



Corum Group Limited ABN 25 000 091 305

## **Notice of Extraordinary General Meeting and Explanatory Memorandum**

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Corum Group Limited (**Company**) will be held at:

**Date:** Monday, 25 February 2019

**Time:** 10.30am (Sydney time)

**Place:** Tasman Room  
Chartered Accountants Australia & New Zealand  
Level 9  
33 Erskine Street  
SYDNEY NSW 2000

The accompanying Explanatory Memorandum and proxy form provide additional information relating to the matters to be considered at the Meeting and form part of this Notice. Capitalised terms used in the Notice and Explanatory Memorandum are defined in the Glossary.

**This is an important document and requires your attention.  
You should read this document in its entirety.  
You are urged to consider these issues carefully and  
exercise your right to vote.**

## **Resolution 1:**

### **Re-election of Bill Paterson as a Director**

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

*"That Mr Bill Paterson, being the Chairman and a Non-Executive Director of the Company who will cease to hold office immediately before the end of the Meeting in accordance with section 250V(9) of the Corporations Act and, being eligible, is re-elected as a Director of the Company with effect from the end of the Meeting."*

## **Resolution 2:**

### **Re-election of Gregor Aschoff as a Director**

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

*"That Mr Gregor Aschoff, being an Executive Director of the Company who will cease to hold office immediately before the end of the Meeting in accordance with section 250V(9) of the Corporations Act and, being eligible, is re-elected as a Director of the Company with effect from the end of the Meeting."*

## **Resolution 3:**

### **Re-election of Matthew Bottrell as a Director**

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

*"That Mr Matthew Bottrell, being a Non-Executive Director of the Company who will cease to hold office immediately before the end of the Meeting in accordance with section 250V(9) of the Corporations Act and, being eligible, is re-elected as a Director of the Company with effect from the end of the Meeting."*

## **Voting Exclusion Statement - Resolutions 1, 2 and 3**

There are no voting exclusions applicable to Resolutions 1, 2 and 3.

## **Resolution 4:**

### **Issue of Shares to a Non-Executive Director - Bill Paterson**

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

*"That, subject to Resolution 1 being passed, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the issue to Mr Bill Paterson, the Chairman and a Non-Executive Director (or his nominee), of Shares in lieu of payment in cash of up to \$30,000 (being 30% of his Base Director's Fees for the period 1 February 2019 to 30 November 2019) on the terms and conditions set out in the Explanatory Memorandum."*

## **Resolution 5:**

### **Issue of Shares to an Executive Director - Gregor Aschoff**

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

*"That, subject to Resolution 2 being passed, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the issue to Mr Gregor Aschoff, an Executive Director (or his nominee), of Shares in lieu of payment in cash of up to \$15,000 (being a portion of his base salary for the period 1 February 2019 to 30 November 2019) on the terms and conditions set out in the Explanatory Memorandum."*

## **Resolution 6:**

### **Issue of Shares to a Non-Executive Director - Matthew Bottrell**

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

*"That, subject to Resolution 3 being passed, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the issue to Mr Matthew Bottrell, a Non-Executive Director (or his nominee), of Shares in lieu of payment in cash of up to \$15,000 (being 30% of his Base Director's Fees for the period 1 February 2019 to 30 November 2019) on the terms and conditions set out in the Explanatory Memorandum."*

## **Voting Exclusion Statement - Resolutions 4, 5 and 6**

The Company will disregard any votes cast on Resolutions 4, 5 and 6 by, or on behalf of:

- the person named in the relevant Resolution (being Bill Paterson, Gregor Aschoff and Matthew Bottrell respectively);
- any associate of the person named in the relevant Resolution; and
- any member of the KMP of the Company or the Group at the date of the meeting (and their Closely Related Parties) acting as proxy.

However, the Company will not disregard a vote if:

- it is cast by a person as proxy for a person entitled to vote in accordance with a direction on the proxy form, or
- it is cast by the Chair of the Meeting as proxy for a person entitled to vote and the Chair has received express authority to vote undirected proxies as the Chair sees fit even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

By order of the Board



David Clarke  
Company Secretary  
Corum Group Limited  
Dated: 16 January 2019

## 1 Voting

The Company has determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that Shareholders recorded on the Company's register at 7.00pm (Sydney time) on 23 February 2019 (**Record Date**), will be entitled to attend and vote at the Meeting. If you are not a registered Shareholder on the Record Date, you will not be entitled to attend and vote at the Meeting.

If you cannot attend the Meeting in person, we encourage you to sign and return the accompanying proxy form in accordance with the instructions set out below and those set out on the proxy form.

## 2. Proxies

A Shareholder who is entitled to attend and vote at the Meeting may appoint up to two proxies to attend and vote on behalf of that Shareholder.

If a Shareholder appoints two proxies, the appointment of the proxies must specify the proportion or the number of that Shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the Shareholder's votes.

Where a Shareholder appoints more than one proxy, only the first named proxy is entitled to vote on a show of hands.

A proxy need not be a Shareholder.

A proxy may decide whether to vote on any Resolution, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on a Resolution, the proxy may vote on that Resolution only in accordance with that direction. If a proxy is not directed how to vote on a Resolution, the proxy may vote as he or she thinks fit. This applies even if the proxy is the Chairman, in which case the Chairman will vote in favour of each of the items of business.

## 3. Appointing a member of KMP

A Shareholder wishing to appoint a member of Key Management Personnel ("**KMP**") or a Closely Related Party of any member of KMP as proxy should note that the KMP or Closely Related Party will not be able to vote undirected proxies on Resolutions 4, 5 and 6. That is, the Shareholder must direct the KMP or Closely Related Party how to vote by marking the appropriate boxes on the proxy form for Resolutions 4, 5 and 6, otherwise the Shareholder's proxy vote will not be counted for the purposes of those Resolutions.

## 4. Appointing the Chairman

If a Shareholder appoints the Chairman of the Meeting as their proxy, the Shareholder can direct the Chairman how to vote on a Resolution by marking the relevant boxes on the proxy form (i.e. 'for', 'against' or 'abstain').

If no direction is provided in respect of a Resolution, then by submitting the proxy form a Shareholder will be expressly authorising the Chairman to cast the Shareholder's votes in favour of the Resolution and those votes will be counted in calculating the required majority on a poll. This is so in the case of Resolutions 4, 5 and 6 even though those Resolutions are connected directly or indirectly with the remuneration of a member of KMP, and even if the Chairman has an interest in the outcome of those Resolutions.

**The Chairman intends voting all undirected proxies in favour of each Resolution.**

## 5. Returning proxies and authorising documents

To be effective, the Company must receive the completed proxy form and, if the form is signed by the Shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) **by no later than 10.30am (Sydney time) on 23 February 2019.**

Proxies may be only lodged with the Company's share registry:

- a. by mail or delivery to:  
Computershare Investor Services Pty Limited  
GPO Box 242  
MELBOURNE VIC 3001
- b. by facsimile:  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555
- c. online:  
Alternatively, you can appoint a proxy online and submit your voting instructions (if any) by visiting [www.investorvote.com.au](http://www.investorvote.com.au) and following the instructions on the website. To use this online facility, you will need your Shareholder Reference Number ("SRN") or Holder Identification Number ("HIN"), postcode and the six digit PIN shown on your proxy form. If you lodge an online proxy appointment in accordance with the instructions, you will be taken to have signed or authorised the proxy form.

Custodians and nominees with access to Intermediary Online can appoint a proxy online and submit their voting instructions (if any) at [www.intermediaryonline.com](http://www.intermediaryonline.com)



## 6. Directed Proxies

The Corporations Act sets out how a proxy must vote directed proxies. If a proxy form specifies the way a proxy is to vote on a resolution, then:

- a proxy need not vote on a show of hands, but if the proxy does vote, the proxy must vote as directed;
- if a proxy is appointed by two or more Shareholders who specify different ways to vote on a resolution, the proxy must not vote on a show of hands;
- if the proxy is the Chairman, the proxy must vote as directed on a poll;
- if the proxy is not the Chairman, the proxy need not vote on a poll, but if the proxy does vote, the proxy must vote as directed; and
- if the proxy is not the Chairman and does not attend the Meeting or does not vote on a Resolution, but the proxy form specifies how to vote and a poll is demanded, then the Chairman is taken to have been appointed as the proxy and must vote as directed.

## 7. Power of Attorney

A Shareholder's attorney may sign the Shareholder's proxy form on behalf of the Shareholder. By signing the proxy form, the Shareholder's attorney confirms that the authority under which he or she executed the proxy form has not been revoked.

If the Shareholder's attorney signs the proxy form, then the attorney must, when it sends the proxy form to the Company, also send the authority (or a certified copy of the authority) under which the proxy form was signed. Each of the proxy form and authority must be received at least forty eight (48) hours before the Meeting.

## 8. Bodies Corporate

Proxies given by corporate Shareholders must be executed in accordance with their constitutions, or signed by two directors, a director and the company secretary, or a duly authorised officer or attorney.

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at the Meeting. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise on behalf of the appointing body all of the powers that the appointing body could exercise at the Meeting or in voting on a Resolution.



# Explanatory Memorandum

The Directors of the Company recommend Shareholders read this Memorandum in full before making any decision in relation to the resolutions. The following information should be noted in respect of the various matters contained in the accompanying Notice.

## Resolutions 1, 2 and 3 - Re-election of Directors

### 1.1 Background

At the 2018 Annual General Meeting (AGM), more than 25% of votes were cast against the adoption of the Remuneration Report for the 2018 financial year (a second strike). As a result, Shareholders were required to vote on a resolution (**spill resolution**) on whether an extraordinary general meeting of the Company should be held (**spill meeting**) at which all of the Directors who were Directors when the FY18 Directors' Report (including the Remuneration Report) was approved (and who remain in office at the spill meeting) must stand for re-election, should they wish to continue as Directors. These requirements are as prescribed in section 250V of the Corporations Act.

A spill resolution (which is an ordinary resolution) was passed at the 2018 AGM. As such section 250V of the Corporations Act requires the Company to hold a spill meeting within 90 days after the spill resolution was passed.

Messrs Bill Paterson, Gregor Aschoff and Matthew Bottrell were the Directors who were in office when the FY18 Director's Report was approved. If they are re-elected as Directors at the Meeting, the Corporations Act provides that their term of office will not be affected and that they will be subject to retirement and re-election at an AGM as if the cessation and appointment at the Meeting had not occurred.

### 1.2 Directors' Recommendation

The Directors note that the Government's stated intention of the "two strike rule" was to empower shareholders to constrain remuneration arrangements that were in their eyes thought to be excessive. Though, in the Company's case business performance was considered to be a significant contributing factor.

Indeed the Board has undertaken an external review of remuneration of both the Board and senior management. The results of this review for the Board have been taken into account in reducing the cash impact of their remuneration by issuing a proportion in shares and aligning their interests with that of shareholders (subject to further resolutions). The Board also intends to develop an Incentive Plan for management in 2019, inclusive of the CEO that will focus on key KPI's. These will include the development of a detailed strategic and financial plan for the next few years that can be executed upon and aligned to the Company's profitability.

Accordingly:

1. The Directors (with Bill Paterson abstaining) recommend that Shareholders vote in favour of Resolution 1.
2. The Directors (with Gregor Aschoff abstaining) recommend that Shareholders vote in favour of Resolution 2.
3. The Directors (with Matthew Bottrell abstaining) recommend that Shareholders vote in favour of Resolution 3.



# Explanatory Memorandum

## Resolutions 4, 5 and 6 - Issue of Shares to Directors

### 2.1 Background

Resolutions 4, 5 and 6 seek the approval of Shareholders for the issue of Shares to Mr Bill Paterson (the Chairman and a Non-Executive Director), Mr Gregor Aschoff (an Executive Director) and Mr Matthew Bottrell (a Non-Executive Director) respectively in lieu of a portion of the Base Director's Fees or base salary (as applicable) otherwise payable to them in cash in respect of the 10 month period commencing on 1 February 2019 and ending on 30 November 2019 (**Relevant Period**).

In the case of the Mr Paterson (Resolution 4) and Mr Bottrell (Resolution 6), the amount of their Base Director's Fees proposed to be "salary sacrificed" is \$30,000 and \$15,000 respectively. This represents 30% of the Base Director's Fees payable to them during the Relevant Period. In the case of Mr Aschoff (Resolution 5), the amount of his base salary proposed to be "salary sacrificed" is \$15,000. This represents approximately 9% of his current base salary (exclusive of statutory superannuation) payable during the Relevant Period.

The number of Shares to be issued in respect of each calendar month during the Relevant Period will be calculated in accordance with the formula in section 2.2 below.

This proposal was foreshadowed by the Chairman at the Company's 2018 AGM. The objectives of this proposal are:

- to strengthen the alignment between the interests of Shareholders and the interests of the Directors to the extent they relate to the portion of their Base Director's Fees or remuneration otherwise payable to them in cash which is "salary sacrificed"; and
- to reduce cash costs to the Company.

As noted by the Chairman at the 2018 AGM, after consultation with an independent remuneration consultant, the Remuneration and Nomination Committee recommended, and the Board agreed, that the following fees be paid to the Non-Executive Directors for their ordinary services as Directors with effect from 1 January 2019:

- Chairman - \$120,000 per annum (exclusive of any applicable statutory superannuation) with no additional fees payable for service on any Board Committees; and
- Non-Executive Director (other than the Chairman) - \$60,000 per annum (exclusive of any applicable statutory superannuation) plus \$15,000 per annum (exclusive of any applicable statutory superannuation) for service as Chair of any Board Committee.

Accordingly, the current Base Director's Fees payable to the Chairman and a Non-Executive Director (other than the Chairman) are \$120,000 per annum and \$60,000 per annum respectively. These fees are currently paid monthly in arrears.

Resolution 4 is conditional on Resolution 1 (relating to the re-election of Mr Paterson as a Director) being passed. If Resolution 1 is not passed, or it is passed and Resolution 4 is not passed, all of Mr Paterson's Base Director's Fees payable during the Relevant Period will continue to be paid in cash.

Resolution 5 is conditional on Resolution 2 (relating to the re-election of Mr Aschoff as a Director) being passed. If Resolution 2 is not passed, or it is passed and Resolution 5 is not passed, all of Mr Aschoff's base salary payable during the Relevant Period will continue to be paid in cash.

Resolution 6 is conditional on Resolution 3 (relating to the re-election of Mr Bottrell as a Director) being passed. If Resolution 3 is not passed, or it is passed and Resolution 6 is not passed, all of Mr Bottrell's Base Director's Fees payable during the Relevant Period will continue to be paid in cash.





# Explanatory Memorandum

## 2.2 Number of Shares and issue prices

The number of Shares to be issued under Resolutions 4, 5 and 6 in respect of each calendar month during the Relevant Period will be calculated on the first Business Day of the following calendar month, and aggregated over the Relevant Period, as follows:

$$N = \frac{A}{\text{VWAP}}$$

Where:

N = the number of Shares to be issued in respect of a calendar month.

A = the amount "salary sacrificed" by a director per 2.1 of the Explanatory Memorandum (being \$3,000 in the case of Mr Paterson and \$1,500 in the case of Messrs Aschoff and Bottrell for the Relevant Period).

VWAP = the VWAP of Shares traded on the ASX calculated over the last 5 Trading Days on which trades in Shares were recorded on the ASX immediately before the end of the relevant calendar month.

If Mr Paterson ceases to be Chairman at any time during the Relevant Period but remains as a Non-Executive Director for the remainder of the Relevant Period, the number of Shares to be issued to him in respect of the remainder of the Relevant Period will be calculated on the same basis as for Mr Bottrell.

## 2.3 Issue date

The Shares to be issued will be calculated monthly as described in section 2.2 above and aggregated over the Relevant Period. The Company anticipates issuing the Shares within 7 Business Days after the end of the Relevant Period and, in any event, within 12 months after the date of the Meeting.

If any of the Directors named in Resolutions 4, 5 and 6 ceases to be a Director or, in the case of Mr Aschoff, an employee of the Company for any reason at any time during the Relevant Period, the Company anticipates that the Shares to which he is entitled will be issued within 7 Business Days after the date on which he ceases to be a Director or employee (as applicable).

## 2.4 Requirement for Shareholder approval

Listing Rule 10.11 provides that a company must not issue or agree to issue shares (or other Equity Securities) to a related party of the company without the approval of shareholders. For the purposes of Listing Rule 10.11, all the Directors are related parties of the Company.

Under Listing Rule 10.13, securities approved for issue under Listing Rule 10.11 must be issued not more than one month after the date of shareholder approval and must be issued at a fixed price. As these requirements cannot be satisfied in this instance, the Company has sought a waiver from ASX to Listing Rules 10.13.3 and 10.13.5 to the extent necessary to permit:

- (a) the issue of the Shares later than one month after the shareholder approval for the issue but within 12 months of the date of that shareholder approval; and
- (b) to determine the issue price of the Shares based on the VWAP of the Shares calculated over the last 5 Trading Days on which trades in Shares were recorded on the ASX immediately before the end of the calendar month during which the Base Director's Fees or base salary (as applicable) were payable.

If the waiver is not granted by ASX, or approval of Resolution 4, 5 or 6 is not received, the Company, subject to future Board approval, will pay the amounts in cash.



# Explanatory Memorandum

## 2.5 Technical information required by ASX Listing Rule 10.13 and other additional information

For the purposes of Shareholder approval the following information is provided in relation to the proposed issue of Shares under Resolutions 4, 5 and 6.

### Maximum value and number of Shares

The maximum value of Shares which may be issued to each Director (or their nominee) is as set out in the following table:

Director	Maximum value of Shares which may be issued in respect of each calendar month during the Relevant Period	Maximum value of Shares which may be issued in respect of the Relevant Period
Bill Paterson	\$3,000	\$30,000
Gregor Aschoff	\$1,500	\$15,000
Matthew Bottrell	\$1,500	\$15,000
<b>Total</b>	<b>\$6,000</b>	<b>\$60,000</b>

The maximum number of Shares which may be issued in respect of each calendar month will be calculated by dividing the values in column 2 in the table above by the VWAP issue price for the Shares calculated on the basis specified in section 2.2 above.

### Issue date

As set out in section 2.3 above.

### Issue price of Shares

As set out in section 2.2 above.

Any fractions of Shares resulting from the calculation of the number of Shares to be issued will be rounded down to the nearest whole number.

### Terms of issue

The Shares will rank equally with all other Shares on issue as from the date on which they are issued.

### Intended use of funds raised

No funds will be raised from the issue of the Shares because the issue forms a portion of the Base Directors Fees or base salary (as applicable) otherwise payable.

### Current interests in securities of the Company (as at the date of the Notice)

Director	Number of Shares	
	Direct	Indirect
Bill Paterson	Nil	140,054,379
Gregor Aschoff	1,546,881	Nil
Matthew Bottrell	57,000	Nil



# Explanatory Memorandum

## Potential dilution factor

The table below sets out the potential number of Shares which may be issued and corresponding potential for dilution based on different assumed VWAPs:

Director	Maximum value of Shares which may be issued	Hypothetical number of Shares to be issued based on VWAP of:		
		\$0.025	\$0.031	\$0.040
Bill Paterson	\$30,000	1,200,000	967,741	750,000
Gregor Aschoff	\$15,000	600,000	483,870	375,000
Matthew Bottrell	\$15,000	600,000	483,870	375,000
<b>Total</b>	<b>\$60,000</b>	<b>2,400,000</b>	<b>1,935,481</b>	<b>1,500,000</b>
<b>DILUTION BASED ON CURRENT ISSUED SHARES (256,167,592)</b>		<b>0.93%</b>	<b>0.75%</b>	<b>0.58%</b>

## Trading history of Shares

	Price	Date
Highest	4.2 cents	23 January 2018
Lowest	2.2 cents	27 June 2018
Last	2.6 cents	11 January 2019

## No opportunities or benefits foregone

There are no significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares on the terms proposed. As noted above, the issue of the Shares in lieu of a portion of the Base Director's Fees or base salary (as applicable) otherwise payable in cash will reduce the Company's cash costs.

## Primary purpose of issue of Shares

The primary purpose of the issue of the Shares is not to raise capital, but to substitute a portion of the Base Director's Fees or base salary (as applicable) otherwise payable in cash with Shares.

## Voting Exclusion Statement

A voting exclusion statement in respect of Resolutions 4, 5 and 6 is included in the Notice.

## Listing Rule 7.1

Approval under Listing Rule 7.1 is not required in order to issue the Shares as approval is being sought under Listing Rule 10.11. The issue of the Shares will not count towards calculating the Company's 15% annual placement capacity under Listing Rule 7.1.

# Explanatory Memorandum

## 2.6 Corporations Act requirements

Chapter 2E of the Corporations Act requires shareholder approval where a public company seeks to give financial benefit to a related party (unless an exception applies). The Directors are related parties within the meaning of Chapter 2E of the Corporations Act and the issue of Shares to a Director constitutes the giving of a financial benefit to a related party for the purposes of Chapter 2E of the Corporations Act.

One of the exceptions to the requirement to obtain shareholder approval under Chapter 2E of the Corporations Act applies where the financial benefit constitutes part of the related party's "reasonable remuneration". As the proposed issue of Shares effectively replaces a portion of the Base Director's Fees payable out of the pool of Non- Executive Director's fees approved by Shareholders or base salary (as applicable) that would otherwise be payable in cash to the relevant Director, the Board considers that the issue of the Shares constitutes part of their reasonable remuneration. Accordingly, Shareholder approval under Chapter 2E is not being sought.

## 2.7 Directors' recommendation

Each Director abstains from making a recommendation as to how Shareholders should vote on the Resolution under which Shares are to be issued to that Director.

Having regard to the objectives of the proposal to issue the Shares under Resolutions 4, 5 and 6 as noted in section 2.1 above, each Director recommends that Shareholders vote in favour of the Resolution under which Shares are to be issued to another Director.



# Glossary

Throughout this Explanatory Memorandum the following various words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

“**AGM**” means annual general meeting of the Company;

“**ASIC**” means the Australian Securities & Investments Commission;

“**ASX**” means ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange, as the context requires;

“**Base Director’s Fees**” means the fees payable to a Non-Executive Director for their ordinary services as a Director but excluding the fees (if any) payable for their service on any Board Committee;

“**Board**” means the board of Directors of the Company;

“**Business Day**” means a day which is not a Saturday, Sunday or public holiday in Sydney;

“**Chairman**” means chairman of the Meeting;

“**Closely Related Party**” of a member of the Key Management Personnel means:

- (a) A spouse or child of the member;
- (b) A child of the member’s spouse;
- (c) A dependant of the member or the member’s spouse;
- (d) Anyone else who is one of the member’s family and may be expected to influence the member, or be influenced by the member, in the member’s dealing with the entity;
- (e) A company the member controls; or
- (f) A person prescribed by the Corporation Regulations 2001 (Cth);

“**Company**” means Corum Group Limited ABN 25 000 091 305;

“**Constitution**” means the Company’s constitution;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a director of the Company;

“**Equity Securities**” has the meaning given to that term in the Listing Rules;

“**Explanatory Memorandum**” means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time;

“**Group**” means the Company and its controlled entities;

“**Key Management Personnel**” or “**KMP**” has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**Listing Rules**” means the Official Listing Rules of the ASX;

“**Meeting**” or “**General Meeting**” means the extraordinary general meeting convened by this Notice;

“**Notice**” or “**Notice of Meeting**” means the notice convening the Meeting which accompanies this Explanatory Memorandum;

“**Proxy Form**” means the proxy form that is enclosed with, and forms part of, the Notice of Meeting;

“**Resolution**” means a resolution in the form proposed in the Notice of Meeting;

“**Relevant Period**” means the 10 month period commencing on 1 February 2019 and ending on 30 November 2019;

“**Share**” means a fully paid ordinary share in the capital of the Company;

# Glossary

“**Shareholder**” means a registered holder of a Share in the Company;

“**Trading Day**” means a day determined by ASX to be a trading day and notified to market participants;

“**VWAP**” means, in relation to a particular period, the volume weighted average sale price of Shares sold on the ASX over that period, excluding “block trades”, “large portfolio trades”, “permitted trades during the pre-trading hours period”, “permitted trades during the post-hours trading period”, “out of hours trades” (each of those expressions has the same meaning as in the ASIC Market Integrity Rules (Competition in Exchange Markets) 2011) and exchange traded option exercises.





**Corum Group Limited**  
ABN 25 000 091 305

**Lodge your vote:**

**Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)

**By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000



**Proxy Form**

**XX**



**Vote and view the notice of meeting online**

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

**Your access information that you will need to vote:**

**Control Number:**

**SRN/HIN:**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

**For your vote to be effective it must be received by 10.30am (Sydney time) on Saturday, 23 February 2019**

**How to Vote on Items of Business**

All your securities will be voted in accordance with your directions.

**Appointment of Proxy**

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

**Signing Instructions for Postal Forms**

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** ➔

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Corum Group Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Corum Group Limited to be held in the Tasman Room, Chartered Accountants Australia and New Zealand, Level 9, 33 Erskine Street, Sydney NSW 2000 on Monday, 25 February 2019 at 10.30am (Sydney time) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 4, 5 and 6 (except where I/we have indicated a different voting intention below) even though Items 4, 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 4, 5 and 6 by marking the appropriate box in step 2 below.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
1	Re-election of Bill Paterson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Gregor Aschoff as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Matthew Bottrell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Issue of Shares to a Non-Executive Director - Bill Paterson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Issue of Shares to an Executive Director - Gregor Aschoff	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Issue of Shares to a Non-Executive Director - Matthew Bottrell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date \_\_\_\_ / \_\_\_\_ / \_\_\_\_