

ASX/NEWS RELEASE – OTC

30 October 2015



ADDITIONAL AGM RESOLUTION & ADDENDUM TO THE NOTICE OF MEETING

OTOC Limited (**ASX:OTC**) advises that an additional resolution will be considered at the Annual General Meeting (**AGM**) to be held on Tuesday 17th November 2015 at 10.00am at The University Club of Western Australia, Ground Floor, Seminar Room 2, Hackett Drive (Entrance #1), Crawley, Western Australia.

Mr Paganin was appointed as an additional Non-Executive Director as a casual appointment by the OTOC Board on 19 October 2015. Pursuant to clause 13.4 of the Company's Constitution and ASX Listing Rule 14.4, a director appointed to fill a casual vacancy or as an addition to the board must not hold office, without re-election, past the next AGM.

The appointment of Mr Paganin occurred after the Notice of Meeting dated 6th October 2015 was despatched. Accordingly, Mr Paganin's retirement and offer for election was not able to be dealt with in the Notice of Meeting and therefore is proposed to be dealt with in the attached Addendum to the Notice of Meeting. Section 250R(1) of the Corporations Act 2001 (Cth) provides that the business of an AGM may include the election of directors even if not referred to in the Notice of Meeting. Therefore, an additional Resolution 11, relating to the election of Mr Paganin, will be put to the OTOC shareholders at the AGM as an item of general business. As there is sufficient time prior to the proposed date of the annual general meeting, the Company have determined to issue an Addendum to the Notice of Meeting. Please refer to the attached Addendum for further details.

An updated proxy form will be despatched to shareholders. The inclusion of Resolution 11 does not affect the validity of the proxy form attached to the Notice of Meeting or any proxy votes made and received pursuant to that proxy form.

ENDS

About OTOC

OTOC Limited is a diversified infrastructure and survey solutions company.

OTOC's Surveying Division of Bosco Jonson, Geo-Metric, THG and Whelans are highly regarded surveying consultants with expertise in land and cadastral, infrastructure and engineering surveying, aerial mapping, town planning and urban design.

OTOC has a clear strategy to create a premium multi-disciplinary national surveying business.

OTOC Australia is a leading provider of non-process infrastructure solutions to customers in several markets including Government Infrastructure, Mining, Energy, Heavy & Light Industrial, Utilities, Facilities and Communications.

For further information please contact

Corporate Office
OTOC Limited
Tel (08) 9317 0628

OTOCLIMITED.COM.AU

OTOC LIMITED

ACN 122 958 178

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Notice is given that in relation to the Notice of Annual General Meeting released to ASX on 16 October 2015 (**Notice of Meeting**) in respect of the Annual General Meeting of the Shareholders to be held at 10.00am (WST) on Tuesday, 17 November 2015 at, The University Club of Western Australia, Ground Floor, Seminar Room 2, Hackett Drive (Entrance #1), Crawley, Western Australia, the Directors have determined to add a new Resolution 11 as set out below and to the items of business to be considered by Shareholders at the Meeting as a result of the appointment of Non-Executive Director Mr Karl Paganin on 19 October 2015, and to amend and supplement the information contained in the Explanatory Statement provided to Shareholders in relation to the matters set out in this Addendum to the Notice of Meeting

Terms and abbreviations used in the Notice of Meeting have the same meaning in this Addendum to the notice of Meeting unless otherwise updated in this Addendum to the Notice of Meeting.

IMPORTANT INFORMATION

VOTING BY PROXY

A Proxy Form containing this new resolution 11 will be mailed to Shareholders. To vote by proxy, please complete and sign the Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

To vote on the Resolutions by proxy **PLEASE COMPLETE AND RETURN THE REPLACEMENT PROXY FORM**. The inclusion of Resolution 11 does not affect the validity of the proxy form attached to the Notice of Meeting or any proxy votes made and received pursuant to that proxy form. Proxy Forms despatched with the original Notice of Meeting, **WILL BE** accepted by the Company and counted in relation to Resolutions to be heard at the Meeting.

DATED: 30 OCTOBER 2015

BY ORDER OF THE BOARD

LISA WYNNE

COMPANY SECRETARY

ADDITIONAL ITEM OF BUSINESS

RESOLUTION 11 – ELECTION OF DIRECTOR – MR KARL PAGANIN

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

“That Mr Karl Paganin, who retires in accordance with clause 13.4 of the Constitution and for all other purposes, and being eligible, offers himself for election, is elected as a Director.”

EXPLANATORY STATEMENT

Clause 13.4 of the Company’s Constitution and ASX Listing Rule 14.4 provides that a director of an entity appointed to fill a casual vacancy or as an addition to the board holds office until the Company’s next annual general meeting following his or her appointment, and is then offers himself or herself for election.

Mr Paganin has over 15 years senior experience in Investment Banking, specialising in transaction structuring, equity capital markets, mergers and acquisitions and strategic management advice to listed companies. Mr Paganin was Director of Major Projects and Senior Legal Counsel for Heytesbury Pty Ltd (the private trading company of the Holmes à Court Family) which was the proprietor of John Holland Group Pty Ltd. Mr Paganin holds degrees in Law (B.Juris, LLB) and Arts (BA) from the University of Western Australia and is a Non-Executive Director of ASX listed Southern Cross Electrical Engineering Limited and Vice Chairman of the not for profit charity, Autism West Support Inc.

Mr Paganin was Managing Director of the Perth office of GMP Securities Australia (“GMP”) from 2011 until his departure in January 2015. GMP has acted as corporate advisors to OTOC for the period from September 2012 to date, whereby they have received monthly corporate advisory fees, success fees on acquisitions and fees on equity raisings. The Board does not consider the payments made to GMP to be material and having regard to the nature of the commercial relationship between GMP and OTOC, in their view, Mr Paganin’s prior role with GMP does not impact materially on his independent exercise of judgment, therefore, the Board, other than Mr Paganin, consider that Mr Paganin is an independent director of the Company.

The Company confirms it has undertaken appropriate checks prior to the appointment of Mr Paganin as a Director of the Company and confirms that it is not aware of any further information material to Shareholders’ decision to approve the election of Mr Paganin.

The Board, other than Mr Paganin, support Mr Paganin’s election and recommend that Shareholders vote in favour of Resolution 11.

ENQUIRIES

Shareholders are requested to contact the Company Secretary, Lisa Wynne, on (+61 8) 9317 0626 if they have any queries in respect of the matters set out in this Addendum to the Notice of Meeting.

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OTOC LIMITED

ACN: 122 958 178

REGISTERED OFFICE:

LEVEL 12
3 HASLER ROAD
OSBORNE PARK WA 6017

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SHARE REGISTRY:

Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPLECROSS WA 6953
AUSTRALIA
770 Canning Highway, APPLECROSS WA 6153
AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

Code:

OTC

Holder Number:

«HOLDER_NUM

REPLACEMENT PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

VOTE ONLINE

Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

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The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson 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, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 10:00am on Tuesday 17 November 2015 at The University Club of Western, Australia, Ground Floor, Seminar Room 2, Hackett Drive (Entrance #1), Crawley WA 6000 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 6, & 9 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 6, & 9 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

RESOLUTION	For	Against	Abstain*		For	Against	Abstain*
1. Adoption of Remuneration Report	☐	☐	☐	7. Issue of Performance Rights - Simon Clode	☐	☐	☐
2. Re-Election of Director - Mr Thomas Lawrence	☐	☐	☐	8. Issue of Performance Rights - Simon Lukan	☐	☐	☐
3. Ratification of Prior Issue of Shares Geo-Metric Acquisition	☐	☐	☐	9. Issue of Performance Rights - Brian Mangano	☐	☐	☐
4. Ratification of Prior Issue of Shares - THG Acquisition	☐	☐	☐	10. Issue of Performance Rights - Lisa Wynne	☐	☐	☐
5. Approval of 10% Placement Capacity	☐	☐	☐	11. Election of Director - Mr Karl Paganin	☐	☐	☐
6. Issue of Performance Rights - Simon Thomas	☐	☐	☐				

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * 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 votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

If two proxies are being appointed, the proportion of voting rights this proxy represents is:

%

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 10:00am WST on Sunday 15 November 2015.

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My/Our contact details in case of enquiries are:

Name:

Number:

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Consent for email contact Yes/No

E-mail:

1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- On each of the Proxy forms, state the percentage of your voting rights or 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 of your votes; and
- Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Registrars Pty Ltd

Online www.securitytransfer.com.au

Postal Address PO BOX 535
Applecross WA 6953 AUSTRALIA

Street Address Alexandra House
Suite 1, 770 Canning Highway
Applecross WA 6153 AUSTRALIA

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.