



**EUROZ LIMITED**  
ACN 000 364 465

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

Notice is hereby given that the Annual General Meeting of the members of Euroz Limited ("Euroz" or "the Company") will be held on Thursday, 26 November 2015 at 1:30pm (AWST) at Level 18 Alluvion, 58 Mounts Bay Road, Perth, Western Australia 6000.

#### **Ordinary Business**

#### **Financial Statements and Reports of the Directors and the Auditor in respect of the year ended 30 June 2015**

To receive and consider the annual financial report of the Company for the year ended 30 June 2015, together with the declaration of the Directors, the Directors' reports, the Remuneration report and the Auditor's report.

**Note:** In accordance with the Corporations Act, the Company is not required to provide a hard copy of the Company's annual financial report to shareholders unless a shareholder has specifically elected to receive a printed copy. A copy of the Company's annual financial report will be available on its website at [www.euroz.com](http://www.euroz.com).

#### **Resolution 1 - Re-election of a Director – Mr Russell Kane**

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

*"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Russell Kane, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

#### **Resolution 2 - Re-election of a Director – Mr Simon Yeo**

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

*"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Simon Yeo, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

#### **Resolution 3 – Adoption of Remuneration Report**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

*"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Directors' Report, for the financial year ended 30 June 2015."*

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

**Voting Prohibition Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies how the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - i. does not specify the way the proxy is to vote on this Resolution; and
  - ii. expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

## **Explanatory Statement**

### **Resolution 1 - Re-election of a Director – Mr Russell Kane**

Clause 13.2 of the Constitution requires, at each Annual General Meeting, one third (or the nearest one third) of Directors must retire, provided that no Director shall hold office for a period in excess of 3 years. This excludes the Managing Director, an Alternate Director, or any Directors required to retire, or vacates office under other clauses of the Constitution. A Director who retires by rotation under Clause 13.2 of the Constitution is eligible for re-election. Mr Kane retires by rotation and seeks re-election.

Mr Kane commenced working with Hartley Poynton in 1994 prior to joining Euroz Securities in April 2001 as a Private Client Dealer. In 2004 he joined the Institutional Dealing team and in that time has worked closely with both high net worth clients and a number of our institutional clients. Mr Kane holds a Bachelor of Business from Edith Cowan University. In November 2013 Mr Kane was appointed to the board of Euroz Limited and also sits on the Board of the stockbroking subsidiary Euroz Securities. The Board endorses the re-election of Mr Kane. His technical and specific financial services experience has proved of great value to Euroz Limited in a dynamic and changing industry landscape.

### **Resolution 2 - Re-election of a Director – Mr Simon Yeo**

Clause 13.2 of the Constitution requires, at each Annual General Meeting, one third (or the nearest one third) of Directors must retire, provided that no Director shall hold office for a period in excess of 3 years. This excludes the Managing Director, an Alternate Director, or any Directors required to retire, or vacates office under other clauses of the Constitution. A Director who retires by rotation under Clause 13.2 of the Constitution is eligible for re-election. Mr Yeo retires by rotation and seeks re-election.

Mr Yeo has worked in the stockbroking industry since April 1993. Mr Yeo has a Bachelor of Commerce degree from the University of Western Australia and prior to joining Euroz was a Chartered Accountant for Ferrier Hodgson and commenced his professional career in 1990 at Horwath and Horwath. In November 2000 when Euroz Securities was established, Mr Yeo established the Private Client Dealing division which he headed up until October 2013. Mr Yeo now has a specialised role within the Institutional Dealing team and serves on the Euroz audit and risk committee. Mr Yeo was appointed to the Board of Euroz in November 2013 and has been on the board of Euroz Securities since it was established in November 2000. Aside from Euroz, Mr Yeo is a Director of the Australian Chamber Orchestra. The Board of Euroz endorses Mr Yeo's reelection as a Director. His vast network throughout the business community has provided numerous opportunities to the group.

### **Resolution 3 – Remuneration Report**

#### **General**

The Corporations Act requires that at a listed company's Annual General Meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and Key Management Personnel of the Company. The remuneration report is part of the Directors' Report contained in the Annual Financial Report of the Company for the financial year ending 30 June 2015.

Under changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on Resolution 3 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2016 Annual General Meeting, the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting to consider the appointment of Directors of the Company (**Spill Resolution**).

If more than 50% of shareholders vote in favour of the Spill Resolution, the Company must convene the general meeting (**Spill Meeting**) within 90 days of the Company's 2015 Annual General Meeting. All of the Directors who were in office when the Company's 2016 Directors' Report was approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

### Proxy voting restrictions on Item 3 (Remuneration Report)

Shareholders appointing a proxy for this Resolution should note the following:

Proxy	Directions Given	No directions given
Key Management Personnel <sup>1</sup>	Voted as directed	Unable to vote <sup>3</sup>
Chair <sup>2</sup>	Voted as directed	Able to vote at discretion of Proxy <sup>4</sup>
Other	Voted as directed	Able to Vote at discretion of Proxy

Notes:

- <sup>1</sup> Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.
- <sup>2</sup> Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of such a member).
- <sup>3</sup> Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.
- <sup>4</sup> The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

### Definitions

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Closely Related Party** of a member of the Key Management Personnel means:

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

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's Annual Financial Report for the year ended 30 June 2015.

### General Business

To transact any other business which may lawfully be brought before the meeting in accordance with the Company's constitution.

In accordance with section 250BA of the Corporations Act 2001, the Company specifies the following information for the purposes of receipt of proxy appointments:

Investor Vote: [www.investorvote.com.au](http://www.investorvote.com.au)

Registered Office: Computershare Investor Services  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Facsimile Number: 1800 783 447 (within Australia)  
+61 3 9473 2555 (outside Australia)

Each member entitled to vote at the Annual General Meeting has the right to appoint a proxy to attend and vote at the meeting on their behalf. The member may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at his/her discretion. The preferred method for receipt of proxy appointments is via the Investor Vote website. The instrument appointing the proxy must be received by any of the methods identified above at least 48 hours before the time notified for the meeting. Members who are unable to attend the meeting are encouraged to complete and return a proxy form.

In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the Meeting. The snapshot date is 4.00pm (AWST) on Tuesday 24 November 2015.

**Chris Webster**

Company Secretary  
By Order of the Board of Directors

Perth, Western Australia  
23 October 2015

**EUROZ LIMITED**  
ACN 000 364 465


**Instructions for Completing 'Appointment of Proxy' Form**


1. **(Appointing a Proxy):** A member entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked, the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
  - **(Individual):** Where the holding is in one name, the member must sign.
  - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
  - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
  - **(Companies):** Where the company has a sole director who is also the sole Company Secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a Company Secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a Company Secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid proxy form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please login to the online voting portal at [www.investorvote.com.au](http://www.investorvote.com.au) or complete and sign the enclosed Proxy Form and return by:
6.
  - (a) Post to                   Computershare Investor Services  
                                  GPO Box 242  
                                  Melbourne Victoria 3001 Australia
  - (b) Facsimile to:   1800 783 447 (within Australia)  
                          +61 3 9473 2555 (outside Australia)

so that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy forms received later than this time will be invalid.**

## Lodge your vote:

 **Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)

 **By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 730 915  
(outside Australia) +61 3 9946 4474



## Proxy Form

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### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



### Your access information that you will need to vote:

**Control Number:**

**SRN/HIN:**

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

 **For your vote to be effective it must be received by 1:30pm (WST) Tuesday, 24 November 2015**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

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

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Euroz Limited hereby appoint

the Chairman of the Meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Euroz Limited to be held at Level 18, Alluvion Building, 58 Mounts Bay Road, Perth, Western Australia on Thursday, 26 November 2015 at 1:30pm (WST) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 3 (except where I/we have indicated a different voting intention below) even though Resolution 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 3 by marking the appropriate box in step 2 below.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Re-election of a Director – Mr Russell Kane	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of a Director – Mr Simon Yeo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date / / \_\_\_\_\_