

Passionate about Pets



# Greencross Ltd



## 2014 ANNUAL GENERAL MEETING

29 OCTOBER 2014

# Chairman's address



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**Stuart James**

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## CEO's address



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**Jeffrey David**

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# Formal business



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**Stuart James**

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## Item 1. Financial statements and reports

To receive and consider the Company's financial reports and the report of the Directors and the Auditor for the financial year ended 30 June 2014.

# Items 2 – 6 : Election / re-election of Directors



## Item 2. Election of Ms Christina Boyce

*“That Ms Christina Boyce, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and rule 8.1 of the Company’s constitution, and being eligible, be elected as a Director of the Company.”*

### Proxies:

In respect of this item of business, the following proxies have been received:

	Votes Received	% of proxies received (excluding abstentions)
• For	64,153,311	99.02%
• Open / Undirected (Chairman)	531,827	0.82%

***The Chairman intends voting his open / undirected proxies in favour of the resolution.***

• Against	54,362	0.08%
• Open / Undirected (Other)	50,029	0.08%
• Abstain	105,889	

## Item 3. Re-election of Mr Andrew Geddes

*“That Andrew Geddes, who retires as a Director of the Company by rotation in accordance with rule 8.3 of the Company’s constitution, and being eligible, be re-elected as a Director of the Company.”*

### Proxies:

In respect of this item of business, the following proxies have been received:

	Votes Received	% of proxies received (excluding abstentions)
• For	51,600,903	79.67%
• Open / Undirected (Chairman)	531,626	0.82%

***The Chairman intends voting his open / undirected proxies in favour of the resolution.***

• Against	12,581,033	19.43%
• Open / Undirected (Other)	50,029	0.08%
• Abstain	131,827	

## Item 4. Election of Mr Christopher Knoblanche AM

*“That Mr Christopher Knoblanche AM, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and rule 8.1 of the Company’s constitution, and being eligible, be elected as a Director of the Company.”*

### Proxies:

In respect of this item of business, the following

proxies have been received:

	Votes Received	% of proxies received (excluding abstentions)
• For	64,166,862	99.03%
• Open / Undirected (Chairman)	534,613	0.82%

***The Chairman intends voting his open / undirected proxies in favour of the resolution.***

• Against	42,292	0.07%
• Open / Undirected (Other)	50,029	0.08%
• Abstain	101,622	

## Item 5. Election of Dr Glen Richards

*“That Dr Glen Richards, who retires as a Director of the Company by rotation in accordance with rule 8.3 of the Company’s constitution, and being eligible, be elected as an Executive Director of the Company.”*

### Proxies:

In respect of this item of business, the following proxies have been received:

	Votes Received	% of proxies received (excluding abstentions)
• For	62,301,590	96.16%
• Open / Undirected (Chairman)	563,646	0.87%

***The Chairman intends voting his open / undirected proxies in favour of the resolution.***

• Against	1,874,514	2.89%
• Open / Undirected (Other)	50,029	0.08%
• Abstain	105,639	

## Item 6. Election of Paul Wilson

*“That Mr Paul Wilson, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and rule 8.1 of the Company’s constitution, and being eligible, be elected as an Executive Director of the Company.”*

### Proxies:

In respect of this item of business, the following proxies have been received:

	Votes Received	% of proxies received (excluding abstentions)
• For	61,853,123	95.46%
• Open / Undirected (Chairman)	530,346	0.82%

***The Chairman intends voting his open / undirected proxies in favour of the resolution.***

• Against	2,356,031	3.64%
• Open / Undirected (Other)	50,029	0.08%
• Abstain	105,889	

## Item 7(a) – (c) : Ratification of issue of securities



## Item 7(a). Ratification of issue of securities

*“That for the purposes of Listing Rule 7.4, shareholders ratify and approve the issue of 554,468 fully paid ordinary shares in the Company previously issued at \$7.80 per share, as described in the Explanatory Memorandum.”*

### Proxies:

In respect of this item of business, the following proxies have been received:

	Votes Received	% of proxies received (excluding abstentions)
• For	57,442,073	98.53%
• Open / Undirected (Chairman)	532,174	0.91%

***The Chairman intends voting his open / undirected proxies in favour of the resolution.***

• Against	276,341	0.47%
• Open / Undirected (Other)	50,029	0.09%
• Abstain	6,594,801	

## Item 7(b). Ratification of issue of securities

*“That for the purposes of Listing Rule 7.4, shareholders ratify and approve the issue of 5,555,557 fully paid ordinary shares in the Company previously issued at \$9.00 per share, as described in the Explanatory Memorandum.”*

### Proxies:

In respect of this item of business, the following proxies have been received:

	Votes Received	% of proxies received (excluding abstentions)
• For	59,028,738	98.71%
• Open / Undirected (Chairman)	535,301	0.90%

***The Chairman intends voting his open / undirected proxies in favour of the resolution.***

• Against	185,787	0.31%
• Open / Undirected (Other)	50,029	0.08%
• Abstain	274,118	

## Item 7(c). Ratification of issue of securities

*“That for the purposes of Listing Rule 7.4, shareholders ratify and approve the issue of 8,144,443 fully paid ordinary shares in the Company previously issued at \$8.45 per share, as described in the Explanatory Memorandum.”*

### Proxies:

In respect of this item of business, the following

proxies have been received:

	<b>Votes Received</b>	<b>% of proxies received (excluding abstentions)</b>
• For	27,197,210	98.07%
• Open / Undirected (Chairman)	399,808	1.44%

***The Chairman intends voting his open / undirected proxies in favour of the resolution.***

• Against	86,142	0.31%
• Open / Undirected (Other)	50,029	0.18%
• Abstain	7,966	

## Item 8. Financial assistance

*“For the purposes of section 260B(2) of the Corporations Act 2001 (Cth), approval is given for the financial assistance to be provided by CF Group Holdings Pty Limited ACN 164 457 523 and its subsidiaries from time to time in connection with the Acquisition as described in the Explanatory Memorandum accompanying the Notice of Annual General Meeting dated 22 September 2014.”*

## Item 8. Financial assistance

*“For the purposes of section 260B(2) of the Corporations Act 2001 (Cth), approval is given for the financial assistance to be provided by CF Group Holdings Pty Limited ACN 164 457 523 and its subsidiaries from time to time in connection with the Acquisition as described in the Explanatory Memorandum accompanying the Notice of Annual General Meeting dated 22 September 2014.”*

### Proxies:

In respect of this item of business, the following proxies have been received:

	<b>Votes Received</b>	<b>% of proxies received (excluding abstentions)</b>
• For	64,039,894	98.82%
• Open / Undirected (Chairman)	531,262	0.82%

***The Chairman intends voting his open / undirected proxies in favour of the resolution.***

• Against	181,634	0.28%
• Open / Undirected (Other)	50,029	0.08%
• Abstain	92,599	

## Item 9. Remuneration report

*“That the Remuneration Report for the year ended 30 June 2014 be adopted.”*

## Item 9. Remuneration report

*“That the Remuneration Report for the year ended 30 June 2014 be adopted.”*

### Proxies:

In respect of this item of business, the following proxies have been received:

	Votes Received	% of proxies received (excluding abstentions)
• For	40,010,646	86.04%
• Open / Undirected (Chairman)	0	0.00%

***The Chairman intends voting his open / undirected proxies in favour of the resolution.***

• Against	6,438,361	13.85%
• Open / Undirected (Other)	49,385	0.11%
• Abstain	3,040,549	

**Thank you**