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**ATLANTIC LTD**  
ABN 60 009 213 763

**Notice of Annual General Meeting for 2014**

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Time: 10.30 am Perth time  
Date: Friday, 6 May 2016  
Place: Boardroom  
Level 11, Brookfield Place, 125 St Georges Terrace  
Perth, Western Australia

**IMPORTANT INFORMATION**

This is an important document that should be read in its entirety. If you do not understand it you should consult your professional advisers without delay.

## NOTICE OF ANNUAL GENERAL MEETING FOR 2014

Atlantic Ltd ABN 60 009 213 763 (**Company**) gives notice that the 2014 annual general meeting of Shareholders (**Meeting**) will be held at:

Time: 10.30 am Perth time  
Date: Friday, 6 May 2016  
Place: Boardroom  
Level 11, Brookfield Place, 125 St Georges Terrace  
Perth, Western Australia

This annual general meeting of Shareholders was due to take place in 2014. Due to the financial circumstances of the Company and the delay in lodging the financial accounts for the year ended 30 June 2014, the Meeting is being called now to enable a reasonable opportunity for Shareholders to ask questions or make comments about the Company's 2014 annual report.

The Explanatory Statement to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Statement, Notes and Proxy Form each form part of this Notice.

Terms and abbreviations used in this Notice, the Explanatory Statement, the Notes and the Proxy Form are defined in the Glossary.

## CONSIDERATION OF REPORTS

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To consider the financial report of the Company and the reports of the Directors and auditor for the year ended 30 June 2014.

## RESOLUTIONS

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### 1. Adoption of the Remuneration Report

To consider and, if thought fit, pass the following **advisory resolution**.

"That the Remuneration Report, which forms part of the report of the Directors for the year ended 30 June 2014, be adopted."

#### Voting Exclusions

In accordance with section 250R of the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of any Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such Key Management Personnel (**Excluded Voter**).

However, the Company need not disregard a vote if it is cast by an Excluded Voter if:

- (a) it is cast by the Excluded Voter as proxy for a person who is entitled to vote on Resolution 1 where the proxy is appointed in writing and specifies how the proxy is to vote; or
- (b) it is cast by the Excluded Voter as Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on Resolution 1; and

- (ii) expressly authorises the Chair to exercise the proxy vote even though Resolution 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

**2. Election of Mr Brad Ellis as a Director**

To consider and, if thought fit, pass the following **ordinary resolution**.

"That Mr Brad Ellis, being a Director of the Company who retires in accordance with the Company's Constitution and, being eligible and having consented to act, is re-elected as a Director."

**3. Election of Dr Mike Daniels as a Director**

To consider and, if thought fit, pass the following **ordinary resolution**.

"That Dr Mike Daniels, being a Director of the Company who retires in accordance with the Company's Constitution and, being eligible and having consented to act, is re-elected as a Director."

**Date** 5 April 2016

By order of the Board  
**Tony Veitch**  
Company Secretary

## NOTES

These Notes form part of the Notice and should be read in conjunction with the Notice and the Proxy Form.

### Right to Vote

The Directors have determined that, for the purpose of voting at the Meeting, Shares will be taken to be held by those persons who are registered as holders of the Shares at 4.00 pm Perth time (6.00 pm Sydney time) on Wednesday, 4 May 2016. Share transfers registered after that time will be disregarded in determining an entitlement to attend and vote at the Meeting.

### How to Vote

Shareholders entitled to vote at the Meeting may vote by attending the Meeting in person, by attorney or proxy, by voting online or, in the case of corporate shareholders, by a corporate representative.

### Appointment of Proxies

Each Shareholder entitled to vote at the Meeting may appoint a proxy to attend and vote at the Meeting. A proxy need not be a Shareholder and can be an individual or a body corporate. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

A Shareholder 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 in accordance with the instructions on the Proxy Form. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half the Shareholder's votes.

### Lodgement of Proxy Documents

For an appointment of a proxy for the Meeting to be effective:

- the proxy's appointment; and
- if the appointment is signed by the appointer's attorney – the authority under which the appointment was signed (e.g. a power of attorney) or a certified copy of it,

must be received by the Company **by no later than 10.30 am Perth time on Wednesday, 4 May 2016**, using one of the following methods:

<b>By hand:</b>	Security Transfer Registrars Pty Ltd Alexandrea House, Suite 1 770 Canning Highway Applecross WA 6153
<b>By post:</b>	Security Transfer Registrars Pty Ltd PO Box 535 Applecross WA 6953
<b>By fax:</b>	+ 61 8 9315 2233
<b>By email:</b>	<a href="mailto:registrar@securitytransfer.com.au">registrar@securitytransfer.com.au</a>

<b>Online Proxy Service:</b>	<p>You can lodge your proxy online at: <a href="http://www.securitytransfer.com.au">www.securitytransfer.com.au</a></p> <ol style="list-style-type: none"><li>1. Log into the Investor Centre using your holding details.</li><li>2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.</li></ol>
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### Rules for Proxies

The Key Management Personnel and their Closely Related Parties are prohibited from voting as proxies on Resolution 1 (Adoption of the Remuneration Report) unless the Proxy Form directs them how to vote on the Resolution. Key Management Personnel and their Closely Related Parties are prohibited from appointing the Chair of the Meeting as proxy and marking the appropriate box in the Proxy Form authorising the Chair to vote undirected proxies in accordance with the Chair's stated voting intention.

Shareholders may direct their proxies how to vote on a Resolution by marking either "For", "Against" or "Abstain" where indicated in the Proxy Form.

If any of the Key Management Personnel or their Closely Related Parties are appointed by a Shareholder as proxy and no direction is provided as to how to vote on Resolution 1, the proxy must not cast the Shareholder's votes on that Resolution, and the votes will not be counted in calculating the required majority if a poll is called on that Resolution.

***Accordingly, Shareholders are encouraged to direct their proxy how to vote on Resolution 1 and should carefully read the instructions set out in the Proxy Form to ensure their votes are counted.***

If a Shareholder appoints as proxy a person other than the Chair of the Meeting and directs that person how to vote on a Resolution, where a poll is called for that Resolution and the person is not recorded as attending the Meeting or does not cast the votes on that Resolution, the Chair is taken to have been appointed as the proxy for the purposes of voting on the Resolution.

### Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's members. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

## EXPLANATORY STATEMENT

The information in this Explanatory Statement forms part of the Notice and has been prepared for the information of Shareholders in connection with the Meeting to be held on Friday, 6 May 2016, at 10.30 am Perth time in the Boardroom, Level 11, Brookfield Place, 125 St Georges Terrace, Perth, Western Australia, 6000.

This Explanatory Statement should be read in conjunction with the Notice, the Notes and the Proxy Form. Terms and abbreviations used in this Explanatory Statement are defined in the Glossary.

## PURPOSE OF EXPLANATORY STATEMENT

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in this Notice.

This Explanatory Statement does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. Accordingly, it should not be relied on solely in determining how to vote on the Resolutions and Shareholders should seek their own financial or legal advice.

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## REPORTS

The annual financial report, Directors' report and auditor's report for the Company for the year ended 30 June 2014 will be put to the Meeting.

There is no requirement for Shareholders to approve these reports. However, the Chair of the Meeting will allow a reasonable opportunity for Shareholders to ask questions or make comments about these reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the:

- conduct of the audit;
- preparation and content of the auditor's report;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; or
- independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chair of the Meeting about the management of the Company, or to the Company's auditor about the:

- the content of the auditor's report; or
- the conduct of the audit,

may be submitted no later than 5 business days before the Meeting date to the Company Secretary at PO Box Z5431, St Georges Terrace, Perth Western Australia 6831, or by facsimile on +61 8 6141 7101.

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## RESOLUTIONS

### 1. Background to Resolution 1 - Adoption of the Remuneration Report

The Remuneration Report of the Company is included in the Directors' report in the Company's annual report for the financial year ended 30 June 2014. A copy of the Company's 2014 annual

report will be available on the Company's website at [www.atlanticltd.com.au](http://www.atlanticltd.com.au) as soon as it is released to Shareholders.

The Remuneration Report sets out the Company's remuneration policy and the remuneration arrangements for the executive and non-executive Directors and executive employees of the Company.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the Meeting. Shareholders should note that the vote on this Resolution is advisory only and does not bind the Company or the Directors. However, the Directors will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Shareholders should also note that, pursuant to the Corporations Act, if at least 25% of the votes cast on the resolution to adopt the Company's remuneration report are cast against the resolution at two consecutive annual general meetings of the Company, a "spill" resolution must be put to Shareholders at the second annual general meeting. If the "spill" resolution is passed, another general meeting must be held within 90 days at which all Directors other than the Managing Director will cease to hold office, but be eligible for re-election, and an election of Directors will take place.

In addition, if at least 25% of the votes cast at an annual general meeting on a resolution to adopt the Company's remuneration report are cast against it, an explanation of the Board's proposed action (or reasons for any inaction) in response to any comments made at that annual general meeting on the remuneration report must be included in the Company's next remuneration report.

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the "spill" resolution is not relevant for this annual general meeting.

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## **2. Background to Resolution 2 - Election of Mr Brad Ellis as a Director**

Rule 3.3 of the Constitution requires that a Director appointed by the Board automatically retires at the next annual general meeting and is eligible for election at that general meeting. Mr Brad Ellis was appointed by the Board on 16 December 2013 and therefore automatically retires in accordance with rule 3.3 of the Constitution and, being eligible, offers himself for re-election as a Director.

A brief biography for Mr Ellis is included in the Company's 2014 annual report.

### **Recommendation**

The Directors, other than Mr Ellis, recommend that Shareholders vote in favour of Resolution 2.

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## **3. Background to Resolution 3 - Election of Dr Mike Daniels as a Director**

Rule 3.3 of the Constitution requires that a Director appointed by the Board automatically retires at the next annual general meeting and is eligible for election at that general meeting. Dr Mike Daniels was appointed by the Board on 14 January 2014 and therefore automatically retires in accordance with rule 3.3 of the Constitution and, being eligible, offers himself for re-election as a Director.

A brief biography for Dr Daniels is included in the Company's 2014 annual report.

### **Recommendation**

The Directors, other than Dr Daniels, recommend that Shareholders vote in favour of Resolution 3.

## GLOSSARY

**Associate** has the meaning given to it in sections 11 and 13 to 17 (inclusive) of the Corporations Act.

**ASX** means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.

**Atlantic Group** means Atlantic and any Related Body Corporate.

**Board** means the Board of Directors of the Company.

**Closely Related Party** has the meaning given in section 1 of this Explanatory Statement.

**Company or Atlantic** means Atlantic Ltd ABN 60 009 213 763.

**Closely Related Parties** of Key Management Personnel has the meaning given to that term in the Corporations Act and includes family members who may be expected to influence the person, or be influenced by the person, in the person's dealings with the Group and a company the person controls.

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Explanatory Statement** means this explanatory statement.

**Group** means the consolidated entity (as defined in the Corporations Act) of which the Company is a part.

**Key Management Personnel** means those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Group.

**Listing Rules** means the listing rules of ASX.

**Meeting** has the meaning given in the introductory paragraph of the Notice and includes, for the avoidance of doubt, any meeting arising from the adjournment or postponement of the Meeting.

**Notes** means the notes on pages 7 and 8 of the Notice.

**Notice** means the notice of annual general meeting accompanying this Explanatory Statement.

**Proxy Form** means the proxy appointment form enclosed with the Notice.

**Related Body Corporate** has the meaning given in section 9 of the Corporations Act.

**Remuneration Report** means the remuneration report referred to in Resolution 1.

**Resolution** means a resolution contained in the Notice.

**Share** means a fully paid ordinary share in the capital of the Company.



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**ATLANTIC LTD**

ABN: 60 009 213 763

**REGISTERED OFFICE:**  
LEVEL 11, BROOKFIELD PLACE  
125 ST GEORGES TERRACE  
PERTH WA 6000

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**SHARE REGISTRY:**  
Security Transfer Registrars Pty Ltd  
**All Correspondence to:**  
PO BOX 535, APPECROSS WA 6953  
AUSTRALIA  
770 Canning Highway, APPECROSS WA 6153  
AUSTRALIA  
T: +61 8 9315 2333 F: +61 8 9315 2233  
E: registrar@securitytransfer.com.au  
W: www.securitytransfer.com.au

Code:

ATI

Holder Number:

**PROXY FORM – 2014 ANNUAL GENERAL MEETING**

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE  
ONLINE**Lodge your proxy vote securely at [www.securitytransfer.com.au](http://www.securitytransfer.com.au)

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

**SECTION A: Appointment of Proxy**

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

 The meeting chairperson
**OR**


or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting 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) at the 2014 Annual General Meeting of the Company to be held at 10:30am (Perth time) on Friday 6 May 2016 at the Boardroom, Level 11, Brookfield Place, 125 St Georges Terrace, Perth, Western Australia and at any adjournment of that meeting.

**SECTION B: Voting Directions**

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

**RESOLUTION**

1. Adoption of the Remuneration Report

**For      Against      Abstain\***
            

2. Election of Mr Brad Ellis as a Director

            

3. Election of Dr Mike Daniels as a Director

            

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. \* 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 votes will not be counted in computing the required majority on a poll.

**SECTION C: Signature of Security Holder(s)**

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3




Sole Director &amp; Sole Company Secretary

Director

Director/Company Secretary

**Proxies must be received by Security Transfer Registrars Pty Ltd no later than 10:30am (Perth time) on Wednesday 4 May 2016.**

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My/Our contact details in case of enquiries are:

Name:

Number:

(  )

**1. NAME AND ADDRESS**

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

**2. APPOINTMENT OF A PROXY**

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

**3. DIRECTING YOUR PROXY HOW TO VOTE**

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

**4. APPOINTMENT OF A SECOND PROXY**

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or 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 of your votes; and
- b) Return both forms in the same envelope.

**5. SIGNING INSTRUCTIONS**

**Individual:** where the holding is in one name, the Shareholder must sign.

**Joint Holding:** where the holding is in more than one name, all of the Shareholders must sign.

**Power of Attorney:** to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

**6. LODGEMENT OF PROXY**

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

**Security Transfer Registrars Pty Ltd**

<b>Online</b>	www.securitytransfer.com.au
<b>Postal Address</b>	PO BOX 535 Applecross WA 6953 AUSTRALIA
<b>Street Address</b>	Alexandrea House Suite 1, 770 Canning Highway Applecross WA 6153 AUSTRALIA
<b>Telephone</b>	+61 8 9315 2333
<b>Facsimile</b>	+61 8 9315 2233
<b>Email</b>	registrar@securitytransfer.com.au

**PRIVACY STATEMENT**

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.