

MaxiTRANS Industries Limited

ACN 006 797 173

NOTICE OF ANNUAL GENERAL MEETING

Place: Computershare Conference Centre

"Yarra Falls"

452 Johnston Street Abbotsford Victoria 3067

Date: Friday, 19 October 2018

Time: 11.00 am (Melbourne time)

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR ATTENTION

If you are in doubt as to how to deal with it, please consult your professional adviser.

MAXITRANS INDUSTRIES LIMITED ACN 006 797 173

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of MaxiTRANS Industries Limited will be held at the Computershare Conference Centre, "Yarra Falls", 452 Johnston Street, Abbotsford, Victoria on Friday, 19 October 2018 at 11.00 am (Melbourne time).

The Explanatory Memorandum that accompanies and forms part of this Notice of Annual General Meeting describes the various matters to be addressed at the meeting. The Explanatory Memorandum should be read in conjunction with this Notice of Annual General Meeting.

Capitalised terms used in this Notice and the Explanatory Memorandum have the meanings given to them in the Glossary unless the context indicates otherwise.

ITEMS OF BUSINESS

1. Financial Statements and Reports

To receive and consider the financial report, the directors' report and the auditors' report for the Company and its controlled entities for the year ended 30 June 2018.

2. Adoption of the Remuneration Report

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

That the Company's Remuneration Report for the year ended 30 June 2018 be adopted.

Note: The vote on this Item is advisory only and does not bind the Directors or the Company. A voting exclusion applies to this Resolution. See page 4 for details.

3. Re-election of Director - Mr James Curtis

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

That Mr James Curtis, who retires in accordance with the Company's Constitution and being eligible for election, is re-elected as a Director of the Company.

4. Grant of Performance Rights to the Managing Director and CEO

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

For the purposes of Listing Rule 10.14, to approve the grant of performance rights to Mr Dean Jenkins, Managing Director and Chief Executive Officer, as described in the Explanatory Memorandum accompanying the Notice of Meeting.

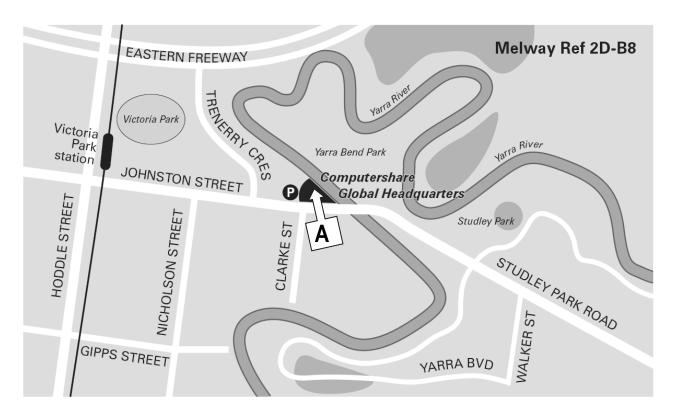
Note: A voting exclusion applies to this Resolution. See page 5 for details.

By order of the Board

Alison Groves Company Secretary 14 September 2018

MAP - VENUE LOCATION

Symbol A below shows the office location of Computershare Investor Services Pty Limited at 452 Johnston Street, Abbotsford, Victoria.



CAR PARKING

Car parking is available along the side streets adjacent to the office.

Please take note of any parking restrictions.

IMPORTANT NOTES

VOTING ENTITLEMENTS

For the purposes of ascertaining voting entitlements for the Annual General Meeting, the Board has determined that the shareholding of each member will be as it appears in the Company's register of members at 7.00pm (Melbourne time) on Wednesday, 17 October 2018.

HOW TO VOTE

To vote at the meeting you will need to follow these steps:

Complete the enclosed proxy form and return it in person, by facsimile or mail (to be received **no later than 11.00 am (Melbourne time) on Wednesday, 17 October 2018**) to the following office or facsimile numbers:

Computershare Investor Services Pty Limited

GPO Box 242

Melbourne Victoria 3001

Facsimile number: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

OR

Computershare Investor Services Pty Limited

"Yarra Falls," 452 Johnston Street Abbotsford Victoria 3067

- OR 2. Lodge your proxy online go to www.investorvote.com.au, log in and follow the prompts. Custodians Relevant custodians may lodge their proxy form online by visiting www.intermediaryonline.com
- **OR 3.** Attend the AGM in person.

The lodging of a completed proxy form will not prevent you from attending and voting at the AGM.

VOTING EXCLUSION STATEMENTS

Item 2 – Remuneration Report

The Company will disregard any votes cast on Item 2 by or on behalf of a member of the key management personnel named in the Remuneration Report for the year ended 30 June 2018 (each a **KMP**) or their Closely Related Parties, regardless of whether the votes are cast as a Shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote cast by a KMP or Closely Related Party of a KMP if:

- it is cast as a proxy, and the proxy is appointed by writing that specifies how the proxy is to vote on Item 2 and it is not cast on behalf of a KMP or a Closely Related Party of a KMP; or
- the proxy is the chair of the meeting and the appointment of the chair as proxy does not specify
 the way the proxy is to vote on Item 2 and the chair is expressly authorised to exercise the
 proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP.

If you are KMP or a Closely Related Party of a KMP (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as indicated above), you may be liable for an offence for breach of the voting restrictions that apply to you under the Corporations Act.

Item 4 – Grant of Performance Rights to the Managing Director and CEO

The Company will disregard any votes cast:

- in favour of Item 4 by or on behalf of Mr Jenkins (being the only director who is eligible to participate in the Performance Rights Plan) and any Associates of Mr Jenkins; and
- by proxy by any member of KMP and any Closely Related Party of a KMP.

However, the Company is not required to disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote and it is cast in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote and the proxy appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP.

WRITTEN QUESTIONS TO THE AUDITOR

The Company's auditor or the auditor's representative will attend the AGM. Shareholders entitled to vote at the AGM may submit written questions to the auditor if the question is relevant to the content of the auditor's report or the conduct of the audit of the annual financial report.

Questions must be submitted no later than 5.00pm on Friday, 12 October 2018 and should be sent to the Company Secretary, 346 Boundary Road, Derrimut, Victoria, 3030 or by email to ea@maxitrans.com.au.

PROXIES AND COMPANY REPRESENTATIVES

- 1. A proxy form is enclosed.
- 2. A Shareholder entitled to attend and vote at the meeting may appoint up to two proxies to attend and vote at the meeting on that Shareholders' behalf. A proxy need not be a Shareholder. If a Shareholder appoints two proxies, neither proxy may vote on a show of hands. If you wish to appoint two proxies, please contact the Share Registry on 1300 850 505 (within Australia) or +61 3 0415 4000 (outside Australia).
- 3. The proxy form must be signed by the Shareholder or his or her attorney in accordance with the instructions on the proxy form.
- 4. To be valid, the proxy form and the power of attorney or other authority (if any) under which it is signed (or any certified copy thereof) must be received by Share Registry at the address or facsimile number below, or submitted online, no later than 11.00am (Melbourne time) on Wednesday, 17 October 2018.

By mail: Computershare Investor Services Pty Limited

GPO Box 242

Melbourne Victoria 3001

By facsimile: Computershare Investor Services Pty Limited on 1800 783 447

(within Australia) or +61 3 9473 2555 (outside Australia)

In person: Computershare Investor Services Pty Limited

"Yarra Falls," 452 Johnston Street

Abbotsford Victoria 3067

Online: go to www.investorvote.com.au, log-in and follow the prompts.

Custodians: Relevant custodians may lodge their proxy form online by visiting

www.intermediaryonline.com

5. A member which is a body corporate and entitled to attend and vote at the AGM, or a proxy which is a body corporate and is appointed by a member entitled to attend and vote at the AGM, may appoint an individual to act as its representative at the AGM in accordance with section 250D of the Corporations Act. The representative must bring to the meeting a certificate to evidence his or her appointment unless it has previously been provided to the Share Registry. The proxy form contains instructions for obtaining a form of the certificate.

- 6. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit, subject to any voting restrictions that may apply to the proxy.
- 7. If the proxy form is signed but is blank in all other material aspects, it will be taken to mean that it is in favour of the chair of the meeting for full voting rights and the chair intends to vote in favour of the item on a poll.

APPOINTING THE CHAIR AS YOUR PROXY

The proxy form accompanying this notice of meeting contains detailed instructions regarding how to complete the proxy form if a Shareholder wishes to appoint the chair of the meeting as his or her proxy. You should read those instructions carefully.

If a Shareholder directs the chair how to vote on an item of business, the chair must vote in accordance with the direction.

In relation to each of the remuneration-related resolutions (being Items 2 and 4), if the chair of the meeting is appointed as your proxy, and you have not directed your proxy how to vote on the relevant resolution, please note that by completing and returning the proxy form accompanying the Notice of Meeting you will be expressly authorising the chair of the meeting to exercise your undirected proxy on those resolutions even though they are connected with the remuneration of the Company's key management personnel.

The chair intends to exercise all undirected proxies by voting in favour of all resolutions on the agenda.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is to be read in conjunction with the accompanying Notice of Annual General Meeting.

The purpose of this Explanatory Memorandum is to provide Shareholders with an explanation of the business of the meeting and of the resolutions to be proposed and considered at the Annual General Meeting of the Company to be held on Friday, 19 October 2018 and to allow Shareholders to determine how they wish to vote on those resolutions.

Shareholders should read the Notice of Meeting and this Explanatory Memorandum before deciding how to vote.

Capitalised terms used in this Explanatory Memorandum have the meanings given to them in the Glossary unless the context indicates otherwise.

Item 1 - Financial Statements and Reports

The Corporations Act requires that the Company's financial report (which includes financial statements, notes to the financial statements and the directors' declaration), the directors' report and the auditor's report be laid before the Annual General Meeting.

There is no requirement in either the Corporations Act or the Constitution for Shareholders to approve the financial report, the directors' report or the auditor's report.

A copy of the Annual Report has been forwarded to each Shareholder and is also available on the Company's website: www.maxitrans.com.au. The Annual Report contains the financial report, the directors' report and the auditor's report.

Shareholders will be given a reasonable opportunity to ask questions and make comments on these reports, and on the management of the Company, and to ask questions of the auditor.

Item 2 - Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report for the year ended 30 June 2018 is set out in the Company's Annual Report.

The Remuneration Report sets out:

- the remuneration policies adopted by the Board;
- the links between the remuneration policies adopted by the Board and the performance of the Company;
- the remuneration details for each Director and key management personnel;
- the different bases of remuneration paid to non-executive Directors and executive management; and
- information about performance-linked remuneration, including short term and long term incentives.

The Shareholder vote on the Remuneration Report is advisory only and will not bind the Company or its Directors. However, the Board will take into account any Shareholder discussions on this Resolution and the outcome of the vote when considering the future remuneration arrangements of the Company.

In accordance with the provisions of the Corporations Act, known generally as the 'two strikes rule", Shareholders should note that if 25% or more of the votes cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, a resolution will be put to Shareholders at the second annual general meeting (a "spill" resolution) that, if passed, will require another meeting to be held within 90 days. At that meeting the Company's Directors (other than the Managing Director), who held office when it was resolved to put the Remuneration Report to the second annual general meeting and who wish to continue as a Director, must stand for re-election.

Shareholders will be given a reasonable opportunity at the meeting to ask questions about, or make comments on, the Remuneration Report.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Directors unanimously recommend that Shareholders vote in favour of adopting the Remuneration Report.

Item 3 - Re-election of Director - Mr James Curtis

Pursuant to the Company's Constitution, a non-executive Director must retire from office at the conclusion of the third annual general meeting after the Director was last elected. Directors are eligible for re-election.

Mr James Curtis was last re-elected at the 2015 Annual General Meeting and is due to retire from office at the conclusion of the 2018 Annual General Meeting. Mr Curtis seeks re-election as a Director. Mr Curtis was appointed as a director in 1987 and is Deputy Chairman of the Board. Mr Curtis is a member of the Audit & Risk Management Committee and the Remuneration & Human Resources Committee.

Further details about Mr Curtis are set out in the Annual Report.

The Directors (except Mr Curtis) unanimously recommend that Shareholders vote in favour of the re-election of Mr Curtis.

Item 4 – Grant of Performance Rights to the Managing Director

Pursuant to the Listing Rules, the Company must seek Shareholder approval to grant securities in the Company, including performance rights, to Mr Dean Jenkins, the Company's Managing Director and Chief Executive Officer, under an employee incentive scheme. If approval is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1 for a proposed grant of performance rights, nor for Shares issued on exercise of the performance rights, to Mr. Jenkins.

Accordingly, the Company is seeking approval for the grant of performance rights to Mr. Jenkins under the Company's Performance Rights Plan.

A summary of the terms of the performance rights proposed to be granted to Mr. Jenkins is set out below. The performance rights are otherwise issued on the terms of the Performance Rights Plan which was approved by Shareholders in 2010. The Board has the discretion to waive or vary the terms of the Plan.

A performance right will, upon its vesting and exercise, entitle a holder to receive (either by way of issue or by transfer) one Share in the Company (subject to adjustments for capital actions in accordance with the Listing Rules and the terms of the Performance Rights Plan) which will rank equally with all other existing Shares.

Maximum number of	630,119 performance rights.		
securities that may be acquired by Mr Jenkins and the formula for calculating the number of securities to be issued	The number of performance rights proposed to be granted to Mr Jenkins has been calculated by using the 'face value' methodology – that is, by dividing the long term incentive component of his annual remuneration (\$333,333) by \$0.529, being the volume weighted average price of MaxiTRANS shares during the first month of the three-year performance period (July 2018).		
Performance hurdles	The performance rights will vest and be exercisable only if the performance hurdle attached to the performance rights is satisfied.		
	The performance rights will be subject to a performance hurdle to achieve an increase in the Company's Return on Invested Capital (ROIC) at an average of 0.65% per annum over the period from 1 July 2018 to 30 June 2021.		
	Based on the Company's average ROIC of 6.37% for the previous three years, this represents a target ROIC of 8.32% for the year ending 30 June 2021.		
	A sliding scale will apply for partial attainment of the performance hurdle. The minimum target that must be achieved before any of the performance rights vest is a ROIC of 7.68% in the year ending 30 June 2021, at which point 50% of the performance rights will vest. A sliding scale will apply where the ROIC achieved is between 7.68% and 8.32%. 100% of the performance rights will vest where the target ROIC of 8.32% is fully achieved or exceeded.		
	Any unvested performance rights will lapse.		
The price or formula for calculating the price for each security to be acquired under the Plan	No price is payable by Mr Jenkins for the grant or exercise of the performance rights.		
Exercise of performance rights	Under the Plan Rules, vested performance rights may only be exercised during the period commencing on the third anniversary of the grant date and ending on the seventh anniversary of the grant date. Unexercised performance rights will lapse on their expiry date.		
	In special circumstances, the Plan Rules permit an alternative exercise period to apply. For example, where a holder of performance rights retires, dies, sustains a total and permanent disability or is made redundant, the Board can determine that the performance hurdles be waived and that the exercise period commence on the date the special circumstance arises and end 90 days later.		

Lapse of performance rights	Under the Plan Rules, unvested performance rights lapse if a holder cea to be an employee of the MaxiTRANS group.		
	Unvested and vested performance rights will lapse immediately if the holder is dismissed with cause, has committed an act of fraud, defalcation or gross misconduct in relation to the MaxiTRANS group, or has committed a disreputable act.		
	The Plan Rules provide that vested performance rights will lapse: six months after the date of termination of employment of the holder (other than in special circumstances relating to the death, retirement, redundancy or total and permanent disablement of the holder);		
	 twelve months after the holder ceases employment as a result of special circumstances; or twelve months after the occurrence of a change of control in the Company. 		
Voting rights	The performance rights do not carry any voting rights, but Mr Jenkins will be able to vote any Shares that are provided on vesting and exercise of the performance rights.		
The names of all persons referred to in Listing Rule 10.14 who received securities under the Plan since the last approval	Mr Jenkins received 462,193 performance rights for nil consideration pursuant to the Shareholder approval granted at the 2017 Annual General Meeting.		
The names of all persons referred to in Listing Rule 10.14 entitled to participate in the Plan	Mr Jenkins is the only person referred to in Listing Rule 10.14 entitled to participate in the Plan.		
The terms of any loan in relation to the acquisition	No loan will be made in relation to the acquisition of performance rights or the underlying Shares by Mr Jenkins.		
The date by which the Company will issue the securities	The performance rights will be issued within 12 months of the date of the meeting. It is anticipated that the performance rights will be issued in November 2018.		

The non-executive Directors unanimously recommend that Shareholders vote in favour of the resolution.

QUESTIONS?

Shareholders should consider the information set out in the Notice of Meeting and Explanatory Memorandum before deciding how to vote at the meeting.

If after reading the Notice of Meeting and the Explanatory Memorandum you have any questions about the meeting, please contact the Company Secretary on (03) 8368 1100 or by email: ea@maxitrans.com.au.

GLOSSARY

AGM means the 2018 Annual General Meeting of the Company to be held on Friday, 19 October 2018.

Annual Report means the annual report of the Company for the financial year ended 30 June 2018.

Associate has the meaning given in the Listing Rules.

ASX means Australian Securities Exchange Limited.

Board means the Board of Directors.

Closely Related Parties has the meaning given by section 9 of the Corporations Act.

Company means MaxiTRANS Industries Limited ACN 006 797 173.

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company as at the date of the Notice of meeting.

Explanatory Memorandum means this explanatory memorandum which accompanies and forms part of the Notice of Meeting.

Group means the Company and all of its subsidiaries.

Listing Rules means the listing rules of the ASX.

Notice of Meeting means the notice of the AGM referred to in and which accompanies this Explanatory Memorandum.

Performance Rights Plan means the MaxiTRANS Performance Rights Plan.

Resolution means a resolution referred to in the Notice of Meeting.

Share means a fully paid ordinary share in the Company.

Share Registry means Computershare Investor Services Pty Ltd.

Shareholder means a holder of Shares.



Lodge y	your	vote
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Online:

www.investorvote.com.au



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



Vote and view the annual report online

- •Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 181949

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

☆☆ For your vote to be effective it must be received by 11.00am (Melbourne time) on Wednesday, 17 October 2018.

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 for Postal Forms

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.

GO ONLINE TO VOTE, or turn over to complete the form



	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.	
Proxy Form	Please mark	to indicate your directions
Appoint a Proxy to N I/We being a member/s of MaxiTRA	ote on Your Behalf NS Industries Limited hereby appoint	
the Chairman of the Meeting		PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s)
to act generally at the Meeting on my/our to the extent permitted by law, as the prox Computershare Conference Centre, "Yarra (Melbourne time) and at any adjournment		s (or if no directions have been given, and dustries Limited to be held at the 7, 19 October 2018 at 11.00 am
the Meeting as my/our proxy (or the Chair proxy on Items 2 and 4 (except where I/we	cted proxies on remuneration related resolutions: Whe nan becomes my/our proxy by default), I/we expressly auth have indicated a different voting intention below) even tho mber of key management personnel, which includes the Ch	orise the Chairman to exercise my/our ugh Items 2 and 4 are connected directly
Important Note: If the Chairman of the Movoting on Items 2 and 4 by marking the ap	eting is (or becomes) your proxy you can direct the Chairm propriate box in step 2 below.	nan to vote for or against or abstain from
Items of Business	PLEASE NOTE: If you mark the Abstain box for an item, you behalf on a show of hands or a poll and your votes will not be	counted in computing the required majority
		For Against Abstain
Item 2 Adoption of the Remuneration Rep	ort .	
Item 3 Re-election of Director – Mr James	Curtis	
Item 4 Grant of Performance Rights to the	Managing Director and CEO	
change his/her voting intention on any resolution	lirected proxies in favour of each item of business. In exceptional ci	rcumstances, the Chairman of the Meeting ma
Signature of Securit	/holder(s) This section must be completed. Securityholder 2 Securityholder 2	rityholder 3
Sole Director and Sole Company Secretary		tor/Company Secretary
Contact	Contact Daytime Telephone	/ / Date



