

15 October 2018

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2018 Annual General Meeting of shareholders of NAOS Small Cap Opportunities Company Limited (ACN 107 617 381) (the "Company") will be held as follows:

Date: Thursday, 15 November 2018  
Time: 12:00pm (Sydney time)  
Venue: Morgans  
Level 21, Aurora Place,  
88 Phillip Street, Sydney, NSW, 2000

### ITEMS OF BUSINESS

#### 1. Financial Statements and Report

To receive and consider the Financial Report of the Company and the reports of the Directors and Auditor for the period 1 July 2017 to 30 June 2018.

*Note: There is no requirement for shareholders to approve these reports.*

#### 2. Remuneration Report

Resolution 1: To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*"The Company adopts the Remuneration Report as set out in the Directors' Report for the period 1 July 2017 to 30 June 2018."*

#### Voting Exclusion Statement

The Company will disregard any votes cast (in any capacity) on this resolution by or on behalf of:

- A member of the Key Management Personnel of the Company ("KMP") as disclosed in the Company's Remuneration Report; and
- A closely related party of those persons (such as close family members and any companies the person controls), unless the vote is cast as proxy for a person who is entitled to vote, and:

However, the Company will not disregard a vote if:

- It is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- It is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

### 3. Re-election of Director – Mr Trevor Carroll

Resolution 2: To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*“That Mr Trevor Carroll who retires in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”*

Notes:

- (a) The non-candidate directors unanimously support the re-election of Mr Trevor Carroll.
- (b) The Chair of the Meeting intends to vote available proxies in favour of the re-election of Mr Trevor Carroll.

### 4. Election of Director – Mr David Rickards

Resolution 3: To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*“That Mr David Rickards, in accordance with the Constitution and being eligible for election, be elected as a Director of the Company.”*

Notes:

- (a) The non-candidate directors unanimously support the election of Mr David Rickards.
- (b) The Chair of the Meeting intends to vote available proxies in favour of the election of Mr David Rickards.

### 5. Appointment of Auditor

Resolution 4: To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*That, subject to ASIC consenting to the resignation of the current auditor (Pitcher Partners), Deloitte, having given its consent to act and having been duly nominated by a member of the Company to act as auditor in accordance with sections 328A(1) and 328B(1) respectively, be appointed as the auditor of the Company.”*

## INFORMATION FOR SHAREHOLDERS

### Entitlement to attend and vote

For the purposes of the meeting and in accordance with section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Board has determined that the shareholders entitled to attend and vote at the meeting will be those persons who are recorded on the Company's register of Shareholders at 7:00pm (Sydney time) on 13 November 2018. Share transfers registered after that time will be disregarded in determining the shareholders entitled to attend and vote at the meeting.

### Appointing a proxy

A shareholder entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote in his/her stead.

A proxy holder need not be a shareholder of the Company.

If the shareholder appoints two (2) proxies, the shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the votes. If the specified proportion or numbers of votes exceed that which the shareholder is entitled to, each proxy may exercise half of the shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

Proxies must be:

- (a) Lodged online;
- (b) Lodged by posting them or delivering them by hand to the address specified below; or
- (c) Received at the fax number specified below.

Proxies must also be received not later than 48 hours before the meeting (being 12:00pm (Sydney time) on 13 November 2018).

Online: <https://www.votingonline.com.au/nscagm2018>

Address: Boardroom Pty Limited  
Level 12  
225 George Street  
Sydney NSW 2000

Postal address: Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001

Fax number: +612 9290 9655

A form of proxy is provided with this Notice.

#### **Undirected proxies and Chairman's voting instructions**

If you return your proxy form but do not nominate a proxy, the Chairman will be your proxy and will vote on your behalf as you direct on the proxy form. If your nominated representative does not attend the Meeting then your proxy will revert to the Chairman and he will vote on your behalf as you direct on the proxy form. If a proxy is not directed how to vote on an item of business or any Resolution, the proxy (including, if applicable, the Chairman) may vote, or abstain from voting, as he/she thinks fit. If you appoint the Chairman as your proxy (including appointment by default) and do not direct them how to vote on a Resolution, they will vote your proxy in favour of the item of business even if the Chairman has an interest in the outcome of that Resolution and votes cast by the Chairman, other than as proxy holder, would be disregarded because of their interest.

#### **Explanatory Statement**

Please read the enclosed Explanatory Statement for an explanation of the items of business set out in the Notice.

By order of the Board



Trevor Carroll  
Independent Chairman

## EXPLANATORY NOTES

This document forms part of the Notice of the 2018 Annual General Meeting of NAOS Small Cap Opportunities Company Limited (ACN 107 617 381) (the “**Notice**”). Defined terms used in these Explanatory Notes have the same meaning given to them in the Notice.

### Item 1: Financial Statements and other Reports

This item allows members the opportunity to consider the Financial Statements, Directors’ Report and Auditor’s Report of the Company. Section 317 of the Corporations Act 2001 requires each of the Financial Report (which includes the Financial Statements and Directors’ Declaration), the Directors’ Report and the Auditor’s Report for the last financial year to be laid before the Annual General Meeting.

There is no requirement for these reports to be formally approved by shareholders.

The reports referred to in Item 1 of the Notice of Annual General Meeting are included in the Annual Report sent to shareholders who have requested to receive a copy. If you have not elected to receive a hard copy of the Company’s 2018 Annual Report, it can be accessed on the Company’s website at <http://www.naos.com.au>

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and comment on these reports and on the business, operations and management of the Company.

### Item 2: Remuneration Report

Resolution 1 provides members the opportunity to vote on the Company’s Remuneration Report.

The Company’s Remuneration Report to shareholders forms part of the Company’s Directors’ Report for the year ended 30 June 2018. Section 250R of the Corporations Act, 2001 (Cth) requires a listed company to put a resolution to its shareholders to adopt its Remuneration Report.

The Remuneration Report is submitted to shareholders for their consideration and adoption by way of a non-binding resolution. The vote on this resolution is advisory only and does not bind the Directors or the Company.

The Directors will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting when reviewing the Company’s remuneration policies.

However, if the Company’s Remuneration Report receives a ‘no’ vote of 25% or more at two consecutive Annual General Meetings, a resolution must then be put to shareholders at the second Annual General Meeting as to whether another meeting should be held (within 90 days) at which all Directors (except the Company’s Managing Director) who were in office at the date of approval of the applicable Directors’ Report must stand for re-election.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and comment on the Remuneration Report for the year ended 30 June 2018.

At the 2017 Annual General Meeting of the Company’s members, the Company’s shareholders approved the Company’s Remuneration Report for the period 1 July 2016 to 30 June 2017. The Company did not receive a ‘no’ vote of 25% or more in relation to that report at that meeting.

The Directors unanimously recommend that shareholders vote in favour of Resolution 1, noting that each Director has a personal interest in his or her own remuneration from the Company.

The Chair of the Meeting will be a member of the key management personnel, details of whose remuneration is included in the Remuneration Report. You should be aware that the Chair of the Meeting intends to vote undirected proxies in favour of the adoption of the Remuneration Report.

By appointing the Chair of the Meeting to be your proxy, you expressly authorise the Chair of the Meeting to exercise your proxy in relation to Resolution 1 (including an undirected proxy) even though the Chair of the Meeting is a member of the key management personnel.

A shareholder may appoint the Chair of the Meeting as proxy with a direction to cast the votes contrary to the Chair's stated voting intentions, or to abstain from voting on that resolution. The chair will vote all available proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

### **Item 3: Re-election of Director – Mr Trevor Carroll**

The Company's Constitution requires one third of the Company's Directors or the number nearest to one-third, to retire at every annual general meeting. It also requires that the Company's longest serving Directors since the last election or re-election, retire at that meeting. The Constitution also provides that a retiring Director is eligible for re-election as a Director, so long as they satisfy the eligibility requirements to serve in that office.

Resolution 2 provides for the re-election of Mr Trevor Carroll as a Director of the Company in accordance with the Company's Constitution.

At this Annual General Meeting, Mr Trevor Carroll is retiring from office in accordance with the Company's Constitution. Mr Carroll is eligible to stand for election as a Director of the Company and is seeking re-election to that office. Details of Mr Carroll's qualifications and experience are outlined as follows:

#### Mr Trevor Carroll:

Trevor Carroll has been an independent director of the Company since 27 March 2017 and was appointed independent chairman on 26 October 2017. Trevor was formerly Australian and New Zealand CEO of Electrolux Home Products. With over 30 years' experience in consumer-focused Product Strategy, Brand Marketing and Manufacturing, Trevor's experience extends to the membership of the Electrolux Global Product Council responsible for Product Development worldwide. Following retirement as CEO, Trevor undertook a role in Shanghai advising Electrolux China on Product Strategy. In recent years Trevor has been a Director of The Good Guys, Fusion Retail Brands, Big Sister Food Group and Crane Group. He is an emeritus member of the Australian Industry Group Board, where he was National President between 2006 and 2008. Trevor holds a Bachelor of Commerce from Canterbury University (NZ).

The Directors (excluding Mr Carroll) unanimously recommend that shareholders vote in favour of Resolution 2.

#### Item 4: Election of Director – Mr David Rickards

On 28 February 2018, the Company made an announcement to the ASX in relation to the appointment of Mr David Rickards as a Director of the Company. Mr Rickards' appointment requires shareholder approval at this Meeting.

Resolution 3 provides for the election of Mr David Rickards as a Director of the Company in accordance with the Company's Constitution. Mr Rickards is eligible to stand for election as a Director of the Company and is seeking election to that office. Details of Mr Rickards' qualifications and experience are outlined as follows:

##### Mr David Rickards

David Rickards was appointed as director of the Company on 28 February 2018. David is also an independent director and independent chairman of NAOS Emerging Opportunities Company Limited (ASX:NCC) and of NAOS Ex-50 Opportunities Company Limited (ASX:NAC). David is Co-Founder of Social Enterprise Finance Australia (SEFA) and up until recently was a Director and Treasurer of Bush Heritage Australia.

Mr Rickards has over 25 years of equity markets experience, most recently as an Executive Director at Macquarie Group where David was head of equities research globally, as well as equity strategy since 1989 until he retired in mid-2013. David was also a Consultant for the financial analysis firm, Barra International.

David holds a Masters of Business Administration majoring in Accounting and Finance from the University of Queensland as well as two Bachelor degrees, one in Engineering (Civil and Structural) from the University of Sydney, and a Bachelor's degree in Science (Pure Mathematics and Geology).

The Directors (excluding Mr Rickards) unanimously recommend that shareholders vote in favour of Resolution 3.

## Item 5: Appointment of Auditor

Resolution 4 provides for the appointment of Deloitte as the Company's auditor, subject to ASIC consenting to the retirement of Pitcher Partners, the Company's current auditor. Pitcher Partners has agreed to resign as auditor with effect from the date of this Meeting and has formally notified the Company of the resignation.

The Board recommends the appointment of Deloitte as the new auditor of the Company.

Section 328B(1) of the Corporations Act 2001 (Cth) requires that written notice of nomination of a new auditor be received from a member of the Company. The Company has received such a nomination from Mr Sebastian Evans, who is a member of the Company. Mr Evans is also a Director of the Company. As required by the Corporations Act 2001 (Cth), a copy of this nomination is set out below:

24 September 2018

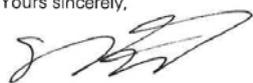
Attention: The Directors  
NAOS Small Cap Opportunities Company Limited  
Level 34, MLC Centre  
19 Martin Place  
Sydney, NSW, 2000

Dear Directors,

Re: Notice of nomination of auditor

In accordance with section 328B(1) of the Corporations Act 2001 (Cth), I, Sebastian Evans, being a member of NAOS Small Cap Opportunities Company Limited (Company), hereby nominate Deloitte to be appointed as the auditor of the Company at the Annual General Meeting of the Company to be held on 15 November 2018.

Yours sincerely,



Sebastian Evans

If Resolution 4 is passed, the appointment of Deloitte as the Company's auditor will take effect at the close of this Meeting.

The Directors unanimously recommend that shareholders vote in favour of Resolution 4.

You should be aware that the Chair of the Meeting intends to vote undirected proxies in favour of the resolution.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

☎ **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 12:00pm (Sydney Time) on Tuesday, 13 November 2018.**

### 🖥️ TO VOTE ONLINE

- STEP 1: VISIT <https://www.votingonline.com.au/nscagm2018>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3: Enter your Voting Access Code (VAC):

### 📱 BY SMARTPHONE



Scan QR Code using smartphone QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.  
If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **12:00pm (Sydney Time) on Tuesday, 13 November 2018.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** <https://www.votingonline.com.au/nscagm2018>
- ☎ **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **NAOS Small Cap Opportunities Company Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Morgans, Level 21, Aurora Place, 88 Phillip Street, Sydney NSW 2000 on Thursday, 15 November 2018 at 12:00pm (Sydney Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**STEP 2 VOTING DIRECTIONS**

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

	For	Against	Abstain*
Resolution 1 To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 To re-elect Mr Trevor Carroll as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 To elect Mr David Rickards as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 To appoint Deloitte as auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2018