



23 October 2020

**Annual General Meeting of CPT Global Limited to be held at 10:30am (AEDT) on
Wednesday, 25 November 2020 at level 3, 818 Bourke Street, Docklands.**

Dear Shareholders,

The CPT Global Limited (the "Company") Annual General Meeting ("AGM") will be held at 10:30am (AEDT) on Wednesday, 25 November 2020 at level 3, 818 Bourke Street, Docklands ("Head Office").

In accordance with section 5(1) of the Corporations (Coronavirus Economic Response) Determination (No. 1) 2020 made by the Commonwealth Treasurer on 5 May 2020, the Notice of AGM, accompanying explanatory statements and the Annual Report ("Meeting Materials") are being made available to shareholders electronically.

To access the Meeting Materials use the following link: <https://www.cptglobal.com/investor-centre/>

Voting is now open. To vote online please follow the instructions below:

STEP 1: Visit <https://www.votingonline.com.au/cgoagm2020>

STEP 2: Enter your postcode (if within Australia) or country of residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC) as contained in the attached proxy form

STEP 4: Follow the prompts to vote on each resolution

For your voting instructions to be valid and counted towards this meeting please ensure your online lodgement is received no later than 10:30am (AEST) on 23 November 2020. Voting instructions received after this time will not be valid for the scheduled meeting.

You can also update your communications preferences to ensure you receive all future communications from the Company electronically by updating your shareholder details online via <https://www.investorserve.com.au/>. To log in you will need your SRN/HIN and postcode (or country for overseas residents).

The AGM will be live streamed on Zoom. To join the Zoom session please click on the following link and enter the meeting ID and passcode: <https://us02web.zoom.us/j/87875497220?pwd=TDhTVkxFS2Rra2x2QVZzRFZrZ2pXZz09>

Meeting ID: 878 7549 7220

Passcode: 436625

Dial by your location

+61 2 8015 6011 Australia

+61 3 7018 2005 Australia

+61 7 3185 3730 Australia

+61 8 6119 3900 Australia


+61 8 7150 1149 Australia

+64 3 659 0603 New Zealand

+64 4 886 0026 New Zealand

+64 9 884 6780 New Zealand

Find your local number: <https://us02web.zoom.us/u/ksxaHygmt>

 +61 3 9684 7900

 Info@cptglobal.com

 www.cptglobal.com

October, 2020



Shareholders who elect to watch the live stream of the AGM will not be able to vote during the AGM or ask questions of directors on Zoom. We encourage all shareholders to vote by lodging a proxy online or in accordance with the instructions contained in the Notice of Meeting. Shareholders can submit questions by email to investorservices@cptglobal.com. We will attempt to address questions submitted in advance during the Managing Director's presentation.

Should you have any queries about your holding or the CPT Global Limited Annual General Meeting, please contact Boardroom Pty Ltd on 1300 737 760 (within Australia), +61 2 9290 9600 (outside Australia) or email enquiries@boardroomlimited.com.au.

In the event COVID19 conditions prevent an in-person meeting, a hybrid or virtual meeting may be required. In such circumstances, Shareholders will be provided with the relevant information.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Grant Sincock', written over a light blue horizontal line.

Grant Sincock
Company Secretary
CPT Global Limited

For personal use only



CPT GLOBAL LIMITED NOTICE OF MEETING

2020 ANNUAL GENERAL MEETING

Wednesday, 25 November 2020, 10:30am (Australian Eastern Daylight Time)

Office of CPT Global Limited

Level 3, 818 Bourke Street, Docklands, Victoria 3008

2020 Annual Report

A copy of CPT Global Limited's 2020 Annual Report, including the financial report, director's report and auditors report for the year ended 30 June 2020 is available on our website at:

www.cptglobal.com/investor-centre/



ANNUAL GENERAL MEETING AGENDA

WEDNESDAY, 25 NOVEMBER 2020

9:30am	Registration opens
10:30am	Annual General Meeting commences: <ul style="list-style-type: none">• Welcome to shareholders – Chairman• Managing Director’s presentation• Items of Business

Please join the Chairman, Mr. Fred Grimwade, the Directors and senior executives of CPT for a light refreshment after the Annual General Meeting.

CONDUCT OF BUSINESS AT THE MEETING

The Annual General Meeting is an important event and we encourage shareholders to actively participate.

Important information about the meeting and the conduct of the meeting is set out within this document and we encourage all shareholders to read it thoroughly and carefully.

The Company will ensure social distancing requirements are adhered to for the safety of shareholders, staff and other individuals present at the meeting.

DISCUSSION AND ASKING QUESTIONS

Discussion will take place on all items of business to be considered at the Meeting. Information on the items of business can be found below in the Notice of Meeting and Explanatory Notes.

Shareholders will have a reasonable opportunity to ask questions at the Annual General Meeting, including the opportunity to ask questions of the Auditor.

To ensure that all shareholders who wish to ask a question have the opportunity, shareholders are requested to observe the following guidelines:

- please keep questions brief and relevant to the item of business being discussed; and
- if you have more than one question, please ask all questions at once.

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to

do so. Questions can be sent by email to investorservices@cptglobal.com. We will attempt to address questions submitted in advance during the Managing Director’s presentation.

Directors and senior executives will also be available after the Meeting.

2020 ANNUAL REPORT

The Annual Report provides detailed financial data and information on CPT Global Limited’s consolidated performance as required to comply with applicable regulatory requirements.

It is available at www.cptglobal.com/investor-centre in the financial reports section or by calling the Share Registrar on 1300 737 760 (within Australia) and +61 2 9290 9600 (overseas investors) to request a hard copy

CPT INVESTOR CENTRE

Shareholders can view information on our website: www.cptglobal.com/investor-centre. Documents can be viewed on line or downloaded.

COMMUNICATING WITH INVESTORS

We are committed to keep shareholders informed between Annual General Meetings and we encourage all shareholders to register online with InvestorServe so you can securely manage your investment and communication preferences online. You can register with InvestorServe at www.investorserve.com.au.

InvestorServe is a service provided by our Share Registrar Boardroom.



NOTICE OF 2020 ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at Level 3, 818 Bourke Street, Docklands, Victoria 3008 on Wednesday 25th November 2020 at 10:30am (AEDT).

BUSINESS

1. ANNUAL REPORTS

To consider the Annual Report, Financial Report and the Reports of the Directors and of the Auditor for the year ended 30 June 2020.

2. ADOPTION OF THE REMUNERATION REPORT

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

"To adopt the Company's remuneration report and the report forming part of the directors' report for the financial year ended 30 June 2020".

The vote on this item is advisory only.

3. RE-ELECTION OF RETIRING DIRECTOR

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

"That Mr Nigel Sandiford, having been a Non-Executive Director of the Company since 2018 and being required to retire from office in accordance with rule 8.1(d)(2A) of the Company's constitution, being eligible and having offered himself for re-election, be elected as a director of the Company (to take effect from the conclusion of the Company's 2020 annual general meeting)".

VOTING RESTRICTIONS

CORPORATIONS ACT

VOTING RESTRICTIONS FOR ITEM 2 (REMUNERATION REPORT),

In accordance with the Corporations Act, the Company is required to disregard any votes cast on agenda item 2 by or on behalf of either a member of the key management personnel (KMP), details of whose remuneration are included in the remuneration report, or a closely related party of such a member (together "prohibited persons"). Closely related party is defined in the Corporations Act and includes spouse, dependent and certain other close family members, as well as companies controlled by a member of the KMP. Furthermore, no member of the KMP or a closely

related party of any such member may vote as a proxy on agenda items 2 unless:

- the person votes as a proxy appointed by writing that specified how the person is to vote on agenda items 2; or
- the person is the Chairman and votes as a proxy appointed by writing that expressly authorises the Chairman to vote on agenda item 2 even though that item is connected directly or indirectly with the remuneration of a member of the KMP of the Company and even though the Chairman is a member of the KMP of the Company.

If the Chairman of the AGM is appointed, or taken to be appointed, as a proxy by a shareholder, that shareholder can direct the Chairman to vote for or against, or to abstain from voting on, the resolution on agenda item 2 by marking the appropriate box opposite agenda item 2 on the proxy form. No proxy may be cast on item 2 on behalf of a KMP or closely related party.

If the Chairman of the AGM is appointed as a proxy by a shareholder, and that shareholder does not mark any of the boxes opposite agenda item 2 in the proxy form, the Chairman is expressly authorised to exercise undirected proxies to vote in favour of the resolution on agenda item 2 even though this agenda item is connected directly or indirectly with the remuneration of a KMP, which includes the Chairman.

ENTITLEMENT TO ATTEND AND VOTE

The Board has determined that, for the purpose of the Meeting (including voting at the Meeting), shareholders are those persons who are the registered holders of the Company's shares as at 7:00pm (AEDT) on Monday 23 November 2020.

On a show of hands, every shareholder present in person or by proxy, attorney or representative has 1 vote.

On a poll, every shareholder present has 1 vote for each fully paid share held by that shareholder and in respect of which that shareholder is entitled to vote.

+61 3 9684 7900

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CPT Global Limited ABN 16 083 090 895 October, 2020

Where a person present at the AGM represents personally or by proxy, attorney or representative more than 1 shareholder:

- on a show of hands, the person is entitled to 1 vote only despite the number of shareholders the person represents;
- that vote will be taken as having been cast for all shareholders the person represents; and
- the person must not exercise their vote in any way which would contravene any directions given to the person in accordance with the instrument appointing the person as a proxy or attorney.

UNDIRECTED PROXIES

The Chairman of the Meeting is expressly authorised to exercise undirected proxies to vote in favour of each item of business

VOTING BY PROXY

A shareholder entitled to attend and vote is entitled to appoint a proxy. A proxy need not be a member of the Company. A person can appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, it must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the Meeting.

If a shareholder may cast 2 or more votes at the AGM, that shareholder may vote by two proxies. Where more than one proxy is appointed, a shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If the proportion is not specified, each proxy may exercise half of that shareholder's voting rights.

Where a shareholder appoints 2 proxies:

- on a show of hands, neither proxy or attorney may vote; and
- on a poll, each proxy or attorney may only exercise the voting rights the proxy or attorney represents.

If it is desired to appoint two proxies, then an additional proxy form can be obtained by telephoning the Share Registrar being the office of Boardroom Pty Limited on 1300 737 760 (within Australia) and +61 2 9290 9600 (overseas investors).

Proxy forms must be signed by the shareholder or the shareholder's attorney or, if a corporation, executed in accordance with the Corporations Act or signed by an authorised officer or attorney.

If the proxy form is signed by a person who is not the registered holder, then the relevant authority must either have been exhibited previously to the Company or be enclosed with the proxy form.

For a proxy form to be valid, it must be received by the Company, (together with the power of attorney or other

authority (if applicable) under which it is signed, or a certified copy of that power or authority) not less than 48 hours before the time for holding the AGM, in person to the Share Registrar, Boardroom Pty Limited at Level 12, 225 George Street, Sydney, NSW 2000 or Postal Address GPO Box 3993, Sydney, NSW 2001 or by facsimile: +61 2 9290 9655.

A form of proxy is enclosed with the Notice. An additional form can be supplied on request.

VOTING BY ATTORNEY

A shareholder may appoint an attorney to vote on their behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company not less than 48 hours before the time for holding the AGM, in person to the Share Registrar, Boardroom Pty Limited at Level 12, 225 George Street, Sydney, NSW 2000 or Postal Address GPO Box 3993, Sydney, NSW 2001 or by facsimile: +61 2 9290 9655.

CORPORATE REPRESENTATIVES

If a representative of a corporate member is to attend the AGM pursuant to section 250D of the Corporations Act, a certificate of appointment of the representative, together with any authority under which it is signed, must be produced prior to admission to the AGM. The appointment must comply with section 250D of the Corporations Act 2001.

FURTHER INFORMATION

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Notes which provides further details on the business of the meeting.

By resolution of the Board

Grant Sincock
Company Secretary
Melbourne
23 October 2020.

EXPLANATORY NOTES

Introduction

This Explanatory Memorandum forms part of the notice of meeting of CPT Global Limited ("Company") dated 23 October 2020 ("Notice") and should be read in conjunction with the Notice. It contains important information concerning the Company's 2020 Annual General Meeting ("AGM") and will assist you in understanding the background, legal and other implications of the business set out in the Notice, and the reasons why various resolutions have been proposed.

It is intended that the chairman of the AGM will be Mr Fred Grimwade, the Chairman of the Company. The Chairman intends to vote all undirected proxies held by him in favour of all items of business.

Your attendance at the AGM

If you are not able to attend the AGM but wish to vote, please complete the enclosed proxy form and return it to Boardroom Pty Limited at Level 12, 225 George Street, Sydney, NSW 2000 or Postal Address GPO Box 3993, Sydney, NSW 2001 or by facsimile: +61 2 9290 9655 to be received no later than 48 hours prior to the AGM, being no later than 10:30am (AEDT) on Monday 23rd November 2020.

Managing Director's Presentation

The Managing Director, Mr Gerry Tuddenham, will present to shareholders on the 2020 financial results.

Please note that no resolution will be required to be passed on these matters.

Following this presentation, there will be an opportunity for shareholders to ask questions and provide comment.

Annual Reports (item 1)

A copy of the Company's 2020 Annual Report, including the Financial Report and the Reports of the Directors and the Auditor for the year ended 30 June 2020, can be found on the Company's website at www.cptglobal.com/investor-centre.

The Corporations Act and the Company's constitution require the annual financial reports, directors' report and auditor's report for the financial year ended 30 June 2020 to be received and considered at the AGM.

It is not the purpose of the AGM that these reports be accepted, rejected or modified in any way. Further, neither the Corporations Act nor the Company's constitution requires a vote on the reports.

However, shareholders will have an opportunity to ask questions and make comments on the reports and the Company's business and operations at the AGM.

Adoption of the remuneration report (item 2)

Background

During this item of business, shareholders will have the opportunity to comment on and ask questions about the remuneration report contained in the Company's Annual Report for the year ended 30 June 2020. The remuneration report contains:

- information about the board's policy for determining the nature and amount of remuneration of the Company's directors and senior executives;
- a description of the relationship between the remuneration policy and the Company's performance; and
- remuneration details for each director and for each of the Company's specified executives.

The Board considers that the remuneration policies adopted by the Company are appropriately structured to provide rewards that are commensurate with the performance of the Company.

The Corporations Act requires that a resolution be put to the vote at the AGM that the remuneration report be adopted. This vote is advisory only and does not bind the Directors or the Company.

Please note that as the 2019 AGM vote did not result in a 25% vote against the resolution, there is no requirement to allow for any 'spill resolution' at this AGM.

Recommendation

The Remuneration Report forms part of the Directors' Report which has been approved in accordance with a unanimous resolution of the CPT Board. Each Director recommends that shareholders vote in favour of the adoption of the Remuneration Report

Please note that if the Chairman of the AGM is appointed as a proxy by a shareholder, and that shareholder does not mark any of the boxes opposite agenda item 2 in the proxy form, the Chairman is expressly authorised to exercise undirected proxies to vote in favour of the resolution on agenda item 2 (Adoption of the remuneration report) even though this agenda item is connected directly or indirectly with the remuneration of a KMP, which includes the Chairman.

Re-election of retiring Director, Mr Nigel Sandiford (item 3)

Background

Mr Nigel Sandiford, having been a non-executive director of the Company since 2018 and being required to retire from office by rotation in accordance with rule 8.1(d)(2A) of the Company's constitution, and being eligible, offers himself for re-election as a Director under rule 8.1(g) of the Company's constitution.



Experience/qualifications

Mr Sandiford had a successful career in the music and video gaming industries and worked in the UK, South Africa, New Zealand and Australia. His senior executive positions included COO of News Music International (a subsidiary of News Corporation), Vice President Global Marketing Polygram Records and President Asia-Pacific for the NASDAQ listed Electronic Arts.

After taking early retirement, Nigel has been advising and investing in companies covering various forms of digital development, distribution and disruption and has mentored male and female executives globally, both in corporate and individual businesses, including Google, Facebook, Electronic Arts, Amazon, Apple and Microsoft. Nigel is a member of the Australian Institute of Company Directors and has an MBA from the Graduate School of Business at Auckland University.

Special responsibilities

Chair of the Remuneration Committee

Directorships of other listed companies

None

Former directorships of listed companies held in the last 3 years

None

Recommendation

The Board (other than Mr. Sandiford) unanimously recommends that shareholders vote in favour of this resolution to elect Mr. Sandiford.