However section 250R(5) Corporations Act provides that a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related Party of such a person may cast a vote on Resolution 4 as a proxy if the vote is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related Party of such a person and either:

- (i) the voter is appointed as a proxy by writing that specifies how the proxy is to vote on Resolution 4; or
- (ii) the voter is the chair of the meeting and the appointment of the chair as proxy:
  - (a) does not specify the way the proxy is to vote on Resolution 4; and
  - (b) expressly authorises the chair 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 section 250R(8) Corporations Act a vote cast in contravention of section 250R(4) Corporations Act will not be counted.



6.7 The Company's directors recommend that Shareholders vote in favour of Resolution 4.

## 7. VOTING RIGHTS

The Board has determined that all of the shares of the Company will be taken, for the purposes of determining the right of shareholders to attend and vote at the Meeting, to be held by the persons who are registered in the Company's register of shareholders at 7.00 pm (AEDST) on 6 November 2018 as the owners of those shares. Therefore transfers registered after that time will be disregarded in determining shareholders entitled to attend and vote at the Meeting.

## 8. PROXIES

8.1 A Shareholder entitled to attend and vote at the Meeting may appoint:

- (i) one proxy if the Shareholder is only entitled to one vote at the meeting; or
- (ii) one or two proxies if the Shareholder is entitled to more than one vote at the meeting, to attend and vote at the meeting for the Shareholder.

8.2 A Shareholder may appoint an individual person or a body corporate as the Shareholder's proxy.

8.3 A body corporate appointed as a shareholder's proxy may appoint a representative to exercise any of the powers the body corporate may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been provided to the Company.

8.4 A Shareholder who appoints two proxies may state on the Proxy Form what proportion or number of the Shareholder's votes the proxy may exercise. If a Shareholder appoints two proxies and does not specify the number or proportion of votes each proxy may exercise, each of the proxies may exercise half of the Shareholder's votes.

8.5 A proxy need not be a shareholder of the Company.

8.6 Section 250BB(i) Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and **if it does**:

- (i) the proxy need not vote on a show of hands but if the proxy does so the proxy must vote that way (i.e. as directed); and
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands; and
- (iii) if the proxy is the chair of the meeting at which the resolution is voted on the proxy must vote on a poll and must vote that way (i.e. as directed); and
- (iv) if the proxy is not the chair the proxy need not vote on the poll but if the proxy does so the proxy must vote that way (i.e. as directed).

8.7 Section 250BC Corporations Act provides that if:

- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members; and
  - (ii) the appointed proxy is not the chair of the meeting; and
  - (iii) at the meeting, a poll is duly demanded on the question that the resolution be passed; and
  - (iv) either of the following apply:
    - (a) if a record of attendance is made for the meeting – the proxy is not recorded as attending;
    - (c) the proxy does not vote on the resolution;
- the chair of the meeting is taken, before voting on the resolution closes, to have been appointed the proxy for the purposes of voting on the resolution at that meeting.

8.8 A Proxy Form is enclosed. If you wish to appoint a proxy or proxies you must complete the Proxy Form and deliver it to the Company, together with the power of attorney or other authority

(if any) under which it is signed (or a certified copy), **by no later than 4.00 pm (AEST) on Tuesday, 6 November 2018** to:

- (i) **by post:**  
Techniche Limited  
PO Box 2091,  
Toowong, Qld 4066; or
- (ii) **by delivery:**  
Techniche Limited  
Unit 20, 43 Lang Parade,  
Milton, Brisbane, Qld; or
- (iii) **by facsimile:**  
(07) 3832 1407 (from within Australia)  
(+617) 3832 1407 (from outside Australia)
- (iv) **by email:**  
mail@tcnglobal.net

## 9. CORPORATE REPRESENTATIVE

A Shareholder which is a body corporate may appoint an individual as the Shareholder's representative to attend and vote at the Meeting. The representative must bring the formal notice of appointment to the meeting, unless it has previously been provided to the Company.

## 10. OTHER INFORMATION

Queries in relation to the lodgement of proxies or other matters concerning the Annual General Meeting may be directed to the Company Secretary, Mr John Lemon (Telephone: (07) 3367 1666).

## 11. INTERPRETATION

In this notice of meeting the following expressions have the following meanings:

"Board" means the Directors of the Company from time to time acting as a board.

"Closely Related Party" of a member of the Key Management Personnel of the Group has the meaning ascribed to it in the Corporations Act. (The expression includes, for example, certain of Key Management Personnel's family members, dependants and companies they control).

"Company" means Techniche Limited ABN 83 010 506 162.

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

"Directors" means the directors of the Company.

"Group" means the Techniche Limited group of companies comprising the consolidated entity referred to in the Company's 2018 Annual Report.

"Key Management Personnel" means those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Group.

"Meeting" means the Annual General Meeting of Shareholders convened for 8 November 2018 and any adjournment thereof.

"Section" means a section of this Explanatory Memorandum.

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

"Shareholder" means a shareholder of the Company.

**TECHNICHE LIMITED**

ABN 83 010 506 162

Unit 20, 43 Lang Parade, Milton, Qld  
PO Box 2091, Toowong, Qld 4066  
Telephone: 1300 556 673; Fax: (07) 3832 1407

**PROXY FORM**

I/We \_\_\_\_\_

of \_\_\_\_\_

being a shareholder/(s) of Techniche Limited (**the Company**) and entitled to

\_\_\_\_\_ shares in the Company hereby appoint \_\_\_\_\_

of \_\_\_\_\_

or failing him/her \_\_\_\_\_

of \_\_\_\_\_

or failing him/her the Chairman as my/our proxy to vote for me/us and on my/our behalf at the annual general meeting of the Company to be held in Room M03.07, Level 3, 135 Coronation Drive, Milton (entry via Little Cribb Street), Milton Green, Brisbane, Queensland on 8 November 2018 at 4.00 pm (Queensland time) (**the Meeting**) and at any adjournment thereof in respect of \_\_\_\_\_ of my/our shares or, failing any number being specified, ALL of my/our shares in the Company.

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is [     ] %. (The Company on request will supply an additional proxy form.)

If you wish to indicate how your proxy is to vote please tick the appropriate boxes below. If no directions are given then, subject to anything to the contrary in the notice of the Meeting, your proxy may vote as your proxy thinks fit or may abstain.

The Chair of the Meeting (Chairman of Directors, Mr Karl Jacoby) intends to vote undirected proxies in favour of all proposed resolutions, including Resolution 4 ("Remuneration Report - Adoption"). If you appoint the Chair of the Meeting as your proxy or the Chair of the Meeting is by default taken to have been appointed as your proxy (refer to Section 8.7 in the notice of the Meeting) unless you indicate otherwise by ticking the "For", "Against" or "Abstain" box for each of Resolutions 1 - 4 (see over page) you will be authorising the Chair of the Meeting to vote in accordance with the Chair's voting intentions on each Resolution, even if the Resolution (as is the case for Resolution 4 ("Remuneration Report Adoption")) is connected directly or indirectly with the remuneration of a member or members of the Techniche Limited group of companies' Key Management Personnel.

(Please note that the above statement as to how the Chair of the Meeting intends to vote undirected proxies expresses the Chair's intention as at the date of the notice of the Meeting. In exceptional circumstances the Chair's intention may change subsequently. If there is a change to how the Chair intends to vote undirected proxies the Company will make an announcement to ASX advising of that fact and explaining the reason for the change).

**[Continued on reverse side]**

I/we direct my/our proxy to vote as indicated below:

RESOLUTION	FOR	AGAINST	ABSTAIN
1. Election of Director – A. Ellerby (Agenda item 3)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Director – M. Gill (Agenda item 4)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Director – A. Campbell (Agenda item 5)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Remuneration Report adoption (Agenda item 6)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed/executed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

If a **natural person(s)**:

\_\_\_\_\_  
Signature(s)

\_\_\_\_\_  
Full Name(s)

If a **company**:

EXECUTED by \_\_\_\_\_ )  
\_\_\_\_\_ )  
in accordance with its \_\_\_\_\_ )  
Constitution \_\_\_\_\_ )

\_\_\_\_\_  
Director/Sole Director

\_\_\_\_\_  
Director/Secretary

\_\_\_\_\_  
Name (Printed)

\_\_\_\_\_  
Name (Printed)

If by **power of attorney**:

SIGNED for and on behalf of \_\_\_\_\_ )  
\_\_\_\_\_ )  
by \_\_\_\_\_ )  
\_\_\_\_\_ under a Power of Attorney )  
dated \_\_\_\_\_ )  
\_\_\_\_\_ and who declares that he/she has not )  
received any revocation of such Power of Attorney in )  
the presence of :

\_\_\_\_\_  
Signature of Attorney

\_\_\_\_\_  
Signature of Witness

**[N.B. After completing this proxy form, please deliver it to the Company in accordance with Section 8.8 of the Explanatory Memorandum in the accompanying Notice of Annual General Meeting]**