

Greencross Limited

The Pet Company

2016 ANNUAL GENERAL MEETING

25 OCTOBER 2016



Stuart James

Martin Nicholas

Stuart James

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 2016.

Item 2: Remuneration Report

“That the Remuneration Report, which forms part of the Directors' report of the Company, for the year ended 30 June 2016 be adopted.”

Proxies:

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

	Votes Received	% of proxies received (excluding abstentions)
• For	48,494,743	84.18%
• Open / Undirected (Chairman)	385,776	0.67%

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

• Against	8,598,105	14.93%
• Open / Undirected (Other)	126,392	0.22%
• Abstain	254,262	N/A

Items 3 - 4: Re-election of Directors

Item 3: Election of Mr Glen Richards

"That Dr Glen Richards, 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	47,730,389	79.18%
• Open / Undirected (Chairman)	2,541,173	4.22%

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

• Against	9,881,310	16.39%
• Open / Undirected (Other)	127,785	0.21%
• Abstain	48,378	N/A

Item 4: Re-election of Mr Christopher Knoblanche

"That Mr Christopher Knoblanche AM, 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	57,486,139	95.38%
• Open / Undirected (Chairman)	2,543,973	4.22%

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

• Against	114,482	0.19%
• Open / Undirected (Other)	127,785	0.21%
• Abstain	56,656	N/A

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

“That for the purposes of Listing Rule 7.4, and for all other purposes, shareholders ratify and approve the issue of 1,194,305 fully paid ordinary shares in the Company issued to Macquarie Capital (Australia) Limited on 18 September 2015 at an issue price of \$5.93 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	55,625,236	92.51%
• Open / Undirected (Chairman)	2,545,168	4.23%

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

• Against	1,833,226	3.05%
• Open / Undirected (Other)	127,785	0.22%
• Abstain	197,620	N/A

"That for the purposes of Listing Rule 7.4, and for all other purposes, shareholders ratify and approve the issue of 168,018 fully paid ordinary shares in the Company issued to Pacific Custodians Pty Limited as trustee for the Greencross Limited Employee Share Trust on 24 August 2016 at an issue price of \$7.17 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	55,601,382	92.47%
• Open / Undirected (Chairman)	2,556,416	4.25%

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

• Against	1,842,761	3.06%
• Open / Undirected (Other)	126,392	0.21%
• Abstain	202,084	N/A

Item 6: Equity Incentive Plan

"That, for the purposes of Listing Rule 7.2, Exception 9(b), and sections 200B, 200E and 260C(4) of the Corporations Act, and for all other purposes, shareholders ratify and approve the Company's Equity Incentive Plan Rules , a summary of which is set out in the Explanatory Memorandum, and the issue of securities under the Equity Incentive Plan providing that the number of shares offered, or that may be offered, under the Equity Incentive Plan, together with any shares issued under any other equity plans of the Company over the previous 3 years, is less than 5% of the total shares on issue."

Proxies:

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

	Votes Received	% of proxies received (excluding abstentions)
• For	55,266,344	95.93%
• Open / Undirected (Chairman)	395,390	0.68%

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

• Against	1,825,023	3.17%
• Open / Undirected (Other)	126,392	0.22%
• Abstain	246,129	N/A

Item 7: Grant of Securities to Martin

Nicholas under the FY2017 Executive Long Term Incentive Plan

"That approval be given in accordance with Listing Rule 10.14, and for all other purposes, for Martin Nicholas to:

(a) participate in the FY2017 Executive Long Term Incentive Plan ("LTIP") of Greencross Limited;

(b) receive a grant of Rights within one year of the date of this Annual General Meeting ; and

(c) acquire any fully paid ordinary shares of the Company in respect of those Rights,

in accordance with the terms of the Equity Incentive Plan of the Company as described in the Explanatory Memorandum accompanying this Notice of Meeting."

Proxies:

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

	Votes Received	% of proxies received (excluding abstentions)
• For	56,349,124	93.81%
• Open / Undirected (Chairman)	2,533,464	4.21%

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

• Against	1,059,922	1.76%
• Open / Undirected (Other)	126,392	0.22%
• Abstain	242,381	N/A

Item 8: Grant of Securities to Martin Nicholas under the FY2015 Executive Short Term Incentive Plan

"That approval be given in accordance with Listing Rule 10.14, and for all other purposes, for the Company to issue to Martin Nicholas 17,797 fully paid ordinary shares in the Company within one year of the date of this Annual General Meeting pursuant to the FY2015 Executive Short Term Incentive Plan ("STIP") under the terms of the Equity Incentive Plan of the Company as described in the Explanatory Memorandum accompanying this Notice of Meeting."

Proxies:

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

	Votes Received	% of proxies received (excluding abstentions)
• For	56,339,066	93.80%
• Open / Undirected (Chairman)	2,521,391	4.20%

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

• Against	1,077,424	1.79%
• Open / Undirected (Other)	126,392	0.21%
• Abstain	247,010	N/A

Thank you