

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 St Kilda Road Towers, Level 1, 1 Queens Road, Melbourne, Victoria, at 10.30 am AEDT on Thursday 21 November 2013.

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 year ended 30 June 2013.

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 financial year ended 30 June 2013 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 been appointed during the year and retired pursuant to the Constitution of the Company, John Etherington be elected as a director.”*
- 2.2 *“That, having been appointed during the year and retired pursuant to the Constitution of the Company, Mel Sutton be elected as a director.”*
- 2.3 *“That, having retired pursuant to the Constitution of the Company, Alan Johnstone be re-elected as a director.”*

Short Explanation

The Company’s Constitution requires directors appointed during the year to retire and offer themselves for election at the first AGM following their appointment. Mr Etherington and Mr Sutton were appointed during the year and have offered themselves for election. The Constitution also 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 Johnstone must therefore retire and has offered himself for re-election.

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

RESOLUTION 3 - RATIFICATION OF ISSUE OF SECURITIES

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

“That in accordance with ASX Listing Rule 7.4, the Company approves and ratifies the issue and allotment of 28,739,023 fully paid Shares to the entity described in Table 1 of the Explanatory Statement.”

Short Explanation

Pental has issued 28,739,023 Shares to the entity described in Table 1 of the Explanatory Statement, on the date set out in the Explanatory Statement. Funds raised have been used for the purposes set out in the Explanatory Statement.

Under ASX Listing Rule 7.1, the Board may issue up to 15% of its issued capital without Shareholder approval each 12 months. The Shares described above were issued without Shareholder approval and were within this limit.

Under the ASX Listing Rules, Pental can seek Shareholder ratification of an issue made within the 15% limit, and, if given, the effect of the ratification is to deem that the Shares issued were issued with Shareholder approval, meaning that, from the date of the approval, the Board is again able to issue up to a further 15% of the issued capital without Shareholder approval.

The purpose of Resolution 3 is to seek this ratification.

RESOLUTION 4 - CHANGE TO CONSTITUTION

To consider and, if thought fit, to pass the following as a special resolution:

- “That approval is given to change the Constitution by:*
- (a) deletion of clause 9 – Non-Marketable Parcels and insertion in its place of the new clause 9 set out in paragraph 6 of the Explanatory Statement; and*
 - (b) making the updating amendments set out in paragraph 6 of the Explanatory Statement.”*

Short explanation

Pental wishes to carry out a sale of non-marketable parcels. In order to facilitate this it is necessary to change the Company’s Constitution.

Pental’s Constitution should also be updated to reflect the Company’s change of name and other minor amendments.

As a special resolution, at least 75% of Shareholders voting in person or by proxy must vote in favour of Resolution 4.

CONDITIONAL RESOLUTION 5 – SPILL RESOLUTION

Condition for Item 5: Item 5 will be considered at the AGM only if at least 25% of the votes cast on Item 1 are against the adoption of the Remuneration Report. The Explanatory Statement further explains the circumstances in which Item 5 will be put to the meeting.

Conditional on at least 25% of votes being cast against Resolution 1, to consider and if thought fit, to pass the following ordinary resolution:

- 5.1 *a meeting of the Company’s members be held within 90 days of the date of the 2013 Annual General Meeting (the spill meeting);*
- 5.2 *each of Peter Robinson, Alan Johnstone*, John Rishworth and John Etherington* cease to hold office immediately before the end of the spill meeting; and*
- 5.3 *resolutions to appoint persons to offices that will be vacated immediately before the end of the spill meeting be put to the vote at the spill meeting.*

* assuming the director is re-elected at the AGM.

Short Explanation

As stated above, the Corporations Act requires listed companies to put to Shareholders at the Annual General Meeting a non-binding resolution concerning the Remuneration Report. If at least 25% of votes are cast against the resolution for two consecutive years, the Company is required to put a resolution to shareholders to hold a meeting to spill the Board (Spill Resolution). At the 2012 AGM at least 25% of votes were cast against the resolution, therefore:

- For personal use only
1. If less than 25% of Shareholders vote against the Remuneration Report, the requirement to hold a Spill Resolution is not met and the Spill Resolution will not be put to Shareholders; or
 2. If at least 25% of shareholders vote against the Remuneration Report the requirement to hold a Spill Resolution is met, and:
 - a. The Spill Resolution will be put to Shareholders; and
 - b. If more than 50% of Shareholders vote in favour of the Spill Resolution a meeting will be held within 90 days at which all directors will stand for re-election.

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 KMP; 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 against the resolution.

By order of the Board:



Oliver Carton
Company Secretary
Dated: 8 October 2013

NOTES

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: Level 7, 207 Kent Street Sydney NSW 2000
 - b) by posting it to the Share Registry: GPO Box 3993 Sydney NSW 2001;
 - c) by faxing it to the Share Registry office on fax number (02) 9290 9655;
 - d) online: www.boardroomlimited.com.au/vote/pentalagm2013; or

not later than 48 hours before the time for commencement of the meeting being 10.30 am AEDT on Tuesday 19 November 2013.

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 and 5 you expressly authorise the Chairman to vote in favour of Resolution 1 and against Resolution 5 unless:
- (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 year ended 30 June 2013 (KMP).
10. The Chairman of the meeting intends to exercise all available proxies by voting in favour of resolutions 1, 2, 3, and 4, and against resolution 5.
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 19 November 2013. This means that any Shareholder registered at 7:00 pm AEDT on 19 November 2013 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. Persons are asked to arrive at least 30 minutes prior to the commencement of the Annual General Meeting so that their shareholding may be checked against the relevant register and their attendance noted.
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 financial year ended 30 June 2013.

Shareholders who have elected not to receive a hard copy of the Company's 2013 Annual Report can view or download a copy from the Company's website at 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. Mr Etherington and Mr Sutton were appointed during the year and has offered themselves for election.

Mr Etherington's details and experience are set out in the Directors' Report section of the Annual Report. Mr Sutton was appointed following completion of the Directors' Report. His details are set out in the announcement to ASX dated 3 October 2013 concerning his appointment.

The Directors, other than Mr Etherington, recommend that all Shareholders vote in favour of the resolution to elect Mr Etherington. The Chairman intends to vote open proxies in favour of it. Mr Etherington is Chairman of the Audit Committee and brings important accounting and finance skills and experience to the Company.

The Directors, other than Mr Sutton, recommend that all Shareholders vote in favour of the resolution to elect Mr Sutton. The Chairman intends to vote open proxies in favour of it. Mr Sutton brings valuable CEO level fast moving consumer goods experience to the Board as well as senior management exposure to other retail sectors.

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 Alan Johnstone. Mr Johnstone's details and experience are set out in the Directors' Report section of the Annual Report.

The Directors, other than Mr Johnstone, recommend that all Shareholders vote in favour of this resolution. The Chairman intends to vote open proxies in favour of it. Mr Johnstone is the largest shareholder and is a long term supporter of the Company. He brings significant retail and commercial experience to the Board.

4 RESOLUTION 3 – RATIFICATION OF ISSUE OF SECURITIES

Summary of proposal

As previously announced to the market, the Company has placed 28,739,023 Shares to Sales Link Australasia Pty Ltd, on 2 November 2012 (Placement).

Funds raised under the Placement were used for working capital purposes.

The Board recommends that Shareholders ratify the issue of Shares. The Board notes that the issue price under the Placement matches the price of Shares offered to Shareholders under the Company's rights issue conducted about the same time as the Placement.

Listing Rule requirements for Resolution 3

(a) ASX Listing Rule 7.4

Listing Rule 7.4 enables the Company to ratify an issue of Shares made without prior Shareholder approval under Listing Rule 7.1 if:

- a) the issue of Shares did not breach Listing Rule 7.1; and
- b) Shareholders subsequently approve the issue of those Shares by the Company.

In general terms, Listing Rule 7.1 allows the Company to issue up to 15% of its issued capital without the need for approval from Shareholders, with some exceptions.

The Placement was within the Company's capacity under ASX Listing Rule 7.1. The Placement therefore did not breach Listing Rule 7.1. The Directors seek approval and ratification from Shareholders under Listing Rule 7.4 for the issue of the Shares set out in the table below.

(b) ASX Listing Rule 7.5

ASX Listing Rule 7.5 lists information which must be contained in the Notice of Meeting and Explanatory Statement where Shareholders will consider a resolution under ASX Listing Rule 7.4. This information is set out below:

TABLE 1

| | |
|-------------------------------------|--|
| Maximum No of Shares | 28,739,023 Shares |
| Issue Date | 2 November 2012 |
| Issue price per Share | \$0.015 |
| Allottee | Sales Link Australasia Pty Ltd |
| Terms of the Shares | The Shares are fully paid ordinary shares in the Company and rank equally with existing Shares on issue. |
| Use or intended use of funds raised | Working capital |
| Allotment Date | 2 November 2012 |

Each of the Directors recommends that Shareholders vote in favour of Resolution 3.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 3 by any person, being Icon Brands Pty Ltd, which has participated in the Placement or any associate of such a person. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

5 RESOLUTION 4 – CHANGE TO CONSTITUTION

Summary of proposal

The Company wishes to conduct a process to sell shares held by shareholders who hold less than \$500 worth of Pental's Shares, being less than a Marketable Parcel (LTMP). The process requires the Company to write to LTMP holders advising them of this, and those holders can elect not to sell their Shares. At the date of this Notice there are 1,255 LTMP holders.

The advantages of this are that:

- LTMP holders can sell their shares with no brokerage fees or other costs as Pental will pay these fees and costs; and

- the number of Shareholders, and the consequential annual costs associated with those holders such as registry fees and mail outs, are reduced.

Pental must follow its Constitution when carrying out the LTMP process. Under clause 9 of its Constitution, CHES holders are exempt from the LTMP process and this reduces the number of LTMP holders to 429. This is unusual and does not follow the ASX Listing Rule requirements for a LTMP sales process set out in ASX Listing Rule 15.13.

Pental wishes to amend its Constitution to make it consistent with the ASX Listing Rule requirements, so that more LTMP holders are included in the proposed LTMP process. The proposed new clause 9 mirrors the requirements of ASX Listing Rule 15.13.

The change to the Constitution does not constitute a LTMP process, and Pental will separately write to all LTMP holders fully explaining the process and their options should the amendment to the Constitution proceed.

The proposed changes to clause 9 are as follows:

9 Non-Marketable Parcels

- 9.1 (a) If at any time the number of Shares registered in the name of a Member is less than a Marketable Parcel ~~and those Shares are held on a certificated subregister or an issuer sponsored subregister ('Eligible Member')~~, the Directors may, subject to this clause 9, cause a written notice ('Notice') to be despatched to the Eligible Member, requiring the Eligible Member to advise the Company by a specified date ('Relevant Date') whether the Eligible Member elects that the provisions of this clause are not to apply to the Shares.
- (a) The Member must be given at least 6 weeks from the date the notice is sent in which to tell the Company that the holder wishes to retain the holding.
- (b) If the Member tells the entity under rule 9.1(b) that the holder wishes to retain the holding, the Company will not sell it.
- (c) The power to sell lapses following the announcement of a takeover. However, the procedure may be started again after the close of the offers made under the takeover.
- (d) The entity or the purchaser must pay the costs of the sale.
- (e) The proceeds of the sale will not be sent until the entity has received any certificate relating to the securities (or is satisfied that the certificate has been lost or destroyed).
- 9.2 The procedure set out in clause 9.1 may only be invoked once in any 12 month period after its adoption or renewal.

- (b) ~~The Relevant Date must be not less than six weeks after the date of service of the Notice.~~
- 9.3 (a) ~~At least four weeks before the Notice being despatched the Directors may cause a notice to be despatched to each Member who holds an Uncertificated Holding which is less than a Marketable Parcel, advising each of those Members of the Directors' intention to invoke the procedure provided for in this clause 9 ('Procedure').~~
- (b) ~~That notice must state that if the Member wishes to have its holding sold in accordance with the Procedure it will be necessary for that Member to effect or arrange for conversion of its holding to the certificated subregister before a specified date, being the date on which the Directors intend to invoke the Procedure.~~
- 9.4 ~~At the time the Procedure is invoked a Notice must be despatched to each and every Eligible Member.~~
- 9.5 ~~The Notice must state that the Shares referred to in the Notice will be liable to be sold unless, by the Relevant Date:~~
- (a) ~~the Member advises the Company that the provisions of this clause are not to apply to the Shares; or~~
- (b) ~~the Member's holding is no longer on the certificated subregister.~~
- 9.6 ~~Every Eligible Member on which a Notice has been served may by notice in writing to the Company and delivered to the Office before the Relevant Date require the Company not to sell that Member's Shares in accordance with this clause in which event no sale of that Member's Shares will take place.~~
- 9.7 ~~If the Eligible Member does not advise the Company by the Relevant Date that the provisions of this clause are not to apply to the Shares referred to in the Notice, any of those Shares which are held on the certificated subregister as at the Relevant Date may be sold by the Company.~~
- 9.8 ~~Any Shares which may be sold pursuant to this clause may be sold on the terms, in the manner and at the time determined by the Directors and for the purposes of a sale pursuant to this clause each Eligible Member:~~
- (a) ~~appoints the Company the Eligible Member's agent for sale;~~

- (b) ~~authorises the Company to effect on the Eligible Member's behalf a transfer of the Shares sold;~~
 - (c) ~~appoints the Company and its Directors jointly and severally as the Eligible Member's attorneys in the Eligible Member's name and on the Eligible Member's behalf to execute any instrument or take any other steps as they or any of them may consider appropriate to transfer the Shares sold.~~
- 9.9 ~~The title of the transferee to Shares acquired pursuant to this clause is not affected by any irregularity or invalidity in connection with the sale of Shares to the transferee.~~
- 9.10 (a) ~~The proceeds of any sale of Shares pursuant to this clause less any unpaid calls and interest ("Sale Consideration") will be paid to the relevant Member or as that Member may direct.~~
- (b) ~~The Sale Consideration received by the Company in respect of all Shares sold pursuant to this clause will be paid into a bank account opened and maintained by the Company for the purposes of this clause.~~
 - (c) ~~The Company will hold the Sale Consideration in trust for the Member whose Shares are sold pursuant to this clause and will forthwith notify the Member in writing that the Sale Consideration in respect of the Member's Shares has been received by the Company and is being held by the Company pending instructions from the Member as to how it is to be dealt with. Unless the Member has waived any entitlement it may have to a share certificate or certificates, the Member's instructions, to be effective, must be accompanied by the share certificate or certificates to which the Sale Consideration relates or, if the certificate or certificates has or have been lost or destroyed, by a statement and undertaking pursuant to subsection 1089(2) of the *Corporations Law*.~~
- 9.11 ~~Subject to the *Corporations Law*, the Company or the purchaser will bear all costs, including brokerage and stamp duty, associated with the sale of any Shares pursuant to this clause.~~
- 9.12 ~~The Procedure may only be invoked once in any 12 month period after its adoption or renewal.~~
- 9.13 ~~If the Procedure has been invoked and there is an announcement of a takeover offer or takeover announcement for Shares, no more sales of Shares may be made pursuant to this clause 9 until after the close of the offers made under the takeover offer or takeover announcement. The Procedure may then be invoked again.~~

Further, Pental's Constitution requires the following amendments to bring it up to date:

Change of name – that wherever the words “Symex Holdings Limited” appear in the Constitution they be replaced with the words “Pental Limited”.

Definition – that wherever the words “Australian Stock Exchange” appear in the Constitution they be replaced with the words “Australian Securities Exchange”.

Definition – that the definition of SCH Business Rules and Securities Clearing House be deleted, and that wherever the words “SCH Business Rules” appear in the Constitution they be replaced with the words “ASX Operation Rules”.

Definition – that the words wherever the words “Corporations Law” appear in the Constitution they be replaced with the words “Corporations Act”

6 CONDITIONAL RESOLUTION 5 – SPILL RESOLUTION

Shareholders should note that Resolution 5 will be considered at the AGM only if at least 25% of the votes cast on Resolution 1 are against the adoption of the Remuneration Report.

The Corporations Act was amended in June 2011 to introduce the “two-strikes” rule. The two strikes rule provides that if at least 25% of the votes cast (excluding KMP and their Closely Related Parties) on the adoption of the remuneration report at two consecutive AGMs are against adopting the remuneration report, members will have the opportunity to vote on the Spill Resolution.

At last year's AGM, at least 25% of the votes cast on the resolution to adopt the remuneration report were against adopting the report. This constitutes a “first strike”.

If less than 25% of the votes cast on Resolution 1 are against adopting the remuneration report at the 2013 AGM, then there will be no second strike and the Spill Resolution will not be put to the meeting.

If at least 25% of the votes cast on Resolution 1 are against adopting the Remuneration Report this will constitute a second strike and Resolution 5 will be put to the meeting and voted on as required by section 250V of the Corporations Act.

If put, the Spill Resolution will be considered as an ordinary resolution.

If the spill resolution is passed, a further meeting of members must be held within 90 days (the spill meeting). Immediately before the end of the spill meeting, each of Peter Robinson, Alan Johnstone*, John Rishworth and John Etherington*, being the directors who approved the last Directors' Report, cease to hold office (the Relevant Directors). Each Relevant Director is eligible to seek re-election as a director of the Company at the spill meeting.

If the spill resolution is passed, Shareholders should note that each of the Relevant Directors intends to stand for re-election at the spill meeting. Shareholders should also note that there are no voting restrictions for the spill meeting and Directors have advised that they will vote their shares to re-elect each Relevant Director.

* This assumes the director is elected or re-elected at the AGM.

GLOSSARY

Annual General Meeting or Meeting means the annual general meeting of the Company to be held on 21 November 2013 at St Kilda Road Towers, Level 1, 1 Queens Road, Melbourne, Victoria.

Annual Report means the annual report of the Company in respect of the financial year ended 30 June 2013.

Board means the board of directors of the Company or, where the relevant powers or authorities delegated by the board to a sub-committee of the board, that sub-committee.

Chairman means the chairman of the Board.

Closely Related Party means any of the following:

- (a) a spouse, child or dependant of the person;
- (b) a child or dependant of the person's spouse;
- (c) anyone else who is one of the person's family and may be expected to influence, or be influenced by, the person in the person's dealings with the Company;
- (d) a company the person controls; or
- (e) a person prescribed by regulations (as at the date of this notice, no additional persons have been prescribed by regulation).

Company means Pental Limited ACN 091 035 353.

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001 (Cth)* and includes any regulations made under that Act and any exemption or modification to that Act which applies to the Company.

Director means a director of the Company as at the date of this Explanatory Statement.

Explanatory Statement means the explanatory Statement attaching to and forming part of the Notice of Meeting.

Notice of Meeting means this notice of meeting and Explanatory Statement.

Resolution means a resolution proposed at the Meeting.

Sales Link means Sales Link Australasia Pty Ltd ACN 080 724 330.

Share means a fully paid ordinary share in the Company.

Shareholder or Member means a holder of at least one Share.

