



Barrack St Investments Limited

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2018 Annual General Meeting of

BARRACK ST INVESTMENTS LIMITED ("the Company")

ACN 167 689 821

will be held at

Location	Offices of Bentleys NSW, Level 14, 60 Margaret Street, Sydney NSW 2000
Date	Friday 9 November 2018
Time	11.00 am (Sydney time)

ORDINARY BUSINESS

ITEM 1

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Company's Annual Financial Reports and the reports of the Directors and Auditor for the year ended 30 June 2018.

ITEM 2

Resolution 1

ADOPTION OF DIRECTORS' REMUNERATION REPORT

To consider, and if in favour, to pass the following Resolution under section 250R(2) *Corporations Act (Cth)* (*Corporations Act*):

1. 'That the Remuneration Report of the Directors for the financial year ended 30 June 2018 be adopted.'

Note

This Resolution will be decided as if it were an ordinary resolution, but under section 250R(3) *Corporations Act* the vote on this Resolution is advisory only and does not bind the Directors or the Company. The Directors abstain from making a voting recommendation on the resolution.

ITEM 3

Resolution 2

RE-ELECTION OF DIRECTOR

To consider, and if in favour, to pass the following as an ordinary Resolution:

2. 'That Mr Murray d'Almeida, who retires by rotation under rule 19.3 of the Company's constitution, and being eligible, be re-elected as a Director of the Company.'

Note:

Information about Mr d'Almeida appears in the Explanatory Memorandum. **The Directors recommend that you vote in favour of this resolution.**

ITEM 4

Resolution 3

SPILL RESOLUTION

Resolution 3 will only be put to the meeting if at least 25 % of the votes cast on Resolution 1 (Remuneration Report) are cast against the adoption of the Remuneration Report.

To consider, in accordance with Section 250 V of the *Corporations Act*, the following resolution:

3. 'That:

- a) another meeting of the Company's Shareholders ("Spill Meeting") be held within 90 days of the date of this meeting;
- b) all of the Company's Directors who were Directors of the Company when the Annual Report 2018 was released, cease to hold office immediately before the end of the Spill Meeting; and
- c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to a vote at the Spill Meeting.'

Note:

See the Explanatory Notes for:

Resolution 1: Adoption of Remuneration Report;

Resolution 2: Re-election of Director; and

Resolution 3: Spill Resolution for further information.



VOTING EXCLUSION STATEMENT:

Consistent with section 250R of the Corporations Act, the Company will disregard any votes cast on **Resolution 1** (Remuneration Report) by any member of the Company's Key Management Personnel and their closely related parties.

In accordance with Listing Rules 14.11, the Company will disregard any votes cast on each resolution as applicable. However, the Company need 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 person Chairing the meeting as proxy for a person who is entitled to vote in accordance with an express direction specified on the proxy form to vote as the proxy decides.

VOTING EXCLUSION STATEMENT

In accordance with sections 250 BD (1) and 250V (2) of the Corporations Act, no member of the Key Management Personnel (KMP) of the Company, details of whose remuneration are included in the

Remuneration Report, or a member of the KMP at the date of the meeting acting as proxy or a Closely Related Party of any such member may vote on **Resolution 3**.

However, in accordance with the Corporations Act a person described above may vote on **Resolution 3** if:

- it is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the proxy form; or
- It is cast by the Chair of the meeting as proxy for a person who is permitted to vote in accordance with an express direction specified on the proxy form to vote as the proxy decides even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

If the Chairman of the meeting is appointed as a proxy for a person who is permitted to vote on **Resolution 3**.

The Chair will vote any proxies which do not indicate on their proxy form the way the Chair must vote, **AGAINST Resolution 3**.



NOTES:

- (a) A Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a Shareholder. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- (d) If the proxy form specifies the way the proxy is to vote on a particular Resolution the proxy need not vote on a show of hands but if the proxy does so, it must vote as specified in the proxy form.
- (e) If the proxy has two or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands.
- (f) A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (g) The Company has determined under regulation 7.11.37 Corporations Regulations 2001 that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00pm (AEDT) on Wednesday, 7 November 2018.
- (h) If you have any queries on how to cast your votes call the Company's share registry, Boardroom Pty Limited via phone on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) during business hours.

By Order of the Board

Brian Jones
Company Secretary
12 September 2018

Proxies must be received before 11:00am (AEDT) on Wednesday 7 November 2018
by one of the following methods:

Boardroom Pty Limited

By Post:	GPO Box 3993, SYDNEY NSW 2001
By Delivery:	Level 12, 225 George Street, SYDNEY NSW 2000
By Facsimile:	+61 2 9290 9655
By Voting Online:	www.votingonline.com.au/bstagm2018

The Company reserves the right to declare invalid any proxy not received in this manner.



Barrack St Investments Limited

BARRACK ST INVESTMENTS LIMITED

ACN 167 689 821

2018 ANNUAL GENERAL MEETING

EXPLANATORY NOTES

ITEM 1

FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires that the report of the Directors, the Auditor's report and the Financial Report be laid before the Annual General Meeting. In addition, the Company's constitution provides for these reports to be received and considered at the meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's constitution requires a vote of Shareholders at the Annual General Meeting on the Financial Statements and reports.

Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on these reports.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, WPIAS Pty Ltd, if the question is relevant to:

- a) the content of the Auditor's Report; or
- b) the conduct of its audit of the Annual Financial Report to be considered at the meeting.

Note:

Under section 250PA(1) Corporations Act a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

Written questions for the auditor must be delivered on or before Friday 2 November 2018. Please send any written questions for WPIAS Pty Ltd to the Company at the address listed on the proxy form attached to this Notice.

ITEM 2

RESOLUTION 1: Adoption of Directors' Remuneration Report

The Corporations Act requires that the section of the Directors' Report dealing with the remuneration of Directors, and the Company Secretary (**Remuneration Report**) be put to the vote of Shareholders for adoption.

The resolution of Shareholders is advisory only and **not binding** on the Company. However, if more than 25% of the votes cast on this Resolution are against the adoption of the Remuneration Report, the Remuneration Report for the following year must either address any comments received from Shareholders or explain why no action has been taken in response to those comments.

If, at the following Annual General Meeting the Remuneration Report is voted against by 25% or more of votes cast, a 'spill resolution' will be put to Shareholders. If at least 50% of the votes cast are in favour of the 'spill resolution' a special meeting of the Company will be held within 90 days at which the Directors in office at the time of the second Annual General Meeting must resign and stand for re-election.

The Remuneration Report is in the 2018 Annual Report. It is also available on the Company's website:
www.barrackst.com



EXPLANATORY NOTES

(Continued)

THE REPORT:

- a) explains the Board's policies on the nature and level of remuneration paid to the Directors and Company Secretary within the Company;
- b) discusses the link between the Board's policies and the Company's performance;
- c) sets out the remuneration details for each Director;
- d) provides details on any service agreements, share based compensation arrangements and related party transactions; and
- e) makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executives, including executive Directors.

The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

The Board recommends you vote IN FAVOUR of RESOLUTION 1.

ITEM 3

RESOLUTION 2: Re-election of Mr Murray d'Almeida

In terms of clause 19.3 of the Constitution at every Annual General Meeting, one third of the Directors must retire from office. A Director must retire from office at the conclusion of the third Annual General Meeting, after which the Director was elected or re-elected. A Director who is required to retire under this rule, retains office until the dissolution or adjournment of the meeting, at which the retiring Director retires. The Director to retire at an Annual General Meeting is the one who has been longest in office since the last election. The retiring Director is eligible for re-election.

Mr d'Almeida has been in office since 23 January 2014, he is Chairman of the Board and a member of the Audit and Risk Committee. He is also a Shareholder of the Company. Further information regarding his experience and qualifications is contained in the Directors' Report of the Annual Report 2018, which can also be viewed on the Company's website: www.barrackst.com

The Board (with Mr d'Almeida abstaining) unanimously support the re-election of Mr d'Almeida as a Director and recommend that Shareholders vote IN FAVOUR of RESOLUTION 2.

ITEM 4

RESOLUTION 3: Spill Resolution

Resolution 3 will only be put to the meeting if at least 25% of the votes cast on Resolution 1 (Adoption of Remuneration Report) are cast against the adoption of the Remuneration Report (for further information see the Explanatory Note of Resolution 1: Adoption of Remuneration Report).

If more than 50% of the votes cast are in favour of the Spill Resolution, the Company will convene a Spill Meeting at which all the Directors, excluding the Managing Director, will stand for re-election. Following the Spill Meeting, those persons whose election or re-election as Directors is approved, will be the Directors of the Company.

The Directors of the Company will convene the Spill Meeting to be held within 90 days of the Meeting in the event that the Spill Resolution is passed.



EXPLANATORY NOTES

(Continued)

VOTING RESTRICTIONS

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on the Spill Resolution. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

The Voting Restriction does not apply where:

- (a) The Chairman or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or Closely Related Parties of Key Management Personnel) as a proxy with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company;
- or
- (b) The Chairman is appointed in writing (by a Shareholder who is not Key Management Personnel or Closely Related Parties of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding Shareholder vote on remuneration, where the Shareholder provides express authorization for the Chairman to do so.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted against Resolution 3.

There are no voting exclusions applicable to resolutions appointing Directors at the Spill Meeting. This means there is no barrier to the existing major Shareholders of the Company exercising their voting rights to re-appoint the existing Directors of the Company, without any changes to the composition of the Board.

Directors of the Company strongly recommend that Shareholders vote AGAINST RESOLUTION 3.



Barrack St Investments Limited

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 (Sydney time) on Wednesday 7 November 2018.**

🖨 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/bstagn2018>

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 **11:00am (Sydney time) on Wednesday 7 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/bstagn2018>
- 📠 **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 **Barrack St Investments 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 Bentleys NSW, Level 14, 60 Margaret Street, Sydney NSW 2000 on Friday 9 November 2018 at 11:00am (Sydney time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

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

The Chair of the Meeting will vote all undirected proxies in favour of Resolutions 1 and 2 and **AGAINST Resolution 3** (if put to the meeting). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote for, against, or abstain on a resolution, you must provide a direction by marking the 'For', 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

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

		For	Against	Abstain*
Resolution 1	Adoption of Directors' Remuneration Report	☐	☐	☐
Resolution 2	Re-Election of Mr Murray d'Almeida as a Director	☐	☐	☐
Resolution 3	Spill Resolution The Directors recommend you vote AGAINST Resolution 3	☐	☐	☐

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