



Perth Markets Limited
ACN 608 334 989
("Company" or "PML")

Notice of meeting of PML Shareholders in respect of the Company General
Meeting
(Company General Meeting)

Notice of Company General Meeting

Notice is hereby given to the shareholders of PML (**PML Shareholders**) of a Company General Meeting to be convened by the board of the Company pursuant to article 8.2 of the PML Constitution.

The Company General Meeting will be held on:

Date: 19 September 2019
Time: 8:30am AWST
Place: Market City Commercial Centre
Level 1, Suite 4, 280 Bannister Road
Canning Vale, Western Australia, 6155

Background

Information about the Company General Meeting is set out in the Scheme Booklet as at 23 August 2019 (annexed to this notice).

Defined terms

Unless indicated otherwise, the terms used in this notice have the same meaning as set out in the Glossary in the Scheme Booklet.

Chair

Mr Derek Noel La Ferla is to act as the chair of the Company General Meeting or, failing him, Mr Dean Prosper Hely.

Quorum

Pursuant to article 9.1 of the PML Constitution the quorum for the meeting of PML Shareholders is at least two PML Shareholders present in person or by proxy, attorney or, in the case of a corporate shareholder, a representative appointed to represent the corporate shareholder at a general meeting of the PML Shareholders in accordance with the Corporations Act.

Business

The business to be conducted at the Company General Meeting is to consider and, if thought fit, approve the unstapling of the PMLT Units from the PML Shares.

Company General Meeting – Resolutions

Company General Resolution

To consider and, if thought fit, to pass the following as a **special resolution** of the Company:

“That, subject to and conditional on, the Company Scheme becoming Effective, the Unstapling of the PML Shares and the PMLT Units in accordance with the terms of the PML Constitution, the PMLT Constitution and the Cooperation and Coordination Deed be approved.”



Derek La Ferla

Chair

23 August 2019

Information for Company security holders

These accompanying annexures form part of this notice and should be read in conjunction with it.

Required majority for Company General Resolution

The Company General Resolution will only be passed if at least 75% of votes cast by PML Shareholders entitled to vote on the resolutions are cast in favour of the resolution.

Eligibility to vote

For the purposes of determining entitlement to vote at the Company General Meeting, the PML Shareholders will be taken to be held by those registered as holders of PML Shares at 9:30am AWST on 17 September 2019. Transactions registered after that time will be disregarded in determining Securityholders' entitlement to vote at the Company General Meeting.

Proxy forms

A proxy form is included with this notice of meeting. A shareholder entitled to attend and vote at the general meeting may appoint no more than two people as that shareholder's proxy to attend and vote for that shareholder at the meeting. A proxy can be an individual or a body corporate and need not be a member.

If a shareholder appoints two proxies, the proxy form may specify the proportion of voting rights each proxy is appointed to exercise on a poll. If no proportions are specified, each proxy may exercise half of the available votes (disregarding fractions) on a poll. If a shareholder appoints two proxies, neither is entitled to vote on a show of hands if more than one proxy attends the meeting.

If you wish to appoint a proxy to attend and vote at the general meeting on your behalf, please complete and lodge the attached proxy form and any authority appointing an attorney either:

- by post to: Perth Markets Limited
280 Bannister Road,
Canning Vale WA 6155
- by fax to: +618 9456 9222
- by email to: pcampbell@perthmarket.com.au.

Your completed proxy form and any authority under which the appointment was signed, or a certified copy of the authority must be received by 8.30am on 17 September 2019. Any proxy received after this deadline (including at the Annual General Meeting) will be invalid.

If the appointment of a proxy specifies the way the proxy is to vote on a particular resolution:

- the proxy is not required to vote on a show of hands, but if the proxy does so, the proxy must vote as directed (subject to any applicable voting exclusions);
- if the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
- if the proxy is not the Chair of the meeting, the proxy need not vote on a poll but if the proxy does so, the proxy must vote as directed (subject to any applicable voting restrictions); and
- if the proxy is the Chair of the meeting, the proxy must vote on a poll and must vote as directed.
- If:
 - a poll has been duly demanded in relation to a proposed resolution; and
 - you have appointed a proxy (other than the Chair of the meeting) and specified the way the proxy is to vote on the resolution; and
 - either the proxy is not recorded as attending the general meeting or attends the general meeting but does not vote on the resolution,

the Chair of the meeting will, before voting on the resolution closes, be taken to be appointed as your proxy for the purposes of voting on that resolution and must vote in accordance with your written direction.

If you appoint the Chair of the meeting as your proxy (including by default) and you do not specify how the proxy is to vote, you expressly authorise the Chair to exercise your proxy. The Chair intends to vote undirected proxies in favour of all resolutions on the agenda for the meeting.

Corporate shareholders may appoint a representative to attend and vote on their behalf by providing him/her:

- an appropriately executed letter or certificate authorising the person to act as the company's representative in accordance with the company's constitution; or
- a copy of the resolution appointing the representative, certified by a company secretary or director of the company.

A representative may be authorised for a single meeting or all meetings of Perth Markets Limited and an authorisation for more than one meeting must be stated on the authorising instrument.

The board of directors of Perth Markets Limited encourages shareholders who are appointing proxies to direct their proxies how to vote on each resolution by crossing either a “For”, “Against”, or “Abstain” box before lodging their proxy form so that their proxy will vote on their behalf in accordance with their instructions.

If you have any queries on how to cast your votes, please contact Perth Markets Limited's Company Secretary, Paul Campbell, on +61 8 9456 9200 or by email to pcampbell@perthmarket.com.au.