

TPC CONSOLIDATED LIMITED

ABN 99 073 079 268

NOTICE OF ANNUAL GENERAL MEETING including Explanatory Statement

Meeting to be held at **Level 8, 1 York Street, Sydney NSW 2000 on Tuesday, 31 October 2017 commencing at 11:30am.**

The Explanatory Statement that accompanies this Notice of Annual General Meeting describes the matters to be considered at the meeting.

This is an important document and requires your immediate attention. You should read this document in its entirety. If you are in doubt as to what you should do, you should consult your investment or other professional adviser.

Important Notices

Role of the ASX

A copy of this document has been lodged with the ASX. Neither the ASX nor any of its officers take any responsibility for the contents of this document.

Key Dates

Latest date and time for lodgment of proxy forms: 11:30am, Sunday, 29 October 2017

Date and time for determining eligibility to vote: 11:30am, Sunday, 29 October 2017

Annual General Meeting 11:30am, Tuesday, 31 October 2017

All times referred to in this document are references to Australian Eastern Daylight Time in Sydney, Australia.

Glossary

Unless the context otherwise requires, capitalised terms in this document have the meaning set out in the following table.

AGM	annual general meeting
ASX	ASX Limited, or the market operated by it
ASX Listing Rules	the official listing rules of ASX (as amended from time to time)
Board	board of directors of the Company
Company	TPC Consolidated Limited ABN 99 073 079 268
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Explanatory Statement	the explanatory statement that forms part of this Notice of Meeting
Key Management Personnel	key management personnel of the Company, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company
Meeting or Annual General Meeting	the annual general meeting of the Company to be held at Level 8, 1 York Street, Sydney NSW 2000 on Tuesday, 31 October 2017 commencing at 11:30am
Notice of Meeting	this notice of the Meeting
Remuneration Report	the remuneration report contained in the directors' report of the Company for the year ended 30 June 2017
Resolution	a resolution that will be considered at the Meeting
Shares	ordinary shares of the Company

Notice of Meeting

Notice is hereby given that an Annual General Meeting of **TPC Consolidated Limited ABN 99 073 079 268** will be held at **Level 8, 1 York Street, Sydney NSW 2000** on **Tuesday, 31 October 2017 commencing at 11:30am.**

The Explanatory Statement that accompanies this Notice of Meeting describes the matters to be considered at the Annual General Meeting.

ORDINARY BUSINESS

Consideration of financial report

To receive and consider the financial report and the reports of the directors and auditors of the Company for the year ended 30 June 2017.

Neither the Corporations Act nor the Company's constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given the opportunity to ask questions or make comments on the reports and statements at the Meeting.

Resolution 1 **Adoption of Remuneration Report**

To consider and, if thought fit, pass the following non-binding resolution:

"That the remuneration report required by section 300A of the *Corporations Act 2001* (Cth), as contained in the directors' report of the Company for the year ended 30 June 2017, be adopted."

- This resolution is advisory only and does not bind the Company or its directors.

- When reviewing the Company's remuneration policies the directors will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting.

- If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director / CEO) must stand for re-election.

Resolution 2 Re-election of Mr Greg McCann as a director

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

"That Mr Greg McCann, being a director of the Company who retires by rotation in accordance with rule 6.4 of the Company's constitution, be re-elected as a director of the Company."

By order of the Board:

A handwritten signature in black ink, appearing to read 'Jeffrey Ma', with a stylized flourish at the end.

Jeffrey Ma

Secretary

Dated: 26 September 2017

VOTING EXCLUSIONS

In accordance with the Corporations Act and the ASX Listing Rules, the Company makes the following statement:

The Company will disregard any votes cast on:

Resolution 1 Adoption of Remuneration Report

by:

- 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, the Company need not disregard a vote if:

- a) ***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***
- b) ***it is cast by the person chairing the meeting as 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

1. *In accordance with regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), the Board has determined that for the purposes of the Meeting, a person's entitlement to vote at the Annual General Meeting will be the entitlement set out in the Company's share register as at 11:30am Sunday, 29 October 2017.*
2. *A member who is entitled to attend and cast a vote at a meeting of the company's members is entitled to appoint a proxy to attend and vote for the member at the Meeting. A member who is entitled to cast two or more votes is entitled to appoint two proxies. A member may not appoint more than two proxies. If two proxies are appointed by a member, that member may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half the votes.*
3. *A proxy may be an individual or a body corporate, and need not be a member of the Company.*
4. *An appointment of a proxy may be a standing one.*
5. *A body corporate may appoint an individual as its representative to exercise any of the powers the body corporate may exercise at meetings of the Company's shareholders. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.*

The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

6. *A proxy form and the power of attorney or authority (if any) under which it is signed or a copy of the power of attorney or authority certified as a true copy by statutory declaration, must be duly completed and returned to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001 Australia or at fax number: (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555 by no later than 11:30am, 29 October 2017. Proxy forms received after this time will be invalid.*
7. *Members who appoint a proxy should consider how they wish to direct the proxy to vote, that is, whether the member wishes the proxy to vote "for" or "against", or to abstain from voting, on each resolution, or whether to leave the decision to the appointed proxy after discussion at the Meeting (subject to the voting exclusions noted above).*
8. *A proxy's authority to speak and vote for a member at a meeting is suspended while the member is present at the meeting.*
9. *A valid proxy form confers authority to the proxy to demand or join in demanding a poll.*
10. *A poll may not be demanded on the election of the chairman of the Meeting or on a question of adjourning the Meeting.*
11. *On a show of hands, every member present in person has 1 vote. Where a person present at the Meeting represents (whether personally or by proxy, attorney or representative) more than one member on a show of hands:*
 - *the person is entitled to 1 vote only despite the number of members the person represents, and that vote will be taken as having been cast for all the members the person represents; and*
 - *for a person who has been appointed as a proxy under two or more proxy forms that specify different ways to vote on a Resolution, the person may not vote as a proxy on a show of hands, however, if the person is a member, that person may vote on a show of hands without regard to the proxy the person holds.*
12. *On a poll, every member present in person will have, in the case of fully paid shares, 1 vote for each share held by that member, and in the case of partly paid shares, for each share, a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the share.*
13. *If a proxy form lodged by a member specifies the manner in which the proxy is to vote in respect of a particular Resolution:*
 - *the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;*
 - *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;*
 - *if the proxy is the chairman of the Meeting, the proxy must vote on a poll and must vote that way; and*
 - *if the proxy is not the chairman of the Meeting, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.*

14. *If an appointed proxy does not attend the Meeting, then the chairman of the Meeting will be taken to have been appointed as the proxy of the relevant shareholder in respect of the Meeting. In addition, if a proxy attends the Meeting and has been directed how to vote on a resolution, but the proxy does not vote on that resolution on a poll, then the chairman of the Meeting will be taken to have been appointed as the proxy of the relevant shareholder in respect of that poll.*
15. *In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the Meeting has a casting vote, except that where the chairman is also a member of the Company, he or she does not have a casting vote in addition to his or her deliberate vote.*
16. *The Explanatory Statement attached to this Notice of Meeting is hereby incorporated into and forms part of this Notice of Meeting.*

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the shareholders of the Company to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held on Tuesday, 31 October 2017. Shareholders are encouraged to read this document in full.

Voting on the Resolution

With the exception of Resolution 1, all of the Resolutions to be voted on are ordinary resolutions. Resolution 1 is a non-binding resolution. An ordinary resolution requires a simple majority of votes cast by shareholders entitled to vote on the resolution in order for it to be carried.

Each Resolution will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman of the Meeting, at least 5 shareholders present in person and having the right to vote on the Resolution, or shareholders present in person and representing at least 5% of the total voting rights of all the shareholders entitled to vote on the resolution on a poll.

Opportunity for questions and comments

If appropriate and if time permits, the chairman of the Meeting will discuss significant issues raised by shareholders prior to the Meeting and will invite questions and comments from shareholders on these key issues and any other appropriate and relevant matters that shareholders would like to raise at the Meeting.

In addition, a reasonable opportunity will be given to members present at the Meeting to ask questions about or make comments on the management of the Company, and to ask the Company's auditor, Grant Thornton Audit Pty Ltd, questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor. If you would like to submit a written question to Grant Thornton Audit Pty Ltd before the Meeting on any of the foregoing matters, please send your question to the Company Secretary, Jeffrey Ma, at jeffrey.ma@tpc.com.au before 24 October 2017.

If you have a more general issue or question that you would like discussed at the Meeting, please write to the Company Secretary, Jeffrey Ma, at the above email address.

How will the chairman vote as proxy if the shareholder has not directed the chairman to vote?

If a shareholder of the Company appoints the chairman of the Annual General Meeting as proxy and does not direct the chairman on how to vote on a proposed Resolution then, if that Shareholder is entitled to vote on that Resolution, the chairman intends to vote in favour of that proposed Resolution.

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R of the Corporations Act, the Company submits to shareholders for consideration and adoption, by way of a non-binding resolution, its Remuneration Report for the year ended 30 June 2017.

The Remuneration Report is a distinct section of the annual directors' report which deals with the remuneration of directors and executives (which includes senior management) of the Company. The Remuneration Report can be located in the Company's annual report for the year ended 30 June 2017 on pages 9 to 13. Shareholders who have elected not to receive a printed copy of the Company's 2017 annual report may obtain a copy from the Company's website www.tpc.com.au under "Corporate and Investor Info".

The Resolution is advisory only and does not bind the Company or its directors. However the Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies. If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director/CEO) must stand for re-election. The Company encourages all shareholders to cast their votes on Resolution 1 (Adoption of Remuneration Report).

The chairman intends to exercise all undirected proxies in favour of Resolution 1. If the chairman of the Meeting is appointed as your proxy and you have not directed the chairman how to vote on Resolution 1 by signing and returning the proxy form accompanying this document, the shareholder is considered to have provided an express authorisation for the chairman to vote the proxy in accordance with the chairman's intention.

Resolution 2 – Re-election of Mr Greg McCann as a director

Pursuant to rule 6.4 of the Company's constitution and the ASX Listing Rules, Mr McCann will retire by rotation as director of the Company and seeks re-election.

Greg holds a Bachelor of Business (Accounting) degree and is a Fellow of the Institute of Chartered Accountants in Australia and the Australian Institute of Company Directors.

He has had 24 years of financial consulting experience with Deloitte Touche Tohmatsu. During this time he held a variety of senior leadership positions including the roles of Managing Partner for Papua New Guinea (1987 to 1990), Managing Partner for Queensland (1990 to 1995), Managing Partner for New South Wales (1995 to 1997), Managing Director of Deloitte Consulting / ICS Australia (1979 to 2001) and most recently Associate Managing Director of Deloitte Consulting for Australia and New Zealand (1999 to 2004).

Greg has extensive experience with boards and senior executives at CEO level. He is currently the Executive Chairman of the Executor Group of Companies, an independent software and consulting services supplier to the Asia Pacific region, employing over 1200 professionals. Greg has also chaired other ASX and NASDAQ listed companies and was on the board of the law firm, Lander & Rogers for ten years. He was also Chairman of NBN Tasmania. Greg is also Chairman of Long Tail Properties Pty Ltd, a utilities and apartment concierge company.



TPC Consolidated Limited
ABN: 99 073 079 268



TPC
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



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

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 11:30am (AEDT) Sunday, 29 October 2017

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

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 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.

Turn over to complete the form →

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Update your securityholding, 24 hours a day, 7 days a week: www.investorcentre.com	
<input checked="" type="checkbox"/> Review your securityholding <input checked="" type="checkbox"/> Update your securityholding	Your secure access information is: SRN/HIN: I9999999999 PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of TPC Consolidated 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 TPC Consolidated Limited to be held at Level 8, 1 York Street, Sydney NSW 2000 on Tuesday, 31 October 2017 at 11:30am (AEDT) 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 Item 1 (except where I/we have indicated a different voting intention below) even though Item 1 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 Item 1 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
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Greg McCann as a director	<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

TPC

999999A

Computershare +