



# CPT GLOBAL LIMITED NOTICE OF MEETING


## 2019 ANNUAL GENERAL MEETING

**Wednesday, 27 November 2019, 11:30am (Australian Eastern Daylight Time)**


**Office of CPT Global Limited**

**Level 3, 818 Bourke Street, Docklands, Victoria 3008**

For personal use only

 +61 3 9684 7900

 [Info@cptglobal.com](mailto:Info@cptglobal.com)

 [www.cptglobal.com](http://www.cptglobal.com)

CPT Global Limited ABN 16 083 090 895 October, 2019



# ANNUAL GENERAL MEETING AGENDA

WEDNESDAY, 27 NOVEMBER 2019

10:30am	Registration opens
11:30am	Annual General Meeting commences: <ul style="list-style-type: none"><li>• Welcome to shareholders – Chairman</li><li>• Managing Director's presentation</li><li>• Items of Business</li></ul>

Please join the Chairman, Mr. Fred Grimwade, the Directors and senior executives of CPT for a light lunch 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.

## 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](mailto: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.

## 2019 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](http://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](http://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](http://www.investorserve.com.au).

InvestorServe is a service provided by our Share Registrar Boardroom.



# NOTICE OF 2019 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 27<sup>th</sup> November 2019 at 11:30am (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 2019.

### 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 2019".

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 Fred Grimwade, having been a Non-Executive Director of the Company since 2004 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 2019 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 25 November 2019.

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.

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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  
25 October 2019.

# EXPLANATORY NOTES

## Introduction

This Explanatory Memorandum forms part of the notice of meeting of CPT Global Limited ("Company") dated 29 October 2018 ("Notice") and should be read in conjunction with the Notice. It contains important information concerning the Company's 2019 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 11:30am (AEDT) on Monday 25th November 2019.

## Managing Director's Presentation

The Managing Director, Mr Gerry Tuddenham, will present to shareholders on the 2019 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 2019 Annual Report, including the Financial Report and the Reports of the Directors and the Auditor for the year ended 30 June 2019, can be found on the Company's website at [www.cptglobal.com/investor-centre](http://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 2019 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 2019. 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 2018 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 Fred Grimwade (item 3)

### Background

Mr Fred Grimwade, having been a non-executive director of the Company since 2004 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 Grimwade is a director of specialist corporate advisory and investment firm Fawkner Capital.

He began his career as a commercial lawyer at Mallesons Stephen Jaques, and later worked with Goldman, Sachs & Co. in New York and Sydney before taking on the role of Company Secretary and General Manager of Shareholder Relations at Western Mining Corporation in 1989. In 1995, he joined Colonial Mutual as Group Company Secretary and General Manager for Legal Affairs and subsequently became Head of Private Capital for Colonial First State Investments, one of Australia's largest fund managers. He was Managing Director of the Colonial Agricultural Company from 1998 to 2006 and a non-executive director of AWB Limited from 2008 to 2010. Mr Grimwade is a senior fellow and life member of the Financial Services Institute of Australasia (Finsia) and was its joint president from 2005 to 2006. He is also a Fellow of the Australian Institute of Company Directors and a Fellow of Chartered Secretaries Australia.

### Special responsibilities

Chair of the Board

Chair of the Finance and Audit Committee

Member of the Remuneration Committee

### Directorships of other listed companies

Chair of XRF Scientific Limited

Non-executive director of Select Harvests Limited

Non-executive Director of Australian United Investment Company Limited

### Former directorships of listed companies held in the last 3 years

None

### Recommendation

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