

**Lodge your vote:**

 **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

CXXURM  
 MR RETURN SAMPLE  
 123 SAMPLE STREET  
 SAMPLE SUBURB  
 SAMPLETOWN VIC 3030

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



**Proxy Form**

**XX**

 **For your vote to be effective it must be received by 6.00pm Tuesday, 26 November 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**

**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.

**Turn over to complete the form** ➔

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View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

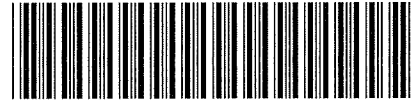
*Your secure access information is:*



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

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.



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IND

## 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 CAP-XX 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 CAP-XX Limited to be held at the CAP-XX Limited offices, Units 9 & 10, 12 Mars Road, Sydney, Australia on Thursday, 28 November 2019 at 6:00pm (AEDT) and at any adjournment or postponement of that meeting.

### 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.

Resolution 1 Election of Mr Bruce Grey as a Director

Resolution 2 Issued Share Capital - Dilution Policy

	For	Against	Abstain
Resolution 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	<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 / /

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Computershare +

**CAP-XX LIMITED**  
**ABN 47 050 845 291**  
**NOTICE OF ANNUAL GENERAL MEETING**

Notice is given an Annual General Meeting of shareholders of CAP-XX Limited will be held at CAP-XX Limited offices, Units 9 & 10, 12 Mars Road, Sydney, Australia, at 6.00 pm (AEDT) on Thursday, 28 November 2019.

**AGENDA**

**BUSINESS**

**1. Consideration of Reports**

To receive and consider the Financial Report, Directors' Report and the Independent Audit Report of CAP-XX Limited for the financial year ended 30 June 2019.

**2. Election of Directors**

**Resolution 1 – Election of Mr Bruce Grey as a Director**

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

*“That Mr Bruce Grey, retiring in accordance with the Company’s Constitution and being eligible for election, be elected as a director of the Company.”*

**3. Dilution Policy**

**Resolution 2 – Issued Share Capital - Dilution Policy**

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

*“That, notwithstanding any issues of securities by the Company during the 12 months prior to the date of this meeting, and notwithstanding the Dilution Policy (as defined in the attached Explanatory Statement) of the Company, the directors of CAP-XX are hereby authorised to exercise all or any of the powers of the Company to issue for cash an aggregate number of securities up to 15% of the entire issued capital of CAP-XX, provided that such authority will expire on the date 12 months after the passing of this resolution”*

**NOTES**

1. Shareholders may listen to the Annual General Meeting by phoning +61 2 8077 0506 (UK +44 330 390 2112) and when prompted keying in Access Code : 886943#. An opportunity will be given also to those shareholders to ask questions. The time for the Meeting equates with 7.00 am (GMT) on Thursday, 28 November 2019.
2. The Explanatory Statement, which accompanies and forms part of this Notice, describes the business to be considered at the Annual General Meeting.
3. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder’s voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
4. The proposed Chairman of the meeting intends to vote undirected proxies in favour of the resolutions.
5. For the determination of voting entitlements, the directors have set a time to determine the identity of those entitled to attend and vote at the meeting. The time is 6.00 pm (AEDT) on Tuesday, 26 November 2019 (48 business hours prior to commencement of the meeting) which equates with 7.00 am (GMT) on Tuesday, 26 November 2019.
6. A proxy form is attached. If required it should be completed, signed and returned to the Company’s registered office or Computershare Investor Services Pty Ltd in accordance with the proxy instructions on that form. This form must be received by 6.00 pm (AEDT) on Tuesday, 26 November 2019 which equates with 7.00 am (GMT) on Tuesday, 26 November 2019.

By Order of the Board

Michael Taylor  
Company Secretary  
Date: 25th October 2019

## EXPLANATORY STATEMENT

The purpose of this Explanatory Statement is to provide shareholders with information that the Board believes to be material to shareholders in deciding whether to approve the resolutions detailed in the Notice.

### Consideration of Reports

The Australian Corporations Act requires that the Financial Report, Directors' Report and the Independent Audit Report be laid before the Annual General Meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on the reports. However, shareholders will be given ample opportunity to raise questions with respect to these reports at the meeting.

### Election of Directors

#### Resolution 1 – Election of Mr Bruce Grey as a Director

Bruce Grey retires in accordance with the Company's Constitution and, being eligible for election, offers himself for election as a director of the Company.

Bruce was appointed as a director on 27 August 2012. His experience, qualifications and special responsibilities are set out on page 10 of the Company's Annual Report.

#### Resolution 2 – Issued Share Capital - Dilution Policy

The Company has in place a dilution policy (**Dilution Policy**) which provides that the Company will not, without the approval of shareholders, issue further securities for cash unless :-

- (i) such issues do not result in the aggregate number of securities issued for cash in the 12 months before the issue date exceeding 15% of the entire issued capital of CAP-XX; or
- (ii) such issues are done by way of a rights issue or offering in favour of all holders of securities.

In the 12 months prior to the date of Annual General Meeting, CAP-XX has issued a total of 762,066 shares for cash, representing 0.2 % of its current entire issued capital.

The effect of Resolution 2 is to ratify these prior issues of shares such that they will not be counted towards the 15% limit for the purposes of the dilution policy and to "reset" or refresh the 15% annual limit effective as at the date the resolution is passed.

If Resolution 2 is not passed, then CAP-XX's 15% issue capacity under the Dilution Policy will not be refreshed, which will restrict CAP-XX's ability to issue securities or seek funding by way of capital raisings over the next 12 months.

CAP-XX currently has no plans to raise additional capital but the Board believes the ability to place shares provides CAP-XX with financing flexibility.

