



CPT GLOBAL LIMITED NOTICE OF MEETING


2018 ANNUAL GENERAL MEETING

Wednesday, 28 November 2018, 11:30am (Australian Eastern Daylight Time)

Office of Boardroom Pty Limited

Level 7, 333 Collins Street, Melbourne, Victoria 3000

For personal use only

 +61 3 9684 7900

 Info@cptglobal.com

 www.cptglobal.com

CPT Global Limited ABN 16 083 090 895 October, 2018



ANNUAL GENERAL MEETING AGENDA

WEDNESDAY, 28 NOVEMBER 2018

10:30am	Registration opens
11:30am	Annual General Meeting commences: <ul style="list-style-type: none">• Welcome to shareholders – Chairman• Managing Director's presentation• Items of Business

Please join the Chairman, Mr. Fred Grimwade, the Directors and senior executives of CPT for a light lunch after the Annual General Meeting.

CONDUCT OF BUSINESS AT THE MEETING

The Annual General Meeting is an important event and we encourage shareholders to actively participate.

Important information about the meeting and the conduct of the meeting is set out within this document and we encourage all shareholders to read it thoroughly and carefully.

DISCUSSION AND ASKING QUESTIONS

Discussion will take place on all items of business to be considered at the Meeting. Information on the items of business can be found below in the Notice of Meeting and Explanatory Notes.

Shareholders will have a reasonable opportunity to ask questions at the Annual General Meeting, including the opportunity to ask questions of the Auditor.

To ensure that all shareholders who wish to ask a question have the opportunity, shareholders are requested to observe the following guidelines:

- please keep questions brief and relevant to the item of business being discussed; and
- if you have more than one question, please ask all questions at once.

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Questions can be sent by email to investorservices@cptglobal.com. We will attempt to

address questions submitted in advance during the Managing Director's presentation.

Directors and senior executives will also be available after the Meeting.

2018 ANNUAL REPORT

The Annual Report provides detailed financial data and information on CPT Global Limited's consolidated performance as required to comply with applicable regulatory requirements.

It is available at www.cptglobal.com/investor-centre in the financial reports section or by calling the Share Registrar on 1300 737 760 (within Australia) and +61 2 9290 9600 (overseas investors) to request a hard copy

CPT INVESTOR CENTRE

Shareholders can view information on our website: www.cptglobal.com/investor-centre. Documents can be viewed on line or downloaded.

COMMUNICATING WITH INVESTORS

We are committed to keep shareholders informed between Annual General Meetings and we encourage all shareholders to register online with InvestorServe so you can securely manage your investment and communication preferences online. You can register with InvestorServe at www.investorserve.com.au.

InvestorServe is a service provided by our Share Registrar Boardroom.



NOTICE OF 2018 ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at Boardroom Pty Limited, Level 7, 333 Collins Street, Melbourne, Victoria 3000 on Wednesday 28th November 2018 at 11:30am (AEDT).

BUSINESS

1. ANNUAL REPORTS

To consider the Annual Report, Financial Report and the Reports of the Directors and of the Auditor for the year ended 30 June 2018.

2. ADOPTION OF THE REMUNERATION REPORT

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

"To adopt the Company's remuneration report and the report forming part of the directors' report for the financial year ended 30 June 2018".

The vote on this item is advisory only.

3. RETIREMENT OF DIRECTOR

Mr Alan Baxter is retiring in accordance with the Company's Constitution and is not offering himself for re-election as a Director.

4. ELECTION OF BOARD ENDORSED CANDIDATE

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

"That Mr Nigel Sandiford, having been appointed a Non-Executive Director of the Company on 1 October 2018 and being required to retire from office in accordance with rule 8.1(d)(1) of the Company's constitution, being eligible and having offered himself for re-election, be elected as a director of the Company (to take effect from the conclusion of the Company's 2018 annual general meeting)".

5. APPROVE THE CPT EMPLOYEE EQUITY PLAN

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

"That, for the purposes of ASX listing rules 7.1 and 7.2 Exception 9, section 200B of the Corporations Act (Cth) and for all other purposes, shareholders approve the CPT Employee Equity Plan".

6. CANCELLATION OF PERFORMANCE SHARE GRANTS

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

"That the performance share grants approved by members at the 2017 AGM for the achievement of performance objectives in the 2018 and 2019 financial years be cancelled".

7. GRANT OF PERFORMANCE RIGHTS TO DIRECTORS

(a) GRANT TO MR FRED GRIMWADE

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

"That, for the purpose of ASX listing rule 10.14, sections 200B and 200E of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the Company to grant to the Company's Chairman, Mr Fred Grimwade, 75,000 Performance Rights under the CPT Employee Equity plan on the terms set out in, and provide Mr Grimwade the benefits described in, the Explanatory Notes to this Notice of Meeting"

(b) GRANT TO MR NIGEL SANDIFORD

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

"That, for the purpose of ASX listing rule 10.14, sections 200B and 200E of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the Company to grant to the Company's Non-Executive Director, Mr Nigel Sandiford, 75,000 Performance Rights under the CPT Employee Equity plan on the terms set out in, and provide Mr Sandiford the benefits described in, the Explanatory Notes to this Notice of Meeting"

(c) GRANT TO MR GERRY TUDDENHAM

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

"That, for the purpose of ASX listing rule 10.14, sections 200B and 200E of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the Company to grant to the Company's Managing Director, Mr Gerry

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Tuddenham, 300,000 Performance Rights under the CPT Employee Equity plan on the terms set out in, and provide Mr Tuddenham the benefits described in, the Explanatory Notes to this Notice of Meeting”.

8. NON-EXECUTIVE DIRECTOR REMUNERATION CAP

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

“That, for the purposes of ASX listing rule 10.17, the total aggregate remuneration for Non-executive Directors be increased to \$300,000 on the terms set out in the Explanatory Notes to this Notice of Meeting”.

VOTING RESTRICTIONS

CORPORATIONS ACT

VOTING RESTRICTIONS FOR ITEM 2 (REMUNERATION REPORT), ITEM 5 (ADOPTION THE CPT EMPLOYEE EQUITY PLAN), ITEM 6 (CANCELLATION OF PERFORMANCE SHARE GRANTS), ITEM 7 (GRANT OF PERFORMANCE RIGHTS) AND ITEM 8 (NON-EXECUTIVE DIRECTOR REMUNERATION POOL)

In accordance with the Corporations Act, the Company is required to disregard any votes cast on agenda item 2 by or on behalf of either a member of the key management personnel (KMP), details of whose remuneration are included in the remuneration report, or a closely related party of such a member (together “prohibited persons”). Closely related party is defined in the Corporations Act and includes spouse, dependent and certain other close family members, as well as companies controlled by a member of the KMP. Furthermore, no member of the KMP or a closely related party of any such member may vote as a proxy on agenda items 2, 5, 6, 7 and 8, unless:

- the person votes as a proxy appointed by writing that specified how the person is to vote on agenda items 2, 5, 6, 7 and 8; or
- the person is the Chairman and votes as a proxy appointed by writing that expressly authorises the Chairman to vote on agenda items 2, 5, 6, 7 and 8 even though those items are connected directly or indirectly with the remuneration of a member of the KMP of the Company and even though the Chairman is a member of the KMP management of the Company.

If the Chairman of the AGM is appointed, or taken to be appointed, as a proxy by a shareholder, that shareholder can direct the Chairman to vote for or against, or to abstain from voting on, the resolution on agenda items 2, 5, 6, 7 and 8 by marking the appropriate box opposite agenda items 2, 5, 6, 7 and 8 on the proxy form. No proxy may be cast on item 2 on behalf of a KMP or closely related party.

If the Chairman of the AGM is appointed as a proxy by a shareholder, and that shareholder does not mark any of the boxes opposite agenda items 2, 5, 6, 7 and 8 in the proxy form, the Chairman is expressly authorised

to exercise undirected proxies to vote in favour of the resolution on agenda items 2, 5, 6, 7 and 8 even though this agenda item is connected directly or indirectly with the remuneration of a KMP, which includes the Chairman.

ASX LISTING RULES

ITEM 5 (ADOPTION THE CPT EMPLOYEE EQUITY PLAN), ITEM 6 (CANCELLATION OF PERFORMANCE SHARE GRANTS), ITEM 7 (GRANT OF PERFORMANCE RIGHTS) AND ITEM 8 (NON-EXECUTIVE DIRECTOR REMUNERATION POOL)

As is required under the ASX listing rules, the Company is required to disregard any votes cast in favour of:

items 5 and 7 by:

- any executive or non-executive director of the Company who is eligible to participate in the CPT Employee Equity Plan; or
- any associate of the above named persons

item 6 by:

- a person who holds a performance share grant which is to be cancelled; or
- any associate of the above named persons

item 8 by

- any executive or non-executive director of the Company; or
- any associate of the above named persons.

However, the Company will not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the 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

ASSOCIATES

The Voting Restrictions for items 5, 6, 7 and 8 apply to “associates” of the Directors of the Company. The applicable definitions of “associates” is set out in the Corporations Act. Shareholders who are “associates” subject to the Voting Restrictions and who attend and cast a vote at the Meeting in person, should inform a representative of the Company’s Share Registrar, Boardroom, of that fact when they register at the Meeting

ENTITLEMENT TO ATTEND AND VOTE

The Board has determined that, for the purpose of the Meeting (including voting at the Meeting), shareholders are those persons who are the registered holders of the Company’s shares as at 7:00pm (AEDT) on Monday 26 November 2018.

On a show of hands, every shareholder present in person or by proxy, attorney or representative has 1 vote.

On a poll, every shareholder present has 1 vote for each fully paid share held by that shareholder and in respect of which that shareholder is entitled to vote.

Where a person present at the AGM represents personally or by proxy, attorney or representative more than 1 shareholder:

- on a show of hands, the person is entitled to 1 vote only despite the number of shareholders the person represents;
- that vote will be taken as having been cast for all shareholders the person represents; and
- the person must not exercise their vote in any way which would contravene any directions given to the person in accordance with the instrument appointing the person as a proxy or attorney.

UNDIRECTED PROXIES

The Chairman of the Meeting is expressly authorised to exercise undirected proxies to vote in favour of each item of business

VOTING BY PROXY

A shareholder entitled to attend and vote is entitled to appoint a proxy. A proxy need not be a member of the Company. A person can appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, it must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations ACT to exercise its powers as proxy at the Meeting.

If a shareholder may cast 2 or more votes at the AGM, that shareholder may vote by two proxies. Where more than one proxy is appointed, a shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If the proportion is not specified, each proxy may exercise half of that shareholder's voting rights.

Where a shareholder appoints 2 proxies:

- on a show of hands, neither proxy or attorney may vote; and
- on a poll, each proxy or attorney may only exercise the voting rights the proxy or attorney represents.

If it is desired to appoint two proxies, then an additional proxy form can be obtained by telephoning the Share Registrar being the office of Boardroom Pty Limited on 1300 737 760 (within Australia) and +61 2 9290 9600 (overseas investors).

Proxy forms must be signed by the shareholder or the shareholder's attorney or, if a corporation, executed in accordance with the Corporations Act or signed by an authorised officer or attorney.

If the proxy form is signed by a person who is not the registered holder, then the relevant authority must either have been exhibited previously to the Company or be enclosed with the proxy form.

For a proxy form to be valid, it must be received by the Company, (together with the power of attorney or other authority (if applicable) under which it is signed, or a certified copy of that power or authority) not less than 48 hours before the time for holding the AGM, in person to the Share Registrar, Boardroom Pty Limited at Level 12, 225 George Street, Sydney, NSW 2000 or Postal Address GPO Box 3993, Sydney, NSW 2001 or by facsimile: +61 2 9290 9655.

A form of proxy is enclosed with the Notice. An additional form can be supplied on request.

VOTING BY ATTORNEY

A shareholder may appoint an attorney to vote on their behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company not less than 48 hours before the time for holding the AGM, in person to the Share Registrar, Boardroom Pty Limited at Level 12, 225 George Street, Sydney, NSW 2000 or Postal Address GPO Box 3993, Sydney, NSW 2001 or by facsimile: +61 2 9290 9655.

CORPORATE REPRESENTATIVES

If a representative of a corporate member is to attend the AGM pursuant to section 250D of the Corporations Act, a certificate of appointment of the representative, together with any authority under which it is signed, must be produced prior to admission to the AGM. The appointment must comply with section 250D of the Corporations Act 2001.

FURTHER INFORMATION

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Notes which provides further details on the business of the meeting.

By resolution of the Board



Grant Sincock
Company Secretary
Melbourne
26 October 2018.

EXPLANATORY NOTES

Introduction

This Explanatory Memorandum forms part of the notice of meeting of CPT Global Limited ("Company") dated 26 October 2018 ("Notice") and should be read in conjunction with the Notice. It contains important information concerning the Company's 2018 Annual General Meeting ("AGM") and will assist you in understanding the background, legal and other implications of the business set out in the Notice, and the reasons why various resolutions have been proposed.

It is intended that the chairman of the AGM will be Mr Fred Grimwade, the Chairman of the Company. The Chairman intends to vote all undirected proxies held by him in favour of all items of business.

Your attendance at the AGM

If you are not able to attend the AGM but wish to vote, please complete the enclosed proxy form and return it to Boardroom Pty Limited at Level 12, 225 George Street, Sydney, NSW 2000 or Postal Address GPO Box 3993, Sydney, NSW 2001 or by facsimile: +61 2 9290 9655 to be received no later than 48 hours prior to the AGM, being no later than 11:30am (AEDT) on Monday 26th November 2018.

Managing Director's Presentation

The Managing Director, Mr Gerry Tuddenham, will present to shareholders on the 2018 financial results.

Please note that no resolution will be required to be passed on these matters.

Following this presentation, there will be an opportunity for shareholders to ask questions and provide comment.

Annual Reports (item 1)

A copy of the Company's 2018 Annual Report, including the Financial Report and the Reports of the Directors and the Auditor for the year ended 30 June 2018, can be found on the Company's website at www.cptglobal.com/investor-centre.

The Corporations Act and the Company's constitution require the annual financial reports, directors' report and auditor's report for the financial year ended 30 June 2018 to be received and considered at the AGM.

It is not the purpose of the AGM that these reports be accepted, rejected or modified in any way. Further, neither the Corporations Act nor the Company's constitution requires a vote on the reports.

However, shareholders will have an opportunity to ask questions and make comments on the reports and the Company's business and operations at the AGM.

Adoption of the remuneration report (item 2)

Background

During this item of business, shareholders will have the opportunity to comment on and ask questions about the remuneration report contained in the Company's Annual Report for the year ended 30 June 2018. The remuneration report contains:

- information about the board's policy for determining the nature and amount of remuneration of the Company's directors and senior executives;
- a description of the relationship between the remuneration policy and the Company's performance; and
- remuneration details for each director and for each of the Company's specified executives.

The Board considers that the remuneration policies adopted by the Company are appropriately structured to provide rewards that are commensurate with the performance of the Company.

The Corporations Act requires that a resolution be put to the vote at the AGM that the remuneration report be adopted. This vote is advisory only and does not bind the Directors or the Company.

Please note that as the 2017 AGM vote did not result in a 25% vote against the resolution, there is no requirement to allow for any 'spill resolution' at this AGM.

Recommendation

The Remuneration Report forms part of the Directors' Report which has been approved in accordance with a unanimous resolution of the CPT Board. Each Director recommends that shareholders vote in favour of the adoption of the Remuneration Report

Please note that if the Chairman of the AGM is appointed as a proxy by a shareholder, and that shareholder does not mark any of the boxes opposite agenda item 2 in the proxy form, the Chairman is expressly authorised to exercise undirected proxies to vote in favour of the resolution on agenda item 2 (Adoption of the remuneration report) even though this agenda item is connected directly or indirectly with the remuneration of a KMP, which includes the Chairman.

Retirement of director, Mr Alan Baxter (agenda item 3)

Mr Alan Baxter, having been a non-executive director of the Company since 2011 is required to retire from office by rotation in accordance with rule 8.1(d)(2A) of the Company's constitution.

Mr Baxter is not standing for re-election as a Director and his term as a director of the Company will finish at the end of the AGM.



The Board would like to join with shareholders to thank Mr Baxter for his 8 years of service to the Company.

Election of Board endorsed Director, Mr Nigel Sandiford (item 4)

Background

In accordance with CPT's Constitution, the Directors' of CPT may appoint a director as an addition to the existing Directors. However, at the annual general meeting of the company any such director appointed since the last annual general meeting must retire from office and offer themselves for re-election.

Mr Nigel Sandiford, having been a non-executive director of the Company since October 2018 and being required to retire from office in accordance with rule 8.1(d)(1) of the Company's constitution, and being eligible, offers himself for re-election as a Director under rule 8.1(g) of the Company's constitution.

Experience/qualifications

Mr Sandiford brings strong international executive experience in world leading companies and expertise in digital start-ups to the Board.

He had a successful career in the music and video gaming industries and worked in the UK, South Africa, New Zealand and Australia. His senior executive positions included COO of News Music International (a subsidiary of News Corporation), Vice President Global Marketing Polygram Records and President Asia-Pacific for the NASDQ listed Electronic Arts.

After taking early retirement, Mr Sandiford has been advising and investing in companies covering various forms of digital development, distribution and disruption and has mentored male and female executives globally, both in corporate and individual businesses, including Google, Facebook, Electronic Arts, Amazon, Apple and Microsoft.

Mr Sandiford is a member of the Australian Institute of Company Directors and has an MBA from the Graduate School of Business at Auckland University.

Special responsibilities

Member of the Finance and Audit Committee

Chair of the Remuneration Committee

Directorships of other listed companies

None

Former directorships of listed companies held in the last 3 years

None

Recommendation

The Board (other than Mr Sandiford) unanimously recommends that shareholders vote in favour of this resolution to elect Mr Sandiford.

Adopt the CPT Employee Equity Plan (item 5)

Background

The Board is committed to incentivising and retaining the Company's personnel in a manner which promotes alignment of their interests with shareholder interests, whilst ensuring our remuneration package for all eligible participants is market-competitive. The Company's ability to execute our strategy is dependent on the experienced talent we have recruited, and their retention and alignment with shareholders' interests is critical. At the same time, the Company desires to maintain flexibility to respond promptly to maximise opportunities afforded by capital markets.

Accordingly, the Board seeks shareholder approval of the CPT Employee Equity Plan (Plan) for the purposes of ASX Listing Rule 7.2 Exception 9 and section 200B of the Corporations Act.

A summary of the Plan is set out later in these Explanatory Notes.

Corporations Act

Section 200B of the Corporations Act prohibits a company from providing a benefit in connection with the retirement of a managerial or executive officer unless there is prior shareholder approval under section 200E.

Shareholder approval in accordance with sections 200B and 200E of the Corporations Act is sought under this resolution in connection with the provision of performance rights under the terms of the Plan, as in certain circumstances the Board has the power to accelerate vesting of rights granted under the Plan.

For instance, where shareholders pass this resolution, the Board may accelerate vesting of performance rights on a retirement of a managerial or executive officer - which could constitute a benefit otherwise prohibited under section 200B.

The Board has not determined that it will exercise discretion to accelerate vesting of performance rights. In the circumstances of a possible acceleration of performance rights, the value of the benefits that the Board may give under the Plan cannot be determined in advance, as many of the factors that will or are likely to affect that value will not be known until the time the benefit is decided to be awarded (if at all). Specifically, the value of a benefit on the vesting of a performance right will depend on a number of factors, including the Company's share price at the time.

ASX Listing Rules

Listing Rule 7.1 requires shareholder approval for an issue of equity securities if, over a rolling 12-month period, the amount of equity securities issued (without prior shareholder approval) is more than 15% of the number of ordinary shares on issue at the start of that 12-month period (**15% Limit**).



Listing Rule 7.2 exception 9 provides that an issue of securities under an employee incentive scheme are not included for the purpose of calculating the 15% Limit if the employee incentive scheme was approved by shareholders no more than three years before the date of issue of the securities. The Plan is regarded as an employee incentive scheme for the purposes of Listing Rule 7.2 and this resolution seeks shareholder approval for the Plan to meet the 3-year approval requirement.

Information Required for Listing Rule 7.2 Exception 9(b)

The following information is provided in accordance with Listing Rule 7.2 Exception 9(b):

(a) *Performance rights already issued*

The CPT Employee Equity Plan was approved by the Board on 25 October 2018 and replaces the CPT Share and Option Incentive Plan. Therefore, no performance rights have been issued under the Plan. The performance rights the subject of shareholder approval under item 7 of the business of the AGM will be the first performance rights issued under the Plan.

(b) *Voting exclusion statement*

The voting exclusion statement is set out on page 4 of this Notice of Meeting.

(c) *Summary of the CPT Employee Equity Plan*

The key terms of the CPT Employee Equity Plan are summarised in the table below:

What kind of security can be granted under the Plan?	The Plan allows for the issue of options, rights, shares and performance shares (Awards). The Board intends to issue performance rights under the Plan which will entitle the Participant to 1 share for each Performance Right that vests and is exercised.
Rights to dividends and voting	Performance Rights carry no right to participate in dividends or voting at shareholder meetings until they vest and are exercised.
Who can participate?	an employee (full-time, part-time or casual) or a prospective employee of a Group Company or its joint venture companies, contractors and Associates as the Board determines from time to time, a Director or any other person who is declared

	by the Board to be eligible to receive Awards under the Plan and who otherwise meets the criteria of an eligible participant under the Class Order 14/1000. (Participant)
Who manages the Plan?	The Board of Directors manage the Plan
How many Shares can the Company Issue?	An Invitation may only be made under the Plan if the number of Shares that may be acquired when aggregated with: (a) the number of Shares which would be issued if each outstanding Invitation or Award under this Plan or any other employee Share scheme was exercised or accepted by the Board; and (b) the number of Shares issued during the previous three years pursuant to the Plan or any other employee share scheme, but disregarding any Invitation given, Award acquired or Share issued by way of or as a result of: (c) an offer to a person situated outside of Australia at the time of receipt of the Invitation; (d) an Invitation which did not require disclosure to investors under the Corporations Act; or (e) an Invitation made under a disclosure document (within the meaning of the Corporations Act), does not exceed 5% of the total number of issued Shares at the time the Invitation was made.
When can Performance Rights be exercised?	Performance Rights may only be exercised if they Vest in accordance with the applicable Performance Hurdles, Service Conditions and Exercise Conditions (if any).



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What is the exercise price?	Performance Rights have a nil exercise price unless otherwise determined by the Board.
What are the Performance Hurdles, Service Conditions and Exercise Conditions (collectively, Performance Hurdles)?	Criteria, requirements or conditions determined by the Board and set out in the Invitation, which must be met prior to Awards vesting in a Participant.
When do Performance Rights Lapse?	<p>Each Performance Right lapses:</p> <ul style="list-style-type: none"> (a) on exercise of the Performance Right (b) unvested Performance Rights: at the end of the last vesting date; (c) where the employment by a Group Company of a Participant has been terminated by the Group Company on the grounds the Participant has acted fraudulently, dishonestly or is in material breach of his or her obligations to any Group Company, all Performance Rights held by the Participant which have not vested; (d) where a Participant ceases his or her employment with a Group Company, other than as a result of a Qualifying Event, any Performance Rights held by the Participant which have not vested unless otherwise determined by the Board in its absolute discretion; (e) Where a Participant ceases to be employed by a Group Company as a result of a Qualifying Event, any Performance Rights held by the Participant which have vested will lapse at the end of the 12 month period following the date on which the Participant ceased to be employed;

	(f) All performance Rights which have vested and have not been exercised will lapse on the last exercise date.
What are the Qualifying Events?	<ul style="list-style-type: none"> (a) death of a Participant; (b) serious injury, disability or illness which prohibits continued employment of a Participant; (c) the retirement of a Participant; (d) the retrenchment of a Participant; (e) such other circumstances which results in a Participant leaving the employment of a Group Company and which the Board determines is a Qualifying Event.
How long will the Plan last?	The Plan will continue until the Board decides to terminate or suspend it.
How can the Plan be amended?	The Board may amend the Plan in its absolute discretion subject to limitations protecting the rights of Participants.
Can Performance Rights be transferred?	prior to vesting, except in respect of the transmission of Awards to a Participant's legal representative upon death, no Performance Rights may be transferred.
What happens in the event of a reorganisation of CPT's share capital?	the Board will review and modify the terms of the Awards if required by, and in accordance with, the Listing Rules.
What happens in the event of a new issue of Shares?	<p>Performance Rights carry no right to participate in rights issues or bonus issues of Shares conducted by the Company.</p> <p>The Board will change the number of underlying Shares to which the Rights and/or Options relate in the event of a bonus issue of Shares in accordance with the Listing Rules.</p>

What happens in the event of a change of control of the Company

the Board may in its absolute discretion determine that any Performance Right that has not vested will vest on, and may be exercised on and from, the date determined by the Board.

Recommendation

Directors recommend shareholders vote in favour of this resolution.

Please note that a voting exclusion prescribed by the ASX listing rules applies to this resolution.

Furthermore, if the Chairman of the AGM is appointed as a proxy by a shareholder, and that shareholder does not mark any of the boxes opposite agenda item 5 of the proxy form, the Chairman is expressly authorised to exercise undirected proxies to vote in favour of the resolution on agenda item 5 even though this agenda item is connected directly or indirectly with the remuneration of a KMP, which includes the Chairman.

Proposed cancellation of the existing 2018 performance share grants and approval of the issue of performance rights under the CPT Employee Equity Plan for 2019, 2020 and 2021 to all executive and non-executive directors as part of their remuneration (items 6 & 7)

Each of agenda items 6 and 7 will be considered and voted upon separately. If shareholder approval is not obtained for item 6, items 7(a) and 7(c) will not proceed.

Background to item 6

Item 6 cancels the 2018 and 2019 performance share grants approved by members at the 2017 AGM of an aggregate of 300,000 shares to the directors ("cancelled grants") as follows:

- Mr. Fred Grimwade (Non-Executive Director) 50,000 shares;
- Mr. Alan Baxter (Non-Executive Director) 50,000 shares; and
- Mr. Gerry Tuddenham (Managing Director) 200,000 shares.

The 500,000 performance shares granted to Mr. David Lynch at the 2017 AGM lapsed on his resignation from the Company on 17 August 2018.

The CPT Board is proposing to cancel all vested performance share grants issued under the CPT Share and Option Incentive Plan (established and adopted in 2000) for no consideration (**Cancelled Grants**) and terminate the plan. The proposed performance rights the subject to resolutions 7 (a), 7(b) and 7(c) will be granted under the new CPT Employee Equity Plan as described in item 5 above.

Pursuant to the Cancelled Grants an aggregate of 300,000 performance shares could have been issued in 2019. Under the proposed new performance rights (the subject of resolutions 7 (a), 7(b) and 7(c)), an aggregate of 125,000 shares can be issued in respect of that year with Messrs Grimwade and Tuddenham being allocated the same number of performance rights as the Cancelled Rights held by them for that year. Mr Baxter is retiring at the end of this AGM and will not receive any performance rights. Mr Sandiford was not a director at the time of the 2017 AGM.

The issue price payable by the directors for each share under a Cancelled Grant was fixed at \$0.00 per share. Under the proposed new grants, the issue price payable by the directors for each performance right is \$0.00 per share.

Background to resolutions 7(a), 7(b) and 7(c)

Resolutions 7(a), 7(b) and 7(c) seek approval for the issue of an aggregate of 450,000 performance rights under the CPT Employee Equity Plan to the named executive and non-executive directors of the Company on the terms and conditions set out below.

The grant will be split into 2 tranches of performance rights with three year performance hurdles where:

- 300,000 will be measured against the Company's share price and vest in equal tranches at 30 June 2019, 30 June 2020 and 30 June 2021 (**Tranche 1**); and
- 150,000 will be measured against the Company's net profit after tax and vest in equal tranches at 30 June 2019, 30 June 2020 and 30 June 2021 (**Tranche 2**).

Should all performance hurdles be met, these performance rights could be exercised and a maximum of 450,000 ordinary shares issued over the three year performance period. Based on the current issued share capital of the Company, if all these performance rights are exercised they will represent (in aggregate) 1.2% of the Company's issued capital.

The proposed issues of performance rights under the Plan is designed to remunerate and incentivise the directors to achieve the CPT Global Group's strategic objectives and targets over the next financial 3 years. Each director is key to the achievement of these objectives. Specific targets have been allocated to each of the directors, which align with their various responsibilities.

At the date of this Notice of Meeting, there are no unconditional rights to acquire shares that have not been exercised.

Proposed terms of issue

Performance rights are a right to acquire ordinary shares in the Company at nil cost, subject to the relevant performance hurdles being met. To the extent a performance hurdle is met, the relevant number of performance rights will vest and become exercisable. Upon exercise, each performance right entitles the relevant director to one fully paid CPT Global ordinary share which



will rank equally with all other ordinary shares on issue in the Company. They will be issued to each director at \$0.00 per share. A director may elect not to take up any performance shares which he becomes entitled to receive. The performance rights form part of each directors' 'at risk' remuneration.

The table on pages 8 to 10 of this document contains further detail on the terms of performance rights granted under the Plan.

Under current laws, there will be no adverse tax consequence for the Company in issuing these performance rights.

If approval is obtained, it is the intention of the Board that the Performance Rights will be granted to the directors on or about 28 November 2018 and, in any event, not more than 12 months after the date of the Annual General Meeting.

Performance Hurdles

Tranche 1 – Share Price

Tranche 1 performance rights will be granted and vest as follows:

	2019	2020	2021
Mr. Grimwade	25,000	25,000	25,000
Mr. Sandiford	25,000	25,000	25,000
Mr. Tuddenham	50,000	50,000	50,000
Share price hurdle	\$0.37	\$0.56	\$0.84

For a share price hurdle to be satisfied, the highest quoted (buy) price of CPT Global shares must equal or exceed the share price hurdle for 5 consecutive business days in the financial year ending on the date nominated.

On October 16, 2018, the highest quoted (buy) price of ordinary shares of the Company on the ASX was \$0.155.

Tranche 2 – Net profit after tax (NPAT)

Tranche 2 performance rights will be granted and vest as follows:

	2019	2020	2021
Mr. Tuddenham	50,000	50,000	50,000
NPAT hurdle	\$1.02m	\$1.54m	\$2.31m

The NPAT hurdle is the CPT Global net profit after income tax as reported in CPT Global's Annual Report for the relevant financial year.

Other Information

CPT Global provides the following additional information in relation to the proposed grant of Performance Rights to Mr. Grimwade, Mr. Sandiford and Mr. Tuddenham.

Your board is generally authorised under the Plan to issue performance rights to executive and non-executive directors, as well as key management personnel. However,

ASX listing rule 10.14 requires that the issue of the performance shares to the Company's executive and non-executive directors under the Plan be approved by members of the Company as a transaction with persons in a position of influence in relation to the Company.

Section 200B of the Corporations Act prohibits a company from providing a benefit in connection with the retirement of an executive officer unless there is prior shareholder approval under section 200E.

Shareholder approval in accordance with sections 200B and 200E of the Corporations Act is sought under this resolution in connection with the provision of performance rights under the terms of the Plan, as in certain circumstances the Board has the power to accelerate vesting of rights granted under the Plan.

For instance, where shareholders pass this resolution, the Board may accelerate vesting of performance rights on a retirement of Mr. Tuddenham - which could constitute a benefit otherwise prohibited under section 200B.

The Board has not determined that it will exercise discretion to accelerate vesting of performance rights. In the circumstances of a possible acceleration of performance rights, the value of the benefits that the Board may give under the Plan cannot be determined in advance, as many of the factors that will or are likely to affect that value will not be known until the time the benefit is decided to be awarded (if at all). Specifically, the value of a benefit on the vesting of a performance right will depend on a number of factors, including the Company's share price at the time.

The following information is provided in accordance with AXS listing rule 10.15:

- Each of Mr Grimwade, Mr Sandiford and Mr Tuddenham are directors of the Company and are therefore related parties.
- The maximum number of shares that may be acquired by all persons for whom approval is required.
 - Mr Grimwade 75,000;
 - Mr Sandiford 75,000; and
 - Mr Tuddenham 300,000.
- Performance rights and the underlying securities (provided performance hurdles are met) will be issued for nil consideration.
- As the performance rights will be issued under the Plan which is the subject of resolution 5, the above performance rights will be the first issued under the Plan.
- Each director is entitled to participate in the Plan and accordingly each of Mr Grimwade, Mr Tuddenham and Mr Sandiland may participate.
- There is no loan scheme in relation to the performance rights or the shares underlying them.

There will be no loans made by any member of the CPT Global Group.

- The Performance rights will be issued on or about 28 November 2018 and, in any event, not more than 12 months after the date of the Annual General Meeting

As at the date of this Notice of Annual General Meeting:

- Mr Grimwade (directly and indirectly) has a relevant interest in approximately 2% of the issued ordinary shares in the Company;
- Mr Sandiford has a relevant interest in approximately 0.6% of the issued ordinary shares in the Company; and
- Mr Tuddenham (directly and indirectly) has a relevant interest in approximately 33% of the issued ordinary shares in the Company.

Details of any performance rights granted under the Plan will be published in each Annual Report of the Company relating to a period in which such performance rights have been issued and that approval for the issue of the performance shares was obtained under ASX listing rule 10.14.

Where approval is obtained under ASX listing rule 10.14, approval is not also required under ASX listing rule 7.1.

Save as specified above, any additional persons who become entitled to participate in the Plan after this resolution is passed and who are not named in the Notice of Annual General Meeting will not participate until any required approval is obtained under ASX listing rule 10.14.

Recommendation

The Company's board of directors considers that the proposed issue of performance rights to executive and non-executive directors is in the best interests of the Company and will provide an appropriate additional remuneration and incentive to those directors to develop the business. Accordingly, they have resolved to seek shareholder approval for the proposed issue of performance rights. If shareholder approval is not obtained for a resolution, then the proposed performance rights grant in respect of that resolution will not proceed.

In respect of the proposed recipient of performance rights, all directors (other than that recipient) consider that the proposed grant to that recipient, together with his other remuneration, to be reasonable given the circumstances of the Company and the proposed recipient's circumstances and responsibilities in respect of the Company. The recipient was not involved in such consideration.

Mr Grimwade, Mr Tuddenham and Mr Sandiland have a direct interest in the outcome of the relevant resolutions 6, 7(a), 7(b) and 7(c) in which they are named as the potential recipients of performance rights and accordingly each abstains from making a formal recommendation on these resolutions.

Please note that a voting exclusion prescribed by the ASX listing rules applies to this resolution.

Furthermore, if the Chairman of the AGM is appointed as a proxy by a shareholder, and that shareholder does not mark any of the boxes opposite agenda items 6 and 7 on the proxy form, the Chairman is expressly authorised to exercise undirected proxies to vote in favour of the resolution on agenda items 6, 7(a), 7(b) and 7(c) even though these agenda items are connected directly or indirectly with the remuneration of a KMP, which includes the Chairman.

Proposed increase in non-executive director remuneration cap (item 8)

Background

The current maximum aggregate amount of directors' fees that may be paid to the Company's non-executive directors is \$200,000 and was approved by Shareholders at the 2006 Annual General Meeting

Your Board is proposing that the total aggregate amount of directors' fees that may be paid to the Company's non-executive directors be increased by \$100,000 to \$300,000 to give the Board the scope and flexibility to consider expanding the number of non-executive directors on the board in the future without compromising the Board's ability to offer appropriate remuneration.

The Board is not currently considering any proposal to increase the fees payable to individual non-executive directors and director fees were not increased for the 2019 financial year. The aggregate fees paid to non-executive directors in the 2018 financial year was \$140,000.

ASX listing rule 10.17 requires any increase in the aggregate amount of directors' fees payable to all non-executive directors be approved by shareholders.

Other Information

The table below shows the performance shares issued to non-executive directors in the preceding 3 financial years. All of the performance shares granted have either lapsed or been cancelled and no ordinary shares have been issued from the exercise of these performance shares. No other securities were issued to non-executive directors during this period.

	2016	2017	2018
Mr. Grimwade	50,000	50,000	50,000
Mr. Baxter	50,000	50,000	50,000



Recommendation

Given their potential interest in the subject matter of resolution 8 Mr Grimwade and Mr Baxter as non-executives directors abstain from providing a recommendation on this resolution. Mr Tuddenham recommends that shareholders vote in favour of this resolution.

Please note that a voting exclusion prescribed by the ASX listing rules applies to this resolution.

Furthermore, if the Chairman of the AGM is appointed as a proxy by a shareholder, and that shareholder does not mark any of the boxes opposite agenda item 8 of the proxy form, the Chairman is expressly authorised to exercise undirected proxies to vote in favour of the resolution on agenda item 8 even though this agenda item is connected directly or indirectly with the remuneration of a KMP, which includes the Chairman.

For personal use only



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 11:30am (AEDT) on Monday, 26 November 2018.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/cptagm2018>

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:

- 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.
- 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 **11:30am (AEDT) on Monday, 26 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/cptagm2018>
- 📠 **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 **CPT Global 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 the **Offices of Boardroom Pty Limited, Level 7, 333 Collins Street, Melbourne, Victoria 3000 on Wednesday, 28 November 2018 at 11:30am (AEDT)** 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 Items 2, 5, 6, 7 and 8, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Items even though Items 2, 5, 6, 7 and 8 are 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 Items 2, 5, 6, 7 and 8). 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*
Item 2	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Election of Director – Mr Nigel Sandiford	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Approve the CPT Employee Equity Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Cancellation of Performance Share Grants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7(a)	Grant of Performance Rights to Directors – Mr Fred Grimwade	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7(b)	Grant of Performance Rights to Directors – Mr Nigel Sandiford	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7(c)	Grant of Performance Rights to Directors – Mr Gerry Tuddenham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8	Non-Executive Director Remuneration Cap	<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