

Austock Group Limited
ABN 90 087 334 370

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NOTICE OF GENERAL MEETING

**A General Meeting of shareholders of Austock Group Limited ("Company")
will be held at the offices of the Company at Level 12, 15 William Street,
Melbourne, Victoria, on Tuesday, 18 July 2017 at 11am AEST.**

BUSINESS

Resolution 1: Approval of proposed placement

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

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, the shareholders of the Company hereby approve the proposed issue of 10 million fully paid ordinary shares in the capital of the Company at 40 cents each to Mr Robert Coombe and/or nominee(s) on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

Resolution 2: Refresh of share placement capacity

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

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the shareholders of the Company hereby approve the refreshing of the Company's share placement capacity by approving the previous issue on 31 May 2017 of 10 million fully paid ordinary shares in the capital of the Company at 45 cents each to Ellerton Capital Limited and its nominee HSBC Custody Nominees (Australia) Limited on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

By order of the Board.



Mr Enzo Silverii
Company Secretary
14 June 2017

VOTING EXCLUSIONS

Resolution 1: Approval of proposed placement

The Company will disregard any votes cast on Resolution 1 by Mr Robert Coombe and any associate of his.

Resolution 2: Refresh of share placement capacity

The Company will disregard any votes cast on Resolution 2 by Ellerston Capital Limited and HSBC Custody Nominees (Australia) Limited and any associate of theirs.

Exceptions to voting exclusions

However in relation to Resolutions 1 and 2, the Company need not disregard a vote if it is cast:

- by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- by the person chairing the meeting as a proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.

NOTES

Explanatory Statement

The attached Explanatory Statement forms part of this Notice of Meeting.

Voting Entitlements

In accordance with section 1074E(2)(g) of the *Corporations Act* and Regulation 7.11.37 of the *Corporations Regulations* 2001 (Cth), the Company has determined that a shareholder's voting entitlement at this meeting will be taken to be the entitlement of the person shown in the register of members as at 7pm AEST on Sunday, 16 July 2017. Transactions registered after that time will be disregarded in determining the shareholders entitled to attend and vote at the meeting.

Proxies

- A member entitled to attend and vote at this meeting is entitled to appoint a proxy (who need not be a member of the Company) to attend and vote in the member's place. A proxy form accompanies this Notice of Meeting for this purpose.
- A proxy form must be signed by a member or his or her attorney and, in the case of a joint holding, by each of the joint holders.
- Members who are entitled to cast two or more votes may appoint not more than two proxies to attend and vote at this meeting. Members wishing to appoint a second proxy should request an additional proxy form from the Company's share registry – Boardroom Pty Limited. Where two proxies are appointed, both forms should be completed with the nominated proportion or number of votes each proxy may exercise. If no such proportion or number is specified, each proxy may exercise half of the votes. Fractions of votes are to be disregarded.
- Where a member appoints two proxies, on a show of hands neither proxy may vote if more than one proxy attends and on a poll each proxy may only exercise votes in respect of those shares or voting rights the proxy represents.
- The appointment of one or more duly appointed proxies will not preclude a member from attending this meeting and voting personally. If the member votes on a resolution, the proxy must not vote as the member's proxy on that resolution.
- Any instrument appointing a proxy in which the name of the appointee is not completed is regarded as given in favour of the chairman of the meeting.
- In the case of joint holders of shares, if more than one holder votes at the meeting, only the vote of the first named of the joint holders in the share register of the Company will be counted.

- To be effective, proxy forms (and the power of attorney or other authority (if any) under which it is signed (or an attested copy)) must be received by the Company at its registered office or delivered in person, by mail or by fax to the Company's Share Registry's office (details below). Proxy forms may also be lodged online by visiting www.votingonline.com.au/austockgm2017. Completed proxy forms must be received no later than 48 hours before the appointed time of the meeting, therefore by 11am AEST on Sunday, 16 July 2017.
- The Company's Share Registry details are as follows:
 Boardroom Pty Limited
 Level 12, 225 George Street, Sydney, NSW 2000
 GPO Box 3993, Sydney, NSW, 2001
 Facsimile: +61 2 9290 9655
- Proxies given by a corporation must be signed either under seal or under the hand of a duly authorised attorney. In addition, should the constitution of a corporation permit the execution of documents without using a common seal, the documents must be signed by two directors or a director and company secretary, or for a proprietary company that has a sole director who is also a company secretary, that director.
- If a body corporate is appointed as proxy, please write the full name of that body corporate (eg, Company X Pty Ltd). Do not use abbreviations. The body corporate will need to ensure that it:
 - a) appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the *Corporations Act*; and
 - b) provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If no such evidence is received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.

Body corporate representatives

- A corporation, by resolution of its directors, may authorise a person to act as its representative to vote at the meeting.
- A representative appointed by a corporation may be entitled to execute the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of the Company.
- To evidence the authorisation, either a certificate of corporate body representative executed by the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required.
- The certificate or equivalent document must be produced prior to the meeting.

Undirected proxies

The chairman of the meeting will vote undirected proxies in favour of Resolutions 1 and 2. The Company recommends that shareholders who submit proxies should consider giving "how to vote" directions to their proxyholder on each resolution.

If you complete a proxy form that authorises the chairman of the meeting to vote on your behalf as proxyholder, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then your proxy will automatically become a directed proxy in favour of Resolutions 1 and 2 and the chairman of the meeting will vote accordingly. If you wish to appoint the chairman of the meeting as your proxyholder but you do not want him to cast your votes in this manner, you should complete the appropriate box on the proxy form directing him to vote against Resolutions 1 and 2 or to abstain from voting.

EXPLANATORY STATEMENT

Introduction

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Meeting) is to provide shareholders with an explanation of the matters to be considered at the forthcoming meeting.

The subject matter of the business to be considered by shareholders was disclosed in an ASX announcement issued by the Company on 1 May 2017. They represent strategic agreements which the Company has entered into which are intended to significantly enhance its competitive position and assist it in taking advantage of a number of changes in the wealth management industry in Australia.

Resolution 1: Approval of proposed placement

The Company is seeking shareholder approval to approve the proposed issue of a placement of 10 million shares to Mr Robert Coombe and/or nominee(s) at 40 cents each.

The issue of the placement is proposed to take place on 18 August 2017 being no more than one month after the date of the meeting.

If shareholders provide their approval, it is proposed to thereupon appoint Mr Coombe as a director.

Mr Coombe is a highly regarded executive with over 35 years' experience in running businesses throughout Australia and Asia. He has had executive experience in running retail businesses, retail and business banking, private banking, funds management, life and general insurance, pension and financial planning businesses across many different brands and ownership structures. He has recently spent close to 4 years as Chief Executive of a large private equity owned business in the retail sector and before that was a Group Executive at Westpac running the Retail and Business Bank and Wealth Management Businesses.

Initially, until otherwise agreed by the Company, no fee will be payable with respect to the director related services of Mr Coombe. However Mr Coombe will be entitled to reimbursement of expenses properly incurred on behalf of the Company.

The purpose of seeking shareholder approval of the proposed issue is that at the time the Company agreed to issue the shares it did not have sufficient placement capacity to do so (due to it issuing shares to Ellerston Capital Limited and HSBC Custody Nominees (Australia) Limited— refer Resolution 2), and also Mr Coombe is a proposed director. Accordingly the proposed issue is conditional on shareholder approval under Listing Rule 10.11 which is needed to complete the issue. If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

The capital raised through this placement will be utilised to support the growth prospects of the Company including acquisition opportunities, expansion of distribution channels and new product development. The shares will rank equally with all shares currently on issue.

The directors unanimously recommend that shareholders vote in favour of the resolution. The chairman of the meeting intends to vote all undirected proxies in favour of this resolution.

Resolution 2: Refresh of share placement capacity

The Company is seeking shareholder approval to refresh the Company's share placement capacity by approving the previous issue of 10 million fully paid ordinary shares issued under Listing Rule 7.1 to Ellerston Capital Limited and its nominee HSBC Custody Nominees (Australia) Limited on 31 May 2017 at 45 cents each.

Approval is sought pursuant to Listing Rule 7.4 in order to refresh the Company's general capacity to issue securities within 15% of its issued capital without the need to first obtain shareholder approval. This is being done in order to enable the Company to consider additional funding opportunities over the next 12 months should they arise without the previous placement reducing this capacity.

The capital raised through this placement will be utilised to support the growth prospects of the Company including acquisition opportunities, expansion of distribution channels and new product development. The shares which were allotted and issued rank equally with the existing shares on issue.

The directors unanimously recommend that shareholders vote in favour of this resolution. The chairman of the meeting intends to vote all 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 11:00am AEST on Sunday, 16 July 2017.**

TO LODGE PROXY FORM ONLINE

BY SMARTPHONE

STEP 1: VISIT www.votingonline.com.au/austockgm2017

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



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 security holder 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 **11:00am AEST on Sunday, 16 July 2017**. 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** www.votingonline.com.au/austockgm2017
- 📠 **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 **Austock Group Limited** (Company) and entitled to attend and vote hereby appoint:

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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 shareholder) 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 General Meeting of **Austock Group Limited** to be held at the offices of the Company, Level 12, 15 William Street, Melbourne Victoria 3000 on Tuesday, 18 July 2017 at 11:00am AEST 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.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business.

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	Approval of proposed placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Refresh of share placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

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 / / 2017