

# Greencross Limited

## The Pet Company

### 2015 ANNUAL GENERAL MEETING

22 OCTOBER 2015



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**Stuart James**

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**Martin Nicholas**

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**Stuart James**

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# Item 1: Financial Statements and Reports

To receive and consider the financial reports and the report of the Directors and the Auditor for the Company and its controlled entities for the financial year ended 30 June 2015.

# Items 2 - 4: Election and Re-election of Directors

# Item 2: Election of Ms Rebekah Horne

*“That Ms Rebekah Horne 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:

	<b>Votes Received</b>	<b>% of proxies received (excluding abstentions)</b>
• For	68,635,206	91.80%
• Open / Undirected (Chairman)	4,436,357	5.93%

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

• Against	1,495,068	2.00%
• Open / Undirected (Other)	197,674	0.27%
• Abstain	62,229	

# Item 3: Re-election of Mr Stuart James

*“That Stuart James who retires as a Director of the Company 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	58,224,915	86.84%
• Open / Undirected (Chairman)	4,420,357	6.59%

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

• Against	4,206,689	6.27%
• Open / Undirected (Other)	197,674	0.30%
• Abstain	7,776,899	



# Item 4: Re-election of Mr Paul Wilson

*“That Paul Wilson who retires as a Director of the Company 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	61,253,048	81.92%
• Open / Undirected (Chairman)	4,420,357	5.91%

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

• Against	8,902,298	11.91%
• Open / Undirected (Other)	197,674	0.26%
• Abstain	53,157	

# Items 5(a) and (b): Ratification of Issue of Securities

*“That for the purposes of Listing Rule 7.4, shareholders ratify and approve the issue of 626,030 fully paid ordinary shares in the Company issued to Macquarie Capital (Australia) Limited on 29 September 2014 at an issue price of \$9.76 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	67,258,777	90.73%
• Open / Undirected (Chairman)	4,416,834	5.96%

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

• Against	2,259,384	3.05%
• Open / Undirected (Other)	196,303	0.26%
• Abstain	695,165	

*“That for the purposes of Listing Rule 7.4, shareholders ratify and approve the issue of 709,003 fully paid ordinary shares in the Company issued to Macquarie Capital (Australia) Limited on 31 March 2015 at an issue price of \$8.68 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	67,232,721	90.71%
• Open / Undirected (Chairman)	4,420,305	5.96%

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

• Against	2,270,144	3.06%
• Open / Undirected (Other)	197,674	0.27%
• Abstain	705,690	

# Item 6: Remuneration Report

*“That the Remuneration Report, that forms part of the Director’s report of the Company, for the year ended 30 June 2015 be adopted.”*

## Proxies:

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

	Votes Received	% of proxies received (excluding abstentions)
• For	52,685,671	91.54%
• Open / Undirected (Chairman)	2,757,022	4.79%

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

• Against	1,918,638	3.33%
• Open / Undirected (Other)	196,303	0.34%
• Abstain	108,256	

# Item 7: Proposed increase in Board Remuneration

*“That, pursuant to article 8.4 of the Company’s constitution, and for the purposes of Listing Rule 10.17, the maximum aggregate remuneration payable by the Company to the Directors (as a whole) for their non-executive services be increased by \$250,000 from \$750,000 per annum to \$1,000,000 per annum, divided amongst the Directors in such proportion and manner as the Directors agree or, in default of that agreement, equally.”*

## Proxies:

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

	Votes Received	% of proxies received (excluding abstentions)
• For	52,594,232	88.80%
• Open / Undirected (Chairman)	4,419,115	7.46%

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

• Against	2,022,630	3.42%
• Open / Undirected (Other)	192,139	0.32%
• Abstain	97,374	

# Item 8: Grant of Securities to Martin

## Nicholas under the Executive Long Term Incentive Plan

*“That approval be given in accordance with ASX Listing Rule 10.14 for the participation of Martin Nicholas in the Executive Long Term Incentive Plan (LTIP) of Greencross Limited, and for the grant of performance rights to Martin Nicholas within one year of the date of this Annual General Meeting pursuant to the LTIP and on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting.”*

### **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	69,530,553	93.06%
• Open / Undirected (Chairman)	4,418,993	5.91%

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

• Against	569,126	0.76%
• Open / Undirected (Other)	193,510	0.27%
• Abstain	114,352	

**Thank you**