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**COBRAM ESTATE OLIVES LIMITED ACN 115 131 667**

**2021 NOTICE OF ANNUAL GENERAL MEETING**

**AND EXPLANATORY MEMORANDUM**

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Notice is given that the 2021 Annual General Meeting (**Meeting** or **AGM**) of Cobram Estate Olives Limited will be held on Friday 29 October 2021 at 11.00am (Melbourne time)

Shareholders can participate in the AGM either:

- via our online platform at <https://agmlive.link/CBO21/>;
- through the use of direct voting (prior to the Meeting); or
- by the appointment of a proxy (prior to the Meeting).

Further details on how to participate in the AGM are set out in this Notice and the accompanying Virtual Annual General Meeting Online Guide.

*This Notice should be read in its entirety.*

*If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, lawyer, or other professional adviser prior to voting.*

***Should you wish to discuss any matter please do not hesitate to contact Russell Dmytrenko by telephone on +61 3 5272 9500 or email [r.dmytrenko@cobramestateolives.com](mailto:r.dmytrenko@cobramestateolives.com).***

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Cobram Estate Olives Limited ACN 115 131 667 (**Cobram Estate Olives, the Company**) (**Shareholders**) will be held online at <https://agmlive.link/CBO21/> on Friday 29 October 2021 at 11:00am (Melbourne time) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum forms part of this Notice.

## AGENDA

### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report and the related Directors' Report and Auditor's Report for the year ended 30 June 2021.

Note: This item is for discussion only and is not a resolution.

### 2. ADOPTION OF THE REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as a non-binding **ordinary resolution**:

*That the Remuneration Report of the Company for the year ended 30 June 2021 be adopted.*

Note: This resolution is advisory only and does not bind the Company or the Directors. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

### 3. ELECTION AND RE-ELECTION OF DIRECTORS

To consider and, if thought fit, to pass the following resolutions as **ordinary resolutions**:

- a. *That Ms Joanna McMillan, who was appointed as a Non-Executive Director on 21 May 2021, retires, and being eligible, offers herself for election as a Non-Executive Director of the Company, is elected as a Director of the Company.*
- b. *That Mr Rob McGavin, who retires, and being eligible, offers himself for re-election as a Non-Executive Director of the Company, is elected as a Director of the Company.*
- c. *That Mr Jonathan West, who retires, and being eligible, offers himself for re-election as a Non-Executive Director of the Company, is elected as a Director of the Company.*
- d. *That Mr Sam Beaton, who retires, and being eligible, offers himself for re-election as an Executive Director of the Company, is elected as a Director of the Company.*

Note: Each resolution will be voted on separately. The non-candidate Directors unanimously support the re-election of Mr McGavin, Mr West, Ms McMillan, and Mr Beaton.

**4. INCREASE IN NON-EXECUTIVE DIRECTORS' FEE CAP**

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

*That, pursuant to and in accordance with clause 12.19 of the Constitution, Listing Rule 10.17 and for all other purposes, the maximum aggregate amount of fees paid to Non-Executive Directors remuneration be increased from the current limit of \$300,000 per annum to \$800,000 per annum.*

**5. GENERAL: TO TRANSACT ANY BUSINESS WHICH MAY BE LAWFULLY BROUGHT FORWARD.**

By order of the Board.

Russell Dmytrenko

Company Secretary

Date: 27 September 2021

## IMPORTANT INFORMATION

### 1. ENTITLEMENT TO ATTEND, SPEAK AND VOTE

Eligible Shareholders may attend the online meeting and vote in person (see below for more information). The Directors have determined that for the purposes of voting at the meeting, eligible Shareholders will be taken to be those persons who are the registered holders of shares in the Company as at 11.00am (Melbourne time) on Wednesday, 27 October 2021. Share transfers registered after that time will be disregarded in determining voting entitlements at the AGM. Shareholders of the Company's Shares may vote on all items of business, subject to the voting restrictions described in this Notice of Meeting. If more than one joint holder of Shares is present at the Meeting (whether personally, by proxy, by attorney or by representative) and tenders a vote online, only the vote of the joint holder whose name appears first on the register will be counted.

The Directors encourage Shareholders to participate in the meeting via the online meeting platform at <https://agmlive.link/CBO21/>. By participating in the Meeting online, Shareholders will be able to:

- a) hear from representatives of the Company and view any Meeting presentations;
- b) submit questions at the appropriate time whilst the Meeting is in progress – the Chair will announce the appropriate time during the Meeting; and
- c) vote during the Meeting.

If you choose to participate in the Meeting online, registration will open at 10.30am (Melbourne time) on Friday, 29 October 2021.

You will need the following information to participate in the Meeting in real-time:

- a) Shareholders will need their Holder Reference Number (SRN or HIN) and
- b) Proxyholders will need their proxy code which Link Market Services will provide via email no later than 24 hours prior to the Meeting.
- c) Further information on how to participate virtually is set out in the in the 'Virtual Meeting Online Guide' available which was provided with this Notice and which is also available at <https://investors.cobramestateolives.com.au/investor-centre/?page=presentations-and-publications>.

## **2. ALL RESOLUTIONS WILL BE BY POLL**

In accordance with rule 10.23 of the Company's constitution, the Chair intends to call a poll on each of the resolutions proposed at the Meeting. Each resolution considered at the Meeting will therefore be conducted by a poll, rather than on a show of hands. The Chair considers voting by poll to be in the interests of the Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented at the Meeting.

## **3. HOW TO VOTE**

### **3.1 Direct Voting**

You may vote directly on resolutions considered at the Meeting without attending the Meeting or appointing a proxy.

To vote by direct vote, go to [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) and follow the instructions. Direct voting will close at 11:00am (Melbourne time) on Wednesday, 27 October 2021.

You will need to enter your Holder Reference Number (SRN or HIN) to vote by direct vote.

If you cast a direct vote, you are still entitled to attend the Meeting. However, your attendance will cancel your direct vote unless you instruct Cobram Estate Olives or Link Market Services otherwise.

The Direct Voting Regulations governing direct voting are available online at <https://investors.cobramestateolives.com.au/investor-centre/?page=presentations-and-publications>. By submitting a direct vote, you agree to be bound by these regulations.

### **3.2 Proxy Vote**

You can appoint a proxy to attend and vote on your behalf as an alternative to attending the Meeting in person or casting a direct vote.

You can direct your proxy how to vote on the Resolutions by marking "For", "Against" or "Abstain".

A proxy does not need to be a Shareholder of Cobram Estate Olives. A proxy may be an individual or a company. You may appoint up to two proxies.

If you appoint a proxy, you may still attend the Meeting. However, your proxy's rights to speak and vote will be suspended while you are present.

If you appoint the Chair as your proxy and do not direct him how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions.

You can appoint a proxy online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). To appoint your proxy via that site you will need to follow the instructions on that site and ensure the appointment is submitted by 11:00am (Melbourne time) on Wednesday, 27 October 2021.

Completed Voting Forms, including online forms via the Link Market Services Investor Centre, (together with any authority under which the Voting Form was signed, or a

certified copy of the authority) must be returned by no later than 11:00am (Melbourne time) on Wednesday, 27 October 2021:

**By post:**

Cobram Estate Olives Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

**Online via:**

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

**By fax:**

+61 2 9287 0309

All enquiries relating to the return of Voting Forms, direct voting, appointment of proxies or questions to the Company are to be directed to Link Market Services:

Telephone: 1300 554 474, Overseas: +61 1300 554 474

Link Market Services will contact proxyholders at least 24 hours prior to the start of the AGM to provide them with the proxyholder login information that they will need to enter into the online platform.

### **3.3 Vote at the Meeting**

If you attend the Meeting virtually by logging into the online portal at <https://agmlive.link/CBO21/> you will be able to vote directly during the Meeting.

When you log into the virtual meeting at <https://agmlive.link/CBO21/>, you will be required to register as a Shareholder or proxy holder and will be able to vote your shares or the shares you represent as proxy.

If you are a Shareholder, you will need to provide your Holder Reference Number (SRN or HIN) to register to vote once you have logged in.

If you are a proxy, you will need to provide your proxy number issued by Link Market Services to register to vote once you log in. Link Market Services will endeavour to provide confirmation of the proxy code to nominated proxyholders prior to the Meeting. Alternatively, proxyholders can call the Meeting help line on 1800 990 363 on the day of the Meeting to request confirmation of the proxy code.

More detailed information on how to vote during the Meeting is provided in the 'Virtual Meeting Online Guide' available which was provided with this Notice and which is also available at <https://investors.cobramestateolives.com.au/investor-centre/?page=presentations-and-publications>.

## **4. CHAIR'S VOTING INTENTIONS**

The Chair intends to vote undirected proxies on, and in favour of, all the proposed resolutions. If there is a change to how the Chair intends to vote undirected proxies, the Company will communicate this with Shareholders.

The Chair's decision on the validity of a direct vote, vote cast by a proxy or vote cast in person, is conclusive.

## **5. POWERS OF ATTORNEY**

If you appoint an attorney to attend and vote at the Meeting virtually on your behalf, or your direct voting on the resolutions is carried out by an attorney on your behalf, the power of attorney (or a certified copy) must be received by Link Market Services by 11:00am (Melbourne time) on Wednesday, 27 October 2021, unless the power of attorney has previously been lodged with Link Market Services. If you require any assistance to lodge a power of attorney, please contact Link Market Services on 1300 554 474.

## **6. APPOINTMENT OF CORPORATE REPRESENTATIVES**

A body corporate that is a Shareholder and entitled to attend and vote at the Meeting, or that has been appointed as proxy of a Shareholder entitled to attend and vote at the Meeting, may appoint an individual to act as its representative at the Meeting. The appointment must comply with section 250D of the *Corporations Act 2001 (Cth)* (Corporations Act). The representative must provide to the Company adequate evidence of his or her appointment by 11:00am (Melbourne time) on Wednesday, 27 October 2021, including any authority under which the appointment is signed, unless that evidence has previously been provided to the Company.

## **7. PROXY VOTE IF APPOINTMENT SPECIFIES WAY TO VOTE**

Section 250BB of the 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:

- a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- b) if the proxy has two or more appointments that specify different ways to vote on a resolution – the proxy must not vote on a show of hands;
- c) 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
- d) if the proxy is not the Chair of the meeting – 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. TRANSFER OF NON-CHAIR PROXY TO CHAIR IN CERTAIN CIRCUMSTANCES**

Section 250BC of the Corporations Act provides that, if:

- a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's Shareholders;
- b) the appointed proxy is not the Chair of the meeting; and
- c) a poll is duly demanded on the resolution, and either of the following applies:
  - (i) the proxy is not recorded as attending the meeting; or

(ii) 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 as the proxy for the purposes of voting on the resolution.

## **9. TECHNICAL DIFFICULTIES**

Technical difficulties may arise during the course of the Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where the Chair considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders who intend to attend the Meeting virtually are encouraged to lodge a proxy in accordance with the instructions below even if they plan to attend online.



# EXPLANATORY MEMORANDUM

## OVERVIEW

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held via our online meeting platform on Friday, 29 October 2021 at 11:00am (Melbourne time).

This Explanatory Memorandum forms part of the Notice which should be read in its entirety. This Explanatory Memorandum contains the terms and conditions on which the proposed resolutions will be voted.

### 1. FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires that the financial statements of the Company and its controlled entities for the year ended 30 June 2021, together with the Directors' Report and the Auditor's Report, be laid before the Meeting. Each of these reports are set out in the Company's Annual Report which is available at:

<https://investors.cobramestateolives.com.au/investor-centre/?page=annual-and-interim-reports>.

There is no requirement for Shareholders to approve these reports. However, the Chair will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the operations and management of Cobram Estate Olives Limited.

### 2. ADOPTION OF THE REMUNERATION REPORT

The Company's Remuneration Report for the financial year ended 30 June 2021, which forms part of the Annual Report, is available at:

<https://investors.cobramestateolives.com.au/investor-centre/?page=annual-and-interim-reports>.

The Remuneration Report outlines the Company's remuneration strategy and practices, together with details of the specific remuneration arrangements that apply to Directors and to key management personnel whose details are included in the Remuneration Report (**KMP**) in accordance with the requirements of the Corporations Act.

As required by the Corporations Act, the Board presents the Remuneration Report to Shareholders for consideration and adoption by a non-binding vote. The resolution is advisory only. The Board will consider and take into account the outcome of the vote and feedback from Shareholders on the Remuneration Report when reviewing the Company's remuneration policies.

The Chair will allow reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting before calling for a vote.

#### 2.1 *Recommendation*

The Directors unanimously recommend that Shareholders eligible to do so vote in favour of the adoption of the Remuneration Report.

#### 2.2 *Voting exclusion statement*

The Company will disregard any votes cast on this resolution:

- by or on behalf of a member who is a member of the KMP for the year ended 30 June 2021, or their closely related parties, regardless of the capacity in which the vote is cast;
- as a proxy by a member who is a member of the KMP at the date of the meeting, or their closely related parties,

unless the vote is cast as a proxy for a person who is entitled to vote on this resolution either:

- in accordance with their directions on how to vote as set out in the proxy appointment; or
- where there are no such directions, by the Chair pursuant to an express authorisation to vote undirected proxies as the Chair sees fit even though the resolution is connected with the remuneration of KMP.

### 3. ELECTION AND RE-ELECTION OF DIRECTORS

Clause 12.13 of the Company's Constitution requires a director who was appointed by existing Directors as an addition to the Board to retire at the next Annual General Meeting following their appointment. Directors so appointed are eligible for election. Ms Joanna McMillan was appointed on 21 May 2021 and will retire and offer herself for election by Shareholders at the Meeting.

Clause 12.4 of the Company's Constitution provides that no Director (other than a Managing Director) may retain office (without re-election) for more than three years or past the third annual general meeting following the Director's appointment, whichever is longer. Rob McGavin, Jonathan West and Sam Beaton were last re-elected as Directors at the Company's 2018 annual general meeting and have served as Directors since that date. Accordingly, each of Rob McGavin, Jonathan West and Sam Beaton shall retire and offer themselves for re-election at the Meeting.

#### 3.1 Recommendation

The Board (other than the Directors who is the subject of the relevant resolution) recommends that Shareholders vote in favour of the election of Joanna McMillan and the re-elections of Rob McGavin, Jonathan West, and Sam Beaton.

##### 3a. Election of Joanna McMillan

Joanna McMillan      Non-Executive Director

Experience:      Scottish born and raised, Joanna McMillan has spent the last 22 years living in Australia where she is one of the country's favourite and most trusted health and wellbeing experts. She is a PhD qualified nutrition scientist, Accredited Practising Dietitian, Adjunct Senior Research Fellow with La Trobe University, guest lecturer at The University of Sydney and Fellow of the Australasian Society of Lifestyle Medicine. A regular on television, Joanna has presented on the Today Show for over 15 years, is a host on ABC's science show Catalyst, and is a regular on radio and in print media. Joanna is a TEDx and international keynote speaker and has authored eight books including her

latest The Feel-Good Family Food Plan and her first Audible Original, Gutfull, What to Eat for a Happy Gut.

Joanna has provided consultancy services from time to time to Cobram Estate Olives since 2015 and the Australian olive industry since 2013. Joanna has been a member of the Company's scientific committee since 2018 and was appointed Non-Executive Director in May 2021.

### **3b. Re-Election of Rob McGavin**

Rob McGavin Chair, Non-Executive Director, Co-Founder

**Experience:** Rob is a co-founder of Cobram Estate Olives and has extensive experience in the agribusiness sector. He is directly involved in a grazing operation in Western Queensland, and a cropping and grazing operation in Southwest Victoria. Rob is a board member and Chairman-elect of Marcus Oldham Agricultural College and is also a member of the Marcus Oldham College Foundation.

Rob is the Non-Executive Chair of Cobram Estate Olives and a member of the Audit and Risk Committee. Rob was the Executive Chair and Chief Executive Officer of the Company until 20 April 2021.

**Special Responsibilities:** Rob is the Chair of Cobram Estate Olives Limited.

### **3c. Re-Election of Jonathan West**

Jonathan West Non-Executive Director

**Experience:** Professor Jonathan West founded the Australian Innovation Research Centre. Prior to that role, Professor West spent 18 years at Harvard University, where he was Associate Professor in the Graduate School of Business Administration. He gained his Doctoral and Master's degrees in Economics at Harvard University, following a Bachelor of Arts majoring in economics and the history and philosophy of science at the University of Sydney, and more recently a PhD in Ancient Greek Philology. Jonathan has served as consultant to, and a Board member of, major corporations around the world and as an adviser to several governments, particularly in the fields of agribusiness, innovation policy, and economic development. He currently serves as Chairman of ASX-listed Hexima Limited, a medical biotechnology company; Chairman of the ASX-listed Gowing Brothers Investment Fund; Board member of Hydralyte, a dehydration-therapy provider; and Board member of the Three Valleys Food Company Pty Ltd in Tasmania.

Jonathan was appointed as a Non-Executive Director of Cobram Estate Olives in 2008 and is a member of the Remuneration and Nomination Committee and the Audit and Risk Committee.

**Special Responsibilities:** Jonathan is a member of the Remuneration and Nomination Committee and a member of the Audit and Risk Committee.

### 3d. Re-Election of Sam Beaton

Sam Beaton Executive Director and Joint-CEO

Experience: Sam joined the Company in August 2009. Sam has over 21 years' experience in commercial, corporate and finance roles. Sam began his career with KPMG, where he qualified as a Chartered Accountant and since then has held senior management roles. Sam has wide experience in financial modelling and analysis, management of corporate debt, capital raisings, business planning and execution and strategy. Sam has a Bachelor of Commerce (Accounting and Finance) and a Bachelor of Science (Industrial Organic Chemistry) from the University of Melbourne.

Sam was appointed Joint-CEO (Finance and Commercial) of the Cobram Estate Olives on 20 April 2021 and formerly held the role of Chief Financial Officer, Company Secretary and Chief Operating Officer.

## 4. INCREASE IN NON-EXECUTIVE DIRECTORS' FEE CAP

Under the Constitution, the Company in a general meeting may determine the maximum aggregate amount of fees that may be paid to the Non-Executive Directors as remuneration for their services as Directors. Further, under the ASX Listing Rules, the total amount of fees paid to the Non-Executive Directors (subject to certain exceptions) must not exceed in aggregate in any financial year the amount fixed by the Company's members in a general meeting.

Currently, the maximum aggregate amount of fees that can be paid to Non-Executive Directors is \$300,000 per annum, all of which is currently utilised. This amount was approved by Shareholders prior to the Company listing on the ASX, and prior to Mr Paul Riordan and Mr Rob McGavin transitioning from Executive Directors to Non-Executive Directors of the Company.

For the purposes of clause 12.19 of the Constitution, Listing Rule 10.17 and for all other purposes, Shareholder approval is now sought to increase the maximum aggregate amount of fees that can be paid to Non-Executive Directors to \$800,000 per annum. It is emphasised that this is a maximum limit and does not indicate that fees will necessarily be increased to that limit.

The Board considers that it is appropriate to seek approval for an increase in the Non-Executive Directors' fee cap at this time for a number of specific reasons:

### Market Competitiveness

The Board wishes to allow for increases in fees to maintain market competitiveness and to reflect increasing demands on Non-Executive Directors.

An increase to \$800,000 per annum will allow for each of the Non-Executive Directors to receive a fee of \$100,000 each and for the Chair to receive an additional fee of \$100,000 to reflect the demands and responsibilities of that role.

Directors do not currently receive any additional fees for Chairing or being a member of a Board committee and there is no current intention to change this arrangement.

#### **Changes in the size of the Board**

Attracting the right Directors and providing effective transition arrangements are fundamental to a high performing Board. The Board wishes to have a degree of flexibility to allow for temporary fluctuations in the size of the Board, if and when appropriate, in its management of Board succession planning. The proposed increase in the fee cap would enable the Company to facilitate succession planning having regard to the complexities of changes to the Board and to market-competitive director fees.

#### **4.1 *No recommendation***

Given the nature of this resolution, the Board does not consider that it is appropriate to make a recommendation on how Shareholders should vote on this resolution. As noted in the Proxy Form, the Chair intends to cast all undirected proxies in favour of this resolution.

#### **4.2 *Voting exclusion statement***

Cobram Estate Olives Limited will disregard any votes cast in favour of this resolution by any Directors and their associates. However, the Company need not disregard a vote cast in favour of this resolution by:

- a proxy or attorney for a person entitled to vote on the resolution, in accordance with directions on the submitted voting instructions; or
- the Chair as proxy or attorney for a person entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, on the resolution; and (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, the Company will disregard any votes cast as a proxy by a member of the KMP or their closely related parties, unless the vote is cast as a proxy for a person entitled to vote on this resolution either in accordance with their directions on how to vote as set out in the proxy appointment; or, where there are no such directions, by the Chair pursuant to an express authorisation to vote undirected proxies as the Chair sees fit even though the resolution is connected with the remuneration of KMP.

## Glossary

**\$** means Australian Dollars.

**Annual Report** means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2021.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

**Auditor's Report** means the auditor's report on the Financial Report.

**Board** means the board of Directors.

**Chair** means the person appointed to Chair the Meeting, or any part of the Meeting, convened by the Notice.

**Closely Related Party** means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

**Company** means Cobram Estate Olives Limited ACN 115 131 667.

**Constitution** means the constitution of the Company as at the commencement of the Meeting.

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

**Director** means a director of the Company.

**Directors' Report** means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

**Explanatory Memorandum** means the explanatory memorandum which forms part of the Notice.

**Financial Report** means the annual financial report prepared under chapter 2M

of the Corporations Act of the Company and its controlled entities.

**Key Management Personnel** means Directors and the key management personnel whose details are included in the Remuneration Report.

**Listing Rules** means the listing rules of ASX.

**Meeting** means the meeting to be convened by the Notice.

**Notice** means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

**Proxy Form** means the proxy form attached to the Notice.

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means the registered holder of a Share.