

**Print Mail Logistics  
Limited**

Tasmanian Technopark  
33 Innovation Drive  
Dowsing Point, Hobart TAS  
7010

ACN: 103 116 856

[www.pml.com.au](http://www.pml.com.au)



# Print Mail Logistics Limited

## **Notice of 2018 Annual General Meeting**

Explanatory Statement | Proxy Form

20 November 2018

**3:00PM AEDT**

**Address**

Tech 3 Building, Tasmanian Technopark, 33 Innovation  
Drive, Dowsing Point Tasmania 7010

This Notice of Meeting should be read in its entirety.  
If Shareholders are in doubt as to how they should  
vote, they should seek advice from their professional  
advisers prior to voting.

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# Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 3:00pm AEDT on 20 November 2018 at: Tech 3 Building, Tasmanian Technopark, 33 Innovation Drive, Dowsing Point, Tasmania 7010.

## Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

## Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

## Voting by proxy

To vote by proxy, please use one of the following methods:

1. Lodge the Proxy Form online at <https://investor.automic.com.au/#/loginsah> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form.
2. Complete and sign the enclosed Proxy Form and return the form:
  - (a) by post to:  
Automic, GPO Box 5193, Sydney NSW 2001; or
  - (b) by hand to:  
Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
  - (c) by fax to: (02) 8583 3040

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

## Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

## Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

# Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Print Mail Logistics Limited ACN 103 116 856 will be held at 3:00pm AEDT on 20 November 2018 at Tech 3 Building, Tasmanian Technopark, 33 Innovation Drive, Dowsing Point, Tasmania 7010 (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 3:00pm AEDT on 18 November 2018. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

## Agenda

### Ordinary business

#### Financial statements and reports

*"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2018 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."*

**Note:** This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

# Resolutions

## Part A: Remuneration Report

### 1. **Resolution 1** – Adoption of Remuneration Report

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

*“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2018.”*

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company.

**Voting Exclusion Statement:** In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as **Restricted Voter**). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

## Part B: Re-election of Directors

### 2. **Resolution 2** – Re-election of Stuart Percy as Director

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

*"That Stuart Percy, a Director who retires by rotation in accordance with clause 17.1 of the Company's Constitution and being eligible offers himself for re-election as a Director of the Company, effective immediately."*

## Part C: Withdrawal of Listing on the National Stock Exchange of Australia

### 3. **Resolution 3** - Withdrawal of Listing on the National Stock Exchange of Australia

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

*"That for the purposes of NSX Listing Rule 2.25, the Directors of the Company are authorised to withdraw the listing of the Company on the National Stock Exchange."*

**Note:** For this resolution to be passed, at least 75% of the votes cast must be in favour.

## Part D: Conditional Spill Resolution

### 5. Resolution 4 - Conditional Spill Resolution

The following resolution is conditional on at least 25% of the votes cast on Resolution 1 (Adoption of Remuneration Report) of this Notice of Meeting being against the adoption of the Remuneration Report.

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

*"That, subject to and conditional on at least 25% of the votes cast on Resolution 1 of this Annual General Meeting (Adoption of Remuneration Report), being cast against that resolution:*

- (a) an extraordinary general meeting (**Spill Meeting**) of the Company be held within 90 days after the passing of this resolution;*
- (b) all of the Directors of the Company in office at the time when the Board resolution to make the Directors' Report for the financial year ended 30 June 2018 was passed (other than the managing director), and who remain Directors at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices will be vacated immediately before the end of the Spill Meeting to be put to the vote of Shareholders at the Spill Meeting."*

**Voting Exclusion Statement:** In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 4 by or on behalf of a Restricted Voter. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 4; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the chair and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 4 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote against Resolution 4. If you do not want your vote exercised against Resolution 4, you should direct the person chairing the meeting to vote "for", or to abstain from voting on, this Resolution.

#### BY ORDER OF THE BOARD

Andrew Whitten

Company Secretary

# Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 3:00pm AEDT on 20 November 2018 at Tech 3 Building, Tasmanian Technopark, 33 Innovation Drive, Dowsing Point Tasmania 7010.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

## Agenda

### **Ordinary business**

#### Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2018 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at [www.pml.com.au](http://www.pml.com.au).

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.



## Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by 13 November 2018.

# Resolutions

## Part A: Remuneration Report

### Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <http://www.pml.com.au/about/financial/>.

At last year's 2017 Annual General Meeting, the resolution to adopt the remuneration report as contained in the 2017 Annual Financial Report, was not passed by Shareholders of the Company. Accordingly, the Company received a "first strike".

If the votes cast against Resolution 1 of this Notice of Meeting (which is to adopt the Remuneration Report as contained in the Annual Financial Report) are again at least 25% of the total votes cast, the Company will receive a "second strike". If the Company receives two strikes, it is required to put a resolution (**Spill Resolution**) to the meeting to determine whether the Company's Directors (who were in office at the time the Directors' Report was approved, excluding the managing director) will need to stand for re-election at an extraordinary general meeting (**Spill Meeting**) which is to be held within 90 days of the passing of the Spill Resolution.

Accordingly, as the Company has received a "first strike", this Notice of Annual General Meeting includes a "conditional" resolution (Resolution 4 of this Notice of Meeting), which serves as the "Spill Resolution". Resolution 4 will only be put to Shareholders and voted on at this AGM if, based on the formal results of the poll, it is evident that the Company has received a "second strike".

Further details of the "conditional" Resolution 4 is set out in the Explanatory Statement to Resolution 4 of this Notice of Meeting.

The Company's response to the "first strike" was to engage with Shareholders of the Company to discuss their concerns.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

## **Voting**

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed him to vote in accordance with his stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

## **Part B: Re-election of Director**

### **Resolution 2 – Re-election of Stuart Percy as Director**

The Company's Constitution requires that a one third of the Directors (other than any Managing Director) or, if their number is not a multiple of three, then the number nearest to but not less than one third) must retire at each annual general meeting. In addition, a Director (other than a Director who is a Managing Director) must retire from office at the conclusion of the third annual general meeting after which the Director was elected or re-elected. The Directors to retire are the Directors (or Director) longest in office since last being elected.

A Director who retires by rotation under clause 17.1 of the Company's Constitution is eligible for re-election pursuant to clause 17.2 of the Company's Constitution. Under this Resolution, Mr Percy retired by rotation and seeks re-election at this AGM.

Stuart Percy was last re-elected as a Director at the 2016 Annual General Meeting of the Company.

Mr Percy is a senior solicitor admitted in both New South Wales and Queensland with experience in various areas of law including commercial, commercial litigation and legal structures.

He has practised on his own account for over 30 years in both New South Wales and Queensland and has had experience in both rural and city practices.

He has a keen interest in business and the development of start-ups and financing for businesses developing new technology and practices in a changing business environment.

#### **Directors' recommendation**

The Directors (excluding Mr Percy) recommend that Shareholders vote for this Resolution.

## **Part C: Withdrawal of Listing on the National Stock Exchange of Australia**

### **Resolution 3 – Withdrawal of Listing on the National Stock Exchange of Australia**

The business considered under this Resolution 3 will, if approved by Shareholders of the Company, result in the delisting of the Company from the NSX.

The Board believes it is in the interests of the Company and its Shareholders to seek the withdrawal of the Company from the official list of the NSX. Upon withdrawal, the Company's shares will cease altogether to be quoted by NSX and will not be able to be traded through the market operated by NSX.

The predominant factors which have resulted in the Board seeking Shareholder approval for the delisting of the Company at this AGM are as follows:

- (a) The delisting of the Company will result in the Company being able to realise immediate and significant saving on NSX fees (and associated professional fees) and management time relevant to a NSX listed entity;
- (b) Based on this historical and recent share trading of the Company on the NSX, the listing of the Company's shares on NSX provides minimal liquidity for the Shares in the Company; and
- (c) In the opinion of the Board, the continued listing of the Company's Shares on NSX provides little or no benefit to the Company or its Shareholders.

In deciding to put the delisting proposal under this Resolution to Shareholders, the Board has carefully considered what it regards are the actual and potential advantages and disadvantages to this proposal discussed below.

#### **Advantages**

##### **(a) Lack of a liquid market for the Company's shares**

Since listing on the NSX on 23 November 2009, the Company has experienced very low levels of liquidity and the Directors consider that market liquidity for the Company's shares is unlikely to improve in the short to medium term. As a result, the Board understands that in order to gain liquidity, certain Shareholders may have resorted to trading off-market, which has led the Board to question whether the continued listing on NSX provides any real benefit to the Company or its Shareholders. The Board notes that if this Resolution is approved by Shareholders of the Company, as an unlisted Company, Shareholders will retain the opportunity to trade off-market with one another, or other investors.

##### **(b) Cost of public listing**

The Company incurs significant costs specific to a listed entity including payment of NSX annual fees. In addition, there are indirect costs associated with the need to devote significant management time attending to listing related matters which could be directed elsewhere if the Company was unlisted. Although the Board has considered alternatives to the current delisting proposal, the Board has concluded that delisting from the NSX provides the most optimal way forward for the Company and its Shareholders.

#### **Disadvantages**

There are a number of potential disadvantages to Shareholders if the Company is delisted from the NSX and is converted to a public unlisted company including the following, which is not an exhaustive list:

##### **(a) Inability to trade the Company's shares**

If the Company is unlisted, shareholders will no longer have the ability to buy and sell Shares on the NSX. This means that there will no longer be a readily accessible market and mechanism to

buy and sell the Company's Shares. Shares will only be able to be sold by way of private transaction. There will be difficulties finding a buyer for Shares if shareholders wish to sell them.

**(b) Removal of NSX Listing Rules Protection**

The NSX Listing Rules will cease to apply to the Company once delisted and Shareholders will not have the benefit of protections inherent in the NSX Listing Rules, and benefits associated with being a Shareholder of a listed entity. These include rules and/or restrictions relating to:

- (i) Corporate governance practices, which is typically assessed at a higher standard for listed entities compared to unlisted public companies;
- (ii) Continuous disclosure obligations, which includes public and immediate disclosures on issuing of shares and other securities (Listing Rule 6);
- (iii) The ability of the Company in certain circumstances to issue more than 15% of its existing capital in a 12 month period (Listing Rule 6.25);
- (iv) Acquiring or disposing of substantial assets from or to, or the issue of securities in the Company to, related parties of the Company (Listing Rules 6.43); and
- (v) Making significant changes to the nature or scale of the Company's activities (Listing Rule 6.34).

**(c) Restriction on Public Capital Raising**

If the Company is unlisted, there may be limitations on the Company's ability to efficiently and effectively raise funds. This may impact the Company's operations, business and financials, which may in turn adversely affect the value of shares in the Company or price at which capital may be raised. Fundraising alternatives without the issue of a prospectus such as a rights issue or a share purchase plan are not available to unlisted companies. As an unlisted entity, the Company may raise funds without a prospectus by way of placement in the usual fashion such as to sophisticated or professional investors. In such circumstances those investors may not on-sell their shares to retail investors within 12 months of subscribing for their shares, thereby discouraging certain potential investors.

**Professional Advice**

If you have any doubt or do not understand this Resolution, it is strongly recommended that you seek advice from a solicitor or other professional advisor.

**Recommendation**

The Directors believe that the benefits of the resolution outweigh the potential disadvantages and therefore believe that the proposals are in the best interests of Shareholders. The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

## Part D – Conditional Spill Resolution

### Resolution 4 – Conditional Spill Resolution

**This Resolution is a “conditional” resolution. Even if this Resolution 4 is passed, it will only become effective if, based on the formal results of the poll, it is clear that 25% or more of the votes cast on Resolution 1 are cast against the adoption of the Remuneration Report.**

This Resolution 4 will be considered an ordinary resolution, which means that, to be passed, the Resolution requires the approval of a simple majority of the votes cast by or on behalf of Shareholders entitled to vote on the matter.

If this Resolution 4 is passed and becomes effective based upon the results of the poll on Resolution 1, then the Company must hold a Spill Meeting within 90 days after this AGM to consider the composition of the Board. If a Spill Meeting is required, the date of the Spill Meeting will be notified to Shareholders in due course.

If a Spill Meeting is held, the following Directors (**Relevant Directors**) will automatically cease to hold office as Directors of the Company at the conclusion of the Spill Meeting, unless they are willing to stand for re-election and are re-elected at that Spill Meeting:

- (a) Mr Luis Garcia, Non-Executive Director; and
- (b) Mr Stuart Percy, Non-Executive Director.

Mr Stuart Percy is seeking re-election at this Annual General Meeting under Resolution 2 of this Notice of Meeting. In the event that Resolution 2 is passed by Shareholders of the Company, but a Spill Meeting is held, he will need to be re-elected at the Spill Meeting to remain in office after the Spill Meeting.

#### **Directors’ recommendation**

The Directors unanimously recommend that Shareholders vote **against** the Resolution 4.

The Board considers that a Spill Meeting would be extremely disruptive to the Company and that it would be inappropriate to remove all the Relevant Directors in the circumstances. The Board also notes that Shareholders can remove a Director by a majority Shareholder vote at any general meeting and for any reason.

#### **Voting**

Note that a voting exclusion applies to Resolution 4 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 4 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed him to vote in accordance with his stated intention to vote against Resolution 4.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

## Enquiries

Shareholders are asked to contact the Company’s Share Registry on 1300 288 664 (inside Australia) or +61 (0)2 9698 5414 (outside Australia) if they have any queries in respect of the matters set out in these documents.

# Glossary

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

**Annual Financial Report** means the 2018 Annual Report to Shareholders for the period ended 30 June 2018 as lodged by the Company with NSX on 28 September 2018.

**Annual General Meeting** or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

**ASIC** means Australian Securities and Investment Commission.

**Auditor's Report** means the auditor's report of 2018 dated 28 September 2018 as included in the Annual Financial Report.

**Board** means the current board of Directors of the Company.

**Business Day** means a day on which trading takes place on the stock market of NSX.

**Chair** means the person chairing the Meeting.

**Closely Related Party** of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

**Company** means Print Mail Logistics ACN 103 116 856.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

**Director** means a current director of the Company.

**Directors' Report** means the report of Directors as included in the Annual Financial Report.

**Dollar** or "**\$**" means Australian dollars.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**KMP** means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting dated 15 October 2018 including the Explanatory Statement.

**NSX** means NSX Limited ACN 000 902 063 or the financial market operated by it, as the context requires, of 1 Bligh Street, Sydney, NSW 2000.

**NSX Listing Rules** or **Listing Rules** means the official NSX Listing Rules of the NSX and any other rules of the NSX which are applicable while the Company is admitted to the official list of the NSX, as amended or replaced from time to time, except to the extent of any express written waiver by the NSX.

**Ordinary Resolution** means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Remuneration Report** means the remuneration report as set out in the Annual Financial Report.

**Resolutions** means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

**Restricted Voter** means a member of the Company's KMP and any Closely Related Parties of those members.

**Securities** mean Shares and/or Options (as the context requires).

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

**Share Registry** means Automic Pty Ltd ACN 152 260 814.

**Special Resolution** means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Spill Meeting** means the meeting that will be convened within 90 days of the 2019 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2019 AGM.

**Spill Resolution** means the resolution required to be put to Shareholders at the 2019 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2019 AGM.



Print Mail Logistics Limited | ABN 14 103 116 856

# AGM Registration Card

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

## Vote by Proxy: PNT

Your proxy voting instruction must be received by **3.00pm (AEDT) on 18 November 2018**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/login>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of the Proxy Voting Form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of documents getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been received. It also allows you to amend your vote if required.



### SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

#### YOUR NAME AND ADDRESS

The name and address shown above is as it appears in the Company's share register. If this information is incorrect, and you have an individual holding, you must sign this form as follows in the spaces provided. Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

#### VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate. A proxy must not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

#### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxy who does not vote on a poll at the Meeting will default to the Chairman of the Meeting who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

#### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

#### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

#### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided.

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all of the Shareholders 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 Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

#### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

#### ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

#### POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



