





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

## Need assistance?

 **Phone:**  
1300 855 080 (within Australia)  
+61 3 9415 4000 (outside Australia)

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



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **6:00pm (AEDT) on Monday, 25 October 2021.**

# Proxy Form

## 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.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form: **XX**

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



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

MR SAM SAMPLE  
FLAT 123  
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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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I ND

## 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 CAP-XX Limited offices, Unit 1, 13A Stanton Road, Seven Hills, Sydney, Australia on Wednesday, 27 October 2021 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.

	For	Against	Abstain
Resolution 1 Election of Mr Bruce Grey as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Issued Share Capital - Dilution Policy	<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.

### Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

#### Update your communication details (Optional)

Mobile Number  Email Address   
By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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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, Unit 1, 13A Stanton Road, Seven Hills, Sydney, Australia, at 6.00 pm (AEDT) on Wednesday, 27 October 2021.

**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 2021.

**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 +44 333 015 4195) 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 8.00 am (GMT) on Wednesday, 27 October 2021.
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 Monday, 25 October 2021 (48 business hours prior to commencement of the meeting) which equates with 8.00 am (GMT) on Monday, 25 October 2021.
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 Monday, 25 October 2021 which equates with 8.00 am (GMT) on Monday, 25 October 2021.

By Order of the Board

Michael Taylor  
Company Secretary  
Date: 25th September 2021

## 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 11 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.

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.

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MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SURBURB  
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in CAP-XX Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

CAP-XX Limited

