



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

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

**Notice of Company Scheme Meeting**

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Notice is hereby given to the shareholders of PML (**PML Shareholders**) of the Company Scheme Meeting by order of the Court made on 23 August 2019 pursuant to section 411(1) of the Corporations Act.

The Company Scheme Meeting will be held on:

**Date:** 19 September 2019

**Time:** 9:30am AWST

**Place:** Market City Commercial Centre  
Level 1, Suite 4, 280 Bannister Road  
Canning Vale, Western Australia, 6155

**Background**

Information about the Company Scheme 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**

The Court has directed that Mr Derek Noel La Ferla is to act as the chair of the Company Scheme 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 considered at the Company Scheme Meeting is to consider and, if thought fit, approve, the company scheme of arrangement under Part 5.1 of the Corporations Act between PML and all PML Shareholders under which all PML Shares will be transferred to PMGL in consideration for PMGL Shares as consideration for their PML Shares on a 1:1 basis together with any alterations or conditions made or required by the Court under section 411(6) of the Corporations Act.

## **Company Scheme Meeting – Resolution**

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### **Company Scheme Resolution**

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

*“That, pursuant to, and in accordance with section 411 of the Corporations Act, the Company Scheme proposed between PML and the PML Shareholders, as contained, and more precisely described in the Scheme Booklet (annexed to this notice of meeting) and of which this notice of meeting forms part, is approved (with or without modification) as approved by the Court.”*



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**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 Scheme Resolution**

In accordance with section 411(4) of the Corporations Act, the Company Scheme will only be binding on the PML Shareholders if the resolution in the notice is passed by:

- (a) a majority in number of the shareholders present (in person, by proxy or by representative) and entitled to vote at the meeting; and
- (b) 75% of the votes cast on the resolution,

and it is approved by the Court.

### **Eligibility to vote**

For the purposes of determining entitlement to vote at the Company Scheme 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 Scheme 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](mailto: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](mailto:pcampbell@perthmarket.com.au)