



## Notice of Annual General Meeting

ABN 72 002 208 915

Notice is hereby given that the Annual General Meeting of members of Adcorp Australia Ltd (ABN 72 002 208 915) ("The Company") will be held **at Grant Thornton, Level 17, 383 Kent Street, Sydney, NSW 2000, on Monday 19<sup>th</sup> November 2018 at 12.00pm (AEDT).**

### Agenda

#### Ordinary Business

- 1) Item 1 - To receive and consider the Annual Financial Report, the Directors Report and the Auditors Report for the year ended 30 June 2018.
- 2) Resolution 1 – Adoption of Remuneration Report for the year ended 30 June 2018
- 3) Resolution 2 - Re-election of David Morrison as a Director

By order of the Board of Directors,

**David Franks**  
Company Secretary  
15 October 2018

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#### Determination of entitlement to attend and Vote at the AGM

For the purposes of the meeting, shares in the company will be taken to be held by the persons who are registered as holding the shares at 7pm (AEDT) on Saturday 17<sup>th</sup> November 2018.

#### Voting Exclusions

A vote cannot be cast (in any capacity) on Resolution 1 above, by or on behalf of the Company's Key Management Personnel ("KMP") (including the Directors), details of whose remuneration are included in the remuneration Report or their closely related parties whether as a securityholder or as a proxy. However, a vote on Resolution 1 above may be cast by a KMP, including the chair of the meeting, if:

- The vote is cast as a proxy
- The proxy is appointed in writing instructing how to vote on Resolution 1; and
- The proxy is appointed by a person who is not a KMP or closely related party of a KMP
- The proxy is the chair of the meeting, and the securityholder has expressly authorised the chair to exercise the proxy even though the chair of the meeting has a direct or indirect interest in the Remuneration report specified in Resolution 1

#### Proxies

A shareholder has the right to appoint a proxy, who need not be a shareholder of the Company.



If a shareholder has the right to two or more votes, they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise.

The proxy form must be deposited at the registry of the Company, Computershare Investor Services Pty Limited, located at Level 4, 60 Carrington Street, Sydney, NSW 2000, facsimile (within Australia) 1800 783 447 (outside Australia) 03 9473 2555; or at the Company's registered office Adcorp Australia Limited, Level 2, 309 George Street, Sydney, NSW, 2000; facsimile 02 8524 8700, no later than 48 hours before the start of the AGM. Any proxy form received after that time will be invalid for the scheduled meeting.

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### **Explanatory Memorandum**

The notes below are provided to shareholders in relation to resolutions to be proposed at the Annual General Meeting to be held on Monday 19<sup>th</sup> November 2018 at 12.00pm (AEDT)

#### **1. Item 1 - Annual Financial Report**

The Corporations Act requires the following reports in respect of the financial year ended 30 June 2018 to be laid before the Annual General Meeting:

- Financial Report, which includes Financial Statements and Directors Declaration;
- Directors Report, which includes the Remuneration Report; and
- Auditors Report

Members will be given a reasonable opportunity at the AGM to ask questions and make comments on these reports and on the business, operations and management of the Company.

There is no requirement in the Corporations Act for Members to approve the Financial Report, the Directors report (other than the Remuneration report) or the Auditors Report.

#### **2. Resolution 1 – Remuneration Report**

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

*“That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report for the year ended 30 June 2018, as contained in the Annual Report of the Company for the year ended 30 June 2018.”*

The Remuneration Report:

- Explains Adcorp's policy and process for determining the remuneration of its executives and employees
- Addresses the relationship between executive remuneration and Company performance
- Sets out remuneration details for each director and each executive named in the remuneration report for the financial year ended 30 June 2018

The Directors recommend that the shareholders vote in favour of Resolution 1.

S250 (R) (2) of the Corporations Act requires that a company put a resolution to their members that the Remuneration report be adopted. The vote in this is advisory only and does not bind the Company nor the Board. At the prior year's AGM on 24<sup>th</sup> November 2017, the Remuneration Report for the year ended 30 June 2017, was adopted by a resolution of the members.

### 3. Resolution 2 - Re-election of David Morrison as a Director

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

*“That In accordance with the Listing Rules and Adcorp’s Constitution, David Morrison be re-elected as a director of the Company for a further term of three years.”*

#### Explanatory Notes

##### Resolution 2: Rotation and Re-election of Directors:

Clause 12.9 of Adcorp’s constitution requires that at each Annual General Meeting, the following directors automatically retire and are eligible for re-appointment:

- One-third of the directors; and
- Any director who will, at the next AGM, have held the office for more than 3 years


This clause does not apply to the Managing Director or any Alternate Directors.

- Dean Capobianco was re-elected for a further term of three years at the AGM on 15<sup>th</sup> November 2016.
- Ian Rodwell was re-elected for a further term of three years at the AGM on 24<sup>th</sup> November 2017.
- David Morrison now stands for re-election at the AGM on 19<sup>th</sup> November 2018.

David Morrison has over 20 years’ experience in the advertising and marketing industry commencing with TMP Worldwide prior to joining Adcorp in 2003. In his time managing the WA, SA and NT regions, David was responsible for diversifying the services provided by the Company and expanding into new sectors.

This diversification included the formation of Adcorp’s in-house TV production facility that is based in Perth. David has also been instrumental in Adcorp’s push into Government advertising from both a strategic and operational perspective along with the winning and retention of some of our largest corporate clients.

**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

AAU  
 MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030



**Proxy Form**

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**Vote and view the annual report 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: 999999**

**SRN/HIN: I9999999999 PIN: 99999**

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 12.00pm (AEDT) on Saturday 17th November 2018**

**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** →

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**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.



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

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

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I/We being a member/s of Adcorp Australia 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 Annual General Meeting of Adcorp Australia Limited to be held at Grant Thornton, Level 17, 383 Kent Street, Sydney, NSW 2000 on Monday, 19 November 2018 at 12.00pm (AEDT) 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 Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is 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 Resolution 1 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
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of David Morrison as a Director	<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

\_\_\_\_ / \_\_\_\_ / \_\_\_\_