

**PENTAL LIMITED**  
**ABN 29 091 035 353**  
**NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting of the members of Pental Limited (**Pental or Company**) will be held at The Royce Hotel, 379 St Kilda Road, Melbourne, Victoria at 11.00 am AEDT on Thursday 20 November 2014.

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**BUSINESS**

**FINANCIAL REPORT**

To receive and consider the Annual Financial Statements, the Directors' Report and Audit Report of the Company and its Controlled Entities for the 52 week period ended 29 June 2014.

The above documents are contained in the Annual Report. Shareholders who have elected to receive an electronic copy of the Annual Report can download a copy at Pental.com.au under the "Investors" tab in the "Reports" section. Shareholders who have elected to receive a hard copy of the Annual Report will receive one with this Notice of Meeting.

**RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT**

To consider and, if thought fit, to pass the following non-binding resolution:

*"That the Remuneration Report contained in the Directors' Report for the 52 week period ended 29 June 2014 be adopted."*

**Short Explanation**

The Corporations Act requires listed companies to put to Shareholders at the Annual General Meeting a non-binding resolution concerning the Remuneration Report which is contained in the Directors' Report section of the Annual Report.

Shareholders will be given an opportunity to ask questions concerning the Remuneration Report at the Annual General Meeting.

As stated, Resolution 1 is non-binding.

**Voting Exclusion Statement**

The Company will disregard any votes cast on the proposed resolution for adoption of the remuneration report by or on behalf of:

- (a) a Key Management Personnel (**KMP**) named in the Remuneration Report; or
- (b) a Closely Related Party of a KMP,

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 it is not cast on behalf of a KMP or a Closely Related Party of a KMP. If the proxy is the Chairman, and the proxy does not specify the way in which the proxy should vote, the Chairman intends to vote in favour of the resolution

**Important for Resolution 1**

**If you are KMP or a Closely Related Party of 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 voting restrictions that apply to you under the Corporations Act.**

**RESOLUTION 2 - RETIREMENT OF DIRECTORS BY ROTATION AND BY OPERATION OF THE CONSTITUTION**

To consider, and if thought fit, to pass the following resolutions as ordinary resolutions:

- 2.1 *“That, having retired pursuant to the Constitution of the Company, Peter Robinson be re-elected as a director.”*
- 2.2 *“That, having retired pursuant to the Constitution of the Company, John Rishworth be re-elected as a director.”*

**Short Explanation**

The Company’s Constitution requires one third of the directors (other than the Managing Director) to retire at each Annual General Meeting, being the directors longest in office since being re-elected by Shareholders at the date of the Annual General Meeting. Mr Robinson and Mr Rishworth must therefore retire and have offered themselves for re-election.

Details of the Directors are contained in the Directors’ Report section of the Annual Report.

**RESOLUTION 3 - CONSOLIDATION OF CAPITAL**

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

*“That pursuant to Section 254H of the Corporations Act and clause 29 of the Constitution, and for all other purposes, the issued capital of the Company be consolidated on the basis that every fifteen (15) ordinary fully paid shares (**Shares**) be consolidated into one (1) share, and where this consolidation results in a shareholder holding a fraction of a Share, the Directors be authorised to round that holding up to the nearest whole Share.”*

**Short explanation**

Under the Corporations Act the Company is able to consolidate its share capital subject to shareholder approval by way of an ordinary resolution. The Company seeks shareholder approval to consolidate its capital on the terms set out in paragraph 4 the Explanatory Memorandum.

By order of the Board:



Oliver Carton  
Company secretary  
Dated: 10 October 2014

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## NOTES

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**IMPORTANT:** Shareholders are urged to direct their proxy how to vote by clearly marking the relevant box for each item on the proxy form.

1. A Member entitled to attend and vote at the Annual General Meeting has the right to appoint a person (who does not need to be a Member) as the Member's proxy to attend and vote at the meeting.
2. A Member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Member appoints two proxies and the appointment does not specify the proportion or number of the Member's votes each proxy may exercise, each proxy may exercise one half of the Member's votes.
3. The proxy form must be signed by the Member or the Member's attorney. Proxies given by corporations must be executed under seal or signed under the hand of a duly authorised officer or attorney.
4. To be valid, the enclosed proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be lodged:
  - a) at the offices of the Share Registry – GPO Box 3993 Sydney NSW 2001;
  - b) by faxing it to the Share Registry office on fax number (02) 9290 9655;
  - c) online: [www.votingonline.com.au/pentalagm2014](http://www.votingonline.com.au/pentalagm2014);

not later than 48 hours before the time for commencement of the meeting being **11.00 am AEDT on Tuesday 18 November 2014**.

5. A proxy may decide whether to vote on any motion, except where the proxy is required by law, the ASX Listing Rules 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 they think fit.
6. Amendments to the Corporations Act have been made recently which apply to proxy voting. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this meeting. Broadly, the changes mean that:
  - (a) if proxy holders vote, they must cast all directed proxies as directed; and
  - (b) any directed proxies which are not voted will automatically default to the Chairman of the meeting, who must vote as the proxies as directed.
7. A proxy form accompanies this Notice of Meeting.
8. 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 Chairman as his or her proxy. You should read those instructions carefully.
9. By appointing the Chairman of the meeting as your proxy in relation to Resolution 1 you expressly authorise the Chairman to vote in favour of Resolution 1 unless:

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- (a) you direct the Chairman to vote against or to abstain from voting on the resolution; or
  - (b) you are a Member of the key management personnel of the Company and its subsidiaries, details of whose remuneration are included in the remuneration report for the 52 week period ended 29 June 2014 (**KMP**).
10. The Chairman of the meeting intends to exercise all available proxies by voting in favour of resolutions 1, 2 and 3.
  11. A person may attend the meeting under an appointment of corporate representative pursuant to section 250D of the Corporations Act or Power of Attorney only if a copy of that duly executed appointment or Power of Attorney is lodged with the Share Registry or produced prior to the commencement of the meeting.
  12. The Company has determined that a person's entitlement to vote at the Annual General Meeting will, in accordance with the Corporations Act, be the entitlement of that person set out in the register of Shareholders as at 7:00 pm AEDT 18 November 2014. This means that any Shareholder registered at 7:00 pm AEDT on 18 November 2014 is entitled to attend and vote at the Annual General Meeting.
  13. Shareholders or their attorneys wishing to vote in person should attend the Annual General Meeting.
  14. Attorneys should bring with them the original or a certified copy of the power of attorney under which they have been authorised to attend and vote at the meeting, unless it had already been provided to the Share Registry.

## EXPLANATORY STATEMENT

### INTRODUCTION

The purpose of this Explanatory Statement is to provide Shareholders with an explanation of the business of the meeting and the Resolution proposed to be considered at the Annual General Meeting.

### 1 FINANCIAL STATEMENTS AND REPORT

At the Annual General Meeting, Shareholders will be given an opportunity to ask questions and comment on the Directors' Report, Financial Statements and Independent Auditor's Report for the 52 week period ended 29 June 2014.

Shareholders who have elected not to receive a hard copy of the Company's 2014 Annual Report can view or download a copy from the Company's website at [www.Pental.com.au](http://www.Pental.com.au).

The Company's auditors will be present at the meeting and be available to answer questions as to the conduct of the audit and the auditor's report.

### 2 RESOLUTION 1 – REMUNERATION REPORT

In accordance with section 250R(2) of the Corporations Act, listed companies are required to put to Shareholders at the Annual General Meeting a non-binding resolution concerning the Remuneration Report which is contained in the Directors' Report section of the Annual Report.

As stated the resolution is non binding however if at least 25% of the votes cast on the resolution at the Annual General Meeting are against adoption of the report, then there are consequences as set out in paragraph 7.

The Directors recommend that all Shareholders vote in favour of this resolution.

As stated the Company will disregard any votes cast on the proposed resolution for adoption of the remuneration report by or on behalf of:

- (a) a KMP; or
- (a) a Closely Related Party of a KMP.

### 3 RESOLUTION 2 - RETIREMENT OF DIRECTORS BY ROTATION AND BY OPERATION OF THE CONSTITUTION

The Pental Constitution requires directors appointed during the year to retire and offer themselves for election at the first AGM following their appointment. The Constitution also requires one third of Directors, other than the Managing Director, to retire at each Annual General Meeting. Those directors are eligible to be elected by Shareholders. The rule applies this year to Mr Robinson and Mr Rishworth. Their details and experience are set out in the Directors' Report section of the Annual Report.

The Directors, other than Mr Robinson and Mr Rishworth, recommend that all Shareholders vote in favour of this resolution. The Chairman intends to vote open proxies in favour of it.

#### **4 RESOLUTION 3 - CONSOLIDATION OF CAPITAL**

##### **4.1 Summary of proposal**

The Company currently has on issue 1,856,892,580 ordinary fully paid shares (**Shares**), and 286,532,780 Piggy Back Options exercisable at 3c on or before 6 June 2015.

The directors consider that it is appropriate at this point in time to rationalise the number of shares the Company will have on issue by consolidating the share capital of the Company on a 1 for 15 basis. The consolidation will both reduce the number of Shares on issue and increase the share price, theoretically by a multiple of 15 times the share price prior to the consolidation.

The rationale behind the consolidation is that while the share price has improved over the last Financial Year, it remains low in relative terms. The Company's advice is that a higher share price is more attractive to institutional investors and fund managers, as Pental may currently be perceived as a "penny stock".

If the consolidation of capital proceeds, the number of Shares on issue will be 123,792,838, subject to rounding discussed below. As required by the ASX Listing Rules, the number of Piggy Back Options will be divided by 15, resulting in 19,102,185 Piggy Back Options on issue, and the exercise price will be multiplied by 15, resulting in an exercise price of \$0.45 per Piggy Back Option. All other terms and conditions of the Piggy Back Options will remain the same.

Current holding statements for shares in the Company will be replaced by new holding statements showing the number of Shares you hold post the consolidation.

The Corporations Act allows a consolidation of share capital provided shareholders agree by ordinary resolution.

##### **1.2 Fractional entitlements**

The Directors have decided that where a holder's holding of Shares or Piggy Back Options is not divisible by 15, and a fractional holding is left following the consolidation, that holding will be rounded up to the nearest whole number.

##### **1.3 Effect of consolidation**

The effect of consolidation will be to reduce the number of Shares and Piggy Back Options on issue as set out above. The consolidation is not a reduction in capital and therefore there should be no impact on the value of individual shareholdings as a result of the consolidation, because each shareholder will still hold the same percentage interest in the Company as they held previously.

As Pental is listed on ASX, the market price of Shares is of course impacted by a number of factors, meaning that, over time, the Share price may increase or decrease, and Directors can give no guarantees concerning the Share price.

##### **1.4 Timetable for consolidation**

An indicative timetable for the consolidation process is as follows:

**Table 1**

<b>Event</b>	<b>Date</b>
General meeting to approve consolidation	20 November 2014
Notification to ASX of results of meeting	20 November 2014
Last day for trading in pre-reorganised securities	21 November 2014
Deferred trading of Shares commences	24 November 2014
Last day to register transfers on a pre consolidated basis	26 November 2014
First day for Company to send notice to shareholders of change of holding a result of reorganisation	27 November 2014
First day for Company to register Shares on a post reorganisation basis	
Issue of holding statements and despatch date	3 December 2014
Deferred trading of shares ends	
Last day for Shares to be entered into shareholders holdings and for despatch of notice to each shareholder	



**All Correspondence to:**

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- Level 7, 207 Kent Street,  
Sydney NSW 2000 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am AEDT on Tuesday 18 November 2014.**

### 🖥 TO VOTE ONLINE

### 📱 BY SMARTPHONE

**STEP 1: VISIT** [www.votingonline.com.au/pentalagm2014](http://www.votingonline.com.au/pentalagm2014)

**STEP 2: Enter your holding/investment type:**

**STEP 3: Enter your Reference Number:**

**STEP 4: Enter your VAC:**

**PLEASE NOTE:** For security reasons it is important you keep the above information confidential.



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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 your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am AEDT on Tuesday, 18 November 2014.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** [www.votingonline.com.au/pentalagm2014](http://www.votingonline.com.au/pentalagm2014)

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** Level 7, 207 Kent Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.



**Your Address**  
 This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Pental Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **The Royce Hotel, 379 St Kilda Road, Melbourne Victoria on Thursday, 20 November, 2014 at 11:00am AEDT** and at any adjournment of that meeting, to act 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this resolution even though Resolution 1 is connected with the remuneration of a member of key management personnel for Pental Limited.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**STEP 2 VOTING DIRECTIONS**  
 \* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.1	Re-election of Mr Peter Robinson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.2	Re-election of Mr John Rishworth as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Consolidation of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SHAREHOLDERS**  
 This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2014