



Cabcharge

# Connecting You with People and Places

2017 Notice of Annual General Meeting

To be held at 11am (AEDST) on  
Tuesday 21 November 2017 at  
The Westin Sydney Heritage Ballroom  
1 Martin Place Sydney NSW

# The Chairman's Letter



6 October 2017

Dear Shareholder

On behalf of the Board of Cabcharge Australia Limited, I would like to invite you to attend the Company's Annual General Meeting (**AGM** or **Meeting**) on Tuesday 21 November 2017.

The AGM will be held at The Westin's Heritage Ballroom at 1 Martin Place Sydney. The AGM will commence at 11am (AEDST) with registration available from 10am (AEDST).

The Notice of Meeting commences on page 2 and details the items of business to be conducted at the AGM. Background information on each of the items of business is contained in the Explanatory Notes which forms part of the Notice of Meeting.

A proxy form is included in this information pack. The proxy form contains a barcode to assist with the registration process at the Meeting. Please bring your proxy form with you to facilitate registration on the day of the Meeting. If you are unable to attend the Meeting please exercise your voting rights by returning your completed proxy form to the Company's share registry, Link Market Services, by 11am (AEDST) Sunday 19 November 2017. Please refer to the Notice of Meeting for further information.

I thank you for your support and look forward to seeing you at the AGM.

Yours sincerely

A handwritten signature in black ink, appearing to read 'P. Oneile'. The signature is fluid and cursive, written over a white background.

Paul Oneile  
**Chairman**

# Notice of Meeting

## Items of business

### 1. Financial statements and reports

To receive and consider the Consolidated Financial Statements, the Directors' Report and the Independent Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2017 (**FY17**).

### 2. Election and re-election of Directors

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

#### Resolution 2a: Election of Mr Paul Oneile

"That Mr Paul Oneile be elected as a Director of the Company."

#### Resolution 2b: Election of Ms Louise McCann

"That Ms Louise McCann be elected as a Director of the Company."

#### Resolution 2c: Election of Mr Clifford Rosenberg

"That Mr Clifford Rosenberg be elected as a Director of the Company."

#### Resolution 2d: Re-election of Mr Richard Millen

"That Mr Richard Millen be re-elected as a Director of the Company."

### 3. Remuneration Report

#### Resolution 3: Adoption of the Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2017 be adopted."

#### Voting exclusion statement

The Company will disregard any votes cast on Resolution 3:

- by or on behalf of a member of the Company's key management personnel (**KMP**) named in the 2017 Remuneration Report or their closely related parties (regardless of the capacity in which the vote is cast); or
- as a proxy by a member of the Company's KMP at the date of the Meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on Resolution 3:

- in accordance with a direction in the proxy form; or
- by the Chairman of the Meeting pursuant to an express authorisation in the proxy form to exercise the proxy even though Resolution 3 is connected with the remuneration of the KMP.

# Notice of Meeting

## 4. Long term incentive plan

### Resolution 4: Grant of rights to Mr Andrew Skelton, CEO and Managing Director

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the issue of 222,222 performance rights to Mr Andrew Skelton, the CEO and Managing Director, in accordance with the Company’s Long Term Incentive Plan, on the terms summarised in the Explanatory Notes to the Notice of Meeting.”

#### Voting exclusion statement

The Company will disregard any votes cast on Resolution 4:

- by or on behalf of Mr Skelton and any of his associates (regardless of the capacity in which the vote is cast); or
- as a proxy by a member of the Company’s KMP at the date of the Meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on Resolution 4:

- in accordance with a direction in the proxy form; or
- by the Chairman of the Meeting pursuant to an express authorisation in the proxy form to exercise the proxy even though Resolution 4 is connected with the remuneration of the KMP.

## Shareholder and voting information

### Determination of shareholders’ rights to vote

For the purposes of the Meeting, the Directors have determined that those shareholders holding shares at 7pm (AEDST) on Sunday 19 November 2017 will be voting members of the Meeting.

### Explanatory notes

The Explanatory Notes form part of this Notice of Meeting.

### Proxies

Please note that:

- a shareholder entitled to attend and vote is entitled to appoint not more than two proxies;
- if a shareholder appoints two proxies, they may specify the proportion or number of votes each proxy may exercise. If no proportion is specified, each of the proxies may exercise half the shareholder’s votes;
- if a shareholder appoints two proxies, neither proxy may vote on a show of hands. However, both proxies will be entitled to vote on a poll (subject to voting exclusions);
- a proxy need not be a shareholder of the Company;
- a proxy can either be an individual or a body corporate. If a shareholder appoints a body corporate as its proxy, that body corporate will need to ensure that it:
  - o appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act; and
  - o provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting.

A proxy form accompanies this Notice. If the proxy form is signed by a person as an attorney, the power of attorney (or a certified copy) under which the proxy was signed must be lodged with the proxy form.

Directed proxies (being those where the proxy has been directed to vote “for”, “against” or to “abstain”) which are not voted will default to the Chairman of the Meeting who must exercise those proxies as directed.



## Proxy voting by KMP

Unless the Chairman is your proxy, members of the Company's KMP (which includes each of the Directors), or their closely related parties, will not be able to vote as your proxy on Resolutions 3 or 4, unless you direct them how to vote. If you intend to appoint a member of the KMP as your proxy, you should ensure that you direct that person how to vote on Resolutions 3 and 4.

If you intend to appoint the Chairman as your proxy, you can direct the Chairman how to vote by marking the boxes for the relevant resolution (for example, if you wish to vote "for", "against" or to "abstain" from voting). However, if you do not mark a box next to Resolutions 3 or 4, then by completing and submitting the proxy form, you will be expressly authorising the Chairman to vote as he sees fit in respect of those resolutions even though they are connected with the remuneration of the Company's KMP.

The Chairman intends to vote any undirected proxies in favour of all resolutions.

## Lodgement of proxies

To be valid, the proxy form (together with any power of attorney) must be received by the Company's Share Registry, **Link Market Services Limited, by 11am (AEDST) on Sunday 19 November 2017:**

- by post using the reply-paid envelope provided. Alternatively, by posting the proxy form to Locked Bag A14, Sydney South, NSW 1235 in sufficient time so it is received by the time and date specified above.
- by facsimile to 02 9287 0309 in Australia or to +61 2 9287 0309 if overseas.
- on-line by logging on to:  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) (select "Voting" and follow the prompts).

## Corporate representation

Any corporate shareholder wishing to appoint a person to act as its representative at the Meeting may do so by providing that person with:

- a letter or certificate, executed in accordance with the corporate shareholder's Constitution, authorising that person to act as the company's representative; or
- a copy of the resolution, certified by the secretary or director of the corporate shareholder, appointing the representative.

## By order of the Board



**Adrian Lucchese**  
Company Secretary  
6 October 2017

# Explanatory Notes

The Explanatory Notes have been prepared to assist shareholders with their consideration of items of business proposed in the accompanying Notice of Meeting.

## 1. Financial statements and reports

The Corporations Act requires the Company's financial statements, Directors' Report and Auditor's Report for the last The Corporations Act requires the Company's financial statements, the Directors' Report and the Independent Auditor's Report for the last financial year to be received at the AGM. The financial statements and the reports are contained in the 2017 Annual Report, which is available on the Company's website at [www.cabcharge.com.au](http://www.cabcharge.com.au).

Whilst no resolution is required for this item, shareholders will be given the opportunity to ask questions and make comments on the financial statements and reports and the management of the Company.

The Company's Auditor will be present at the Meeting and shareholders will have the opportunity to ask the Auditor questions in relation to the conduct of the audit, the Independent Auditor's Report, the Company's accounting policies and the independence of the Auditor.

## 2. Election and re-election of Directors

Pursuant to Rule 6.1(e) of the Company's Constitution, Mr Paul Oneile, Ms Louise McCann and Mr Clifford Rosenberg who were appointed by the Directors since the last AGM, will retire at the Meeting and will offer themselves for election.

Pursuant to Rule 6.1(f) of the Company's Constitution, Mr Richard Millen (who was elected at the 2014 AGM), will retire at the Meeting and will offer himself for re-election.

### Resolution 2a: Election of Mr Paul Oneile

Mr Oneile was appointed as a Non-executive Director and Chairman of the Board on 27 February 2017. He was formerly the independent Chairman of Intecq Limited from September 2012 to December 2016. Mr Oneile has over 30 years of executive experience across many industries including leisure and entertainment, retail, manufacturing, property, software and technology. His other executive roles include CEO and Managing Director of Aristocrat Leisure Limited (2003 – 2008), Chairman and CEO of United International Pictures (1996 – 2003), Non-executive Director of Village Roadshow Limited (1990 – 1996), and Managing Director of The Greater Union Organisation Pty Ltd (1990 – 1996).

Mr Oneile holds a Bachelor of Economics degree from the University of Sydney.

As a result of the appointment process (including the undertaking of appropriate background checks), the Board is satisfied that Mr Oneile was, and continues to be an independent Director of the Company.

#### Recommendation

The Directors (with Mr Oneile abstaining) recommend that shareholders vote in favour of Resolution 2a.

### Resolution 2b: Election of Ms Louise McCann

Ms McCann was appointed as a Non-executive Director of the Company on 29 August 2017. She is currently a Non-executive Director of Macquarie Media Limited, Credit Union Australia Limited, Grant Thornton Australia and the University of Notre Dame Australia. Ms McCann was previously a Non-executive Director of iiNet Limited (2011 – 2015). She has over 25 years' experience in media, publishing and market research in Australia and internationally. Her previous executive roles include CEO for Asia and Managing Partner for Australia for Hall & Partners (2009 – 2012), CEO and Chairman of Research International (ANZ) (2004 – 2009), and CEO of OzTAM Pty Ltd (2001 – 2004).

Ms McCann holds a Master of Management from Macquarie Graduate School of Management, and is a fellow of the Australian Institute of Company Directors, the Institute of Managers and Leaders, and the Royal Society for Arts, Manufacturers and Commerce.

As a result of the appointment process (including the undertaking of appropriate background checks), the Board is satisfied that Ms McCann was, and continues to be an independent Director of the Company.

#### Recommendation

The Directors (with Ms McCann abstaining) recommend that shareholders vote in favour of Resolution 2b.

### **Resolution 2c: Election of Mr Clifford Rosenberg**

Mr Rosenberg was appointed as a Non-executive Director of the Company on 29 August 2017. He is currently a Non-executive Director of Afterpay Touch Group Limited, Pureprofile Limited and Nearmap Limited. Mr Rosenberg has over 20 years of experience in the digital space as an entrepreneur and as an executive, with specific experience in disrupting businesses. His previous executive roles include Managing Director, South-East Asia, Australia & New Zealand for LinkedIn (2009 – 2017), Managing Director of Yahoo! Australia & New Zealand (2003 – 2006) and Founder and Managing Director of iTouch Australia and New Zealand, one of the largest mobile content and application providers in Australia.

Mr Rosenberg holds a Master of Science in Management from the Ben Gurion University of the Negev, and a Bachelor of Business Science (Honours) in Economics and Marketing from the University of Cape Town.

As a result of the appointment process (including the undertaking of appropriate background checks), the Board is satisfied that Mr Rosenberg was, and continues to be an independent Director of the Company.

#### **Recommendation**

The Directors (with Mr Rosenberg abstaining) recommend that shareholders vote in favour of Resolution 2c.

### **Resolution 2d: Re-election of Mr Richard Millen**

Mr Millen was appointed as a Non-executive Director of the Company on 4 June 2014. He is the Chairman of the Audit and Risk Committee and a member of the Remuneration and Nominations Committee. He also served as Chairman from November 2016 to February 2017. Mr Millen has extensive experience in corporate transactions, corporate finance and accounting. Having spent over 30 years with PwC, his senior executive roles at the firm included leading its first Corporate Finance practice and subsequently the firms' broader Advisory practice. Rick has a strong background in corporate responsibility. He led PwC's internal Corporate Responsibility agenda and is currently a Director of Australia for UNHCR.

Mr Millen holds an MA Hons Jurisprudence (Law) from Oxford University, is a graduate of the Australian Institute of Company Directors and is a member of the Institute of Chartered Accountants in Australia and New Zealand.

The Board is satisfied that Mr Millen continues to be an independent Director of the Company.

#### **Recommendation**

The Directors (with Mr Millen abstaining) recommend that shareholders vote in favour of Resolution 2d.

# Explanatory Notes

## 3. Remuneration Report

### Resolution 3: Adoption of the Remuneration Report

Section 250R(2) of the Corporations Act requires that a listed company put to shareholders at its AGM the Remuneration Report contained in the Directors' Report for adoption by way of a non-binding vote.

The Remuneration Report for the year ended 30 June 2017 is set out on pages 50 to 69 of the 2017 Annual Report, which can be found on the Company's website at [www.cabcharge.com.au](http://www.cabcharge.com.au).

The Remuneration Report details:

- the Board's policies and strategy in relation to the nature and value of remuneration paid to KMP;
- the relationship between remuneration outcomes and Company performance; and
- the alignment between the Company's remuneration strategy and the strategic direction of the Company.

During the financial year, Cabcharge continued to build upon its remuneration framework, which rewards its executive team for achieving short-term and long-term goals and enhances alignment of executive interests with the creation of shareholder value. This included an independent review of the remuneration of executive KMP which resulted in an increase to the percentage of their "at risk" remuneration, a re-weighting of their short term incentive performance measures, and the introduction of a deferred component to the CEO and Managing Director's short term incentive.

The Board is looking forward to receiving shareholders' feedback on the Remuneration Report, and a reasonable opportunity will be provided for discussion at the Meeting.

The Board will take into account the outcome of the vote on this resolution and discussion at the Meeting as it continues to develop and refine the Company's remuneration arrangements going forward.

Resolution 3 is an advisory resolution only and does not bind the Directors or the Company.

A voting exclusion applies in relation to this resolution, as set out in the Notice of Meeting.

### Recommendation

The Directors recommend that shareholders vote in favour of Resolution 3.

## 4. Long term incentive plan

### Resolution 4: Grant of rights to Mr Andrew Skelton, CEO and Managing Director

Shareholder approval is being sought in accordance with ASX Listing Rule 10.14 for the proposed grant of 222,222 performance rights (**Rights**) to Mr Andrew Skelton, CEO and Managing Director of the Company under the Company's Long Term Incentive (**LTI**) Plan (**Plan**). The Plan was approved at the 2014 AGM.

It is proposed that Mr Skelton be granted the Rights as his LTI award for the financial year ended 30 June 2018 (**FY18**). The Plan is the Company's principal vehicle to grant LTI awards and forms what the Board considers to be a key element of the Company's total remuneration strategy for the executive team, including the CEO and Managing Director.

The Board has determined that the equity incentives to be granted to Mr Skelton will be in the form of Rights, which will only vest on the satisfaction of appropriate performance conditions resulting in real shareholder value creation. The grant of Rights is designed to reward Mr Skelton for his performance and assist the Company in retaining him as a suitably qualified and experienced executive.

The performance measure attached to the Rights has been reviewed and implemented in FY18 in order to ensure that there is a clear reward achievement where the CEO and Managing Director creates superior returns for the Company's shareholders (as described below). In order to ensure that the LTI program held relevance to the Company's senior executives and is also directly aligned with superior shareholder returns the Board proposes the adoption of total shareholder return as the sole LTI performance measure with an extended range for the threshold and stretch targets (8% to 12% previously 9% to 11%).

Further details of the CEO and Managing Director's executive remuneration package can be found in the Remuneration Report.



## Key terms of LTI Rights

The key terms of the proposed grant of Rights to the CEO and Managing Director and other information required by the ASX Listing Rules are set out in the table below.

Term	Detail										
<b>Details of the proposed FY18 grant</b>	<p>Mr Skelton is the CEO and Managing Director of the Company.</p> <p>The proposed grant to Mr Skelton is for 222,222 Rights.</p> <p>The grant represents the LTI component of Mr Skelton's remuneration package.</p> <p>The maximum number of Rights has been calculated by taking the maximum grant value of \$400,000 and dividing it by the volume weighted average market price (<b>VWAP</b>) of the Company's shares over the 5 trading day period commencing 30 days after the date of the release of the Company's audited financial results for the year ended 30 June 2017 (\$1.80). The maximum grant value was set by the Board having regard to Mr Skelton's overall remuneration package, performance, experience and independent advice previously received regarding current market practice.</p>										
<b>Entitlements</b>	<p>Each Right is a right to acquire one ordinary share in the Company, subject to the achievement of the performance hurdle set out below.</p> <p>The Rights do not carry any dividend or voting rights prior to vesting.</p> <p>The Rights are non-transferable, except in limited circumstances or with the consent of the Board.</p>										
<b>Performance period</b>	<p>The performance period is four years, commencing 1 July 2017 and ending on 30 June 2021. As the Company's audited financial results for a relevant year are not released to the market until after the end of the performance period, the Rights will not vest until after calculation of the VWAP in accordance with the terms below.</p>										
<b>Performance hurdle</b>	<p>The Rights will vest subject to the achievement of an absolute total shareholder return (<b>TSR</b>) target by the Company over the performance period (<b>TSR Hurdle</b>). The TSR Hurdle requires minimum threshold performance of at least 8% annual effective TSR per ordinary share before any vesting will occur.</p> <p>The percentage of Rights subject to the TSR Hurdle that vest, if any, will be determined by the Board in accordance with the following vesting schedule.</p> <table border="1"> <thead> <tr> <th>Cabcharge TSR performance</th> <th>Rights that vest (%)</th> </tr> </thead> <tbody> <tr> <td>Less than 8% return p.a.</td> <td>0%</td> </tr> <tr> <td>Equal to 8% return p.a.</td> <td>30%</td> </tr> <tr> <td>Above 8% return p.a. but less than 12% return p.a.</td> <td>Straight-line vesting between 30% and 100% of the award</td> </tr> <tr> <td>12% return p.a. or more</td> <td>100%</td> </tr> </tbody> </table> <p>For the purpose of calculating the growth in the Company's share price as part of the TSR calculation, the following opening and closing share prices will be used:</p> <ul style="list-style-type: none"> <li>the VWAP of the Company's shares over the 5 trading day period commencing 30 days after the date of the release of the Company's audited financial results for the year ended 30 June 2017, being \$1.80; and</li> <li>the VWAP of the Company's shares over the corresponding 5 trading day period following the release of the Company's audited financial results for the year ended 30 June 2021.</li> </ul> <p>Decisions regarding the level of performance achieved and relevant remuneration outcomes will be made by the Board according to the above vesting schedule at the end of the performance period, with the outcomes communicated to shareholders in the Remuneration Report.</p> <p>Any Rights that do not vest following the testing of the performance hurdle at the end of the performance period will lapse.</p>	Cabcharge TSR performance	Rights that vest (%)	Less than 8% return p.a.	0%	Equal to 8% return p.a.	30%	Above 8% return p.a. but less than 12% return p.a.	Straight-line vesting between 30% and 100% of the award	12% return p.a. or more	100%
Cabcharge TSR performance	Rights that vest (%)										
Less than 8% return p.a.	0%										
Equal to 8% return p.a.	30%										
Above 8% return p.a. but less than 12% return p.a.	Straight-line vesting between 30% and 100% of the award										
12% return p.a. or more	100%										

# Explanatory Notes

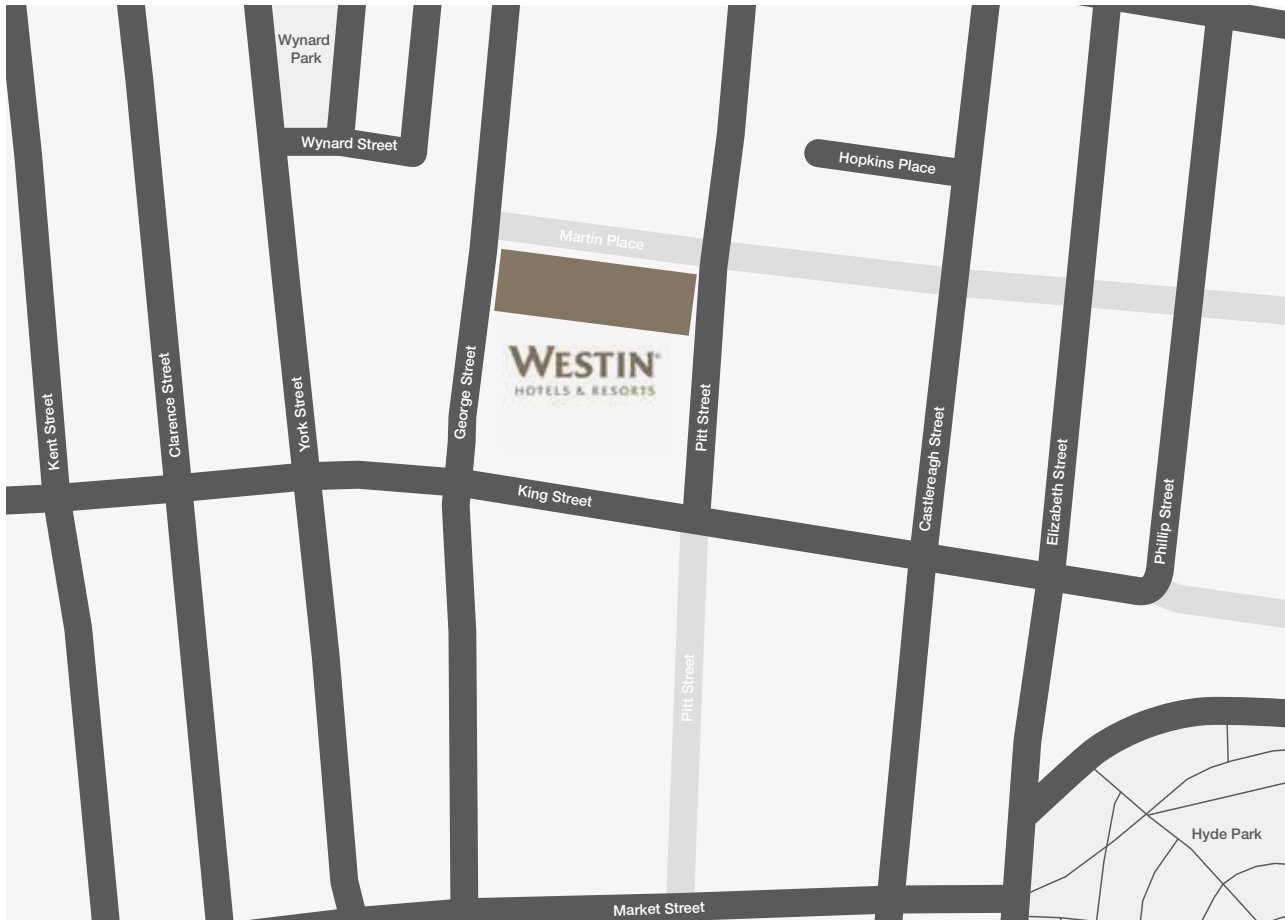
Term	Detail
<b>Allocation of shares upon vesting</b>	<p>On vesting, each Right will convert into one ordinary share in the Company or, at the Board's discretion (and in exceptional circumstances), a cash-equivalent payment.</p> <p>The allocation of shares on vesting may be satisfied by issuing new shares, acquiring shares on market or transferring shares from an employee share trust.</p>
<b>Trading restrictions</b>	<p>Shares allocated on vesting of Rights will not be subject to any further trading restrictions, subject to complying with the Company's Securities Dealing Policy.</p> <p>The CEO and Managing Director is prohibited from hedging the share price exposure in respect of Rights during the performance period applicable to those Rights.</p>
<b>Price payable for securities</b>	<p>No amount will be payable in respect of the allocation of Rights, nor in respect of any shares granted upon vesting of the Rights.</p>
<b>Cessation of employment</b>	<p>If Mr Skelton ceases employment with the Company before the end of the performance period, the treatment of his Rights will depend on the circumstances of cessation.</p> <p>Where Mr Skelton ceases employment due to resignation, termination for cause or poor performance, all unvested Rights will lapse at cessation.</p> <p>Where Mr Skelton ceases employment for any other reason prior to vesting, unvested Rights will generally continue on-foot and be tested at the end of the original performance period against the relevant performance conditions. However, the Board has discretion to apply another treatment that it deems appropriate in the circumstances in accordance with the Plan Rules. Where the Board exercises its discretion its rationale will be communicated to shareholders in the Remuneration Report.</p>
<b>Change of control and other variations in vesting</b>	<p>The Board may exercise its discretion to adjust the performance hurdle or vary vesting on a change of control or in light of other external factors. For example, the Board may in some circumstances permit full or partial early vesting on a change of control as a result of a takeover or scheme of arrangement. Similarly, the Board may determine that there should be a reduction (or increase) in a participant's vesting outcome to account for factors outside of the control of the participant.</p> <p>The Board in all circumstances will ensure any variation takes into account achievement against the relevant performance conditions up until the relevant time, and does not unfairly advantage or disadvantage participants in the Plan. Any such variations will be fully disclosed in the Remuneration Report.</p>
<b>Other information required by the ASX Listing Rules</b>	<ul style="list-style-type: none"> <li>• Mr Skelton has received 124,611 Rights for nil consideration under the Plan since the 2016 AGM.</li> <li>• No other persons identified in ASX Listing Rule 10.14 are eligible to participate in the Plan or have received Rights under the Plan since its approval at the 2014 AGM.</li> <li>• There is no loan scheme in relation to the grant of Rights.</li> <li>• If shareholder approval is obtained, 222,222 Rights will be granted to Mr Skelton as soon as practicable after the 2017 AGM, but in any event, within 12 months of the 2017 AGM.</li> <li>• If shareholder approval is obtained under ASX Listing Rule 10.14 the issue of the Rights (and any shares issued on conversion of those Rights) to Mr Skelton under the Plan will not use up part of the 15% available under ASX Listing Rule 7.1 and will not require shareholder approval under that rule.</li> </ul>

A voting exclusion applies in relation to this resolution, as set out in the Notice of Meeting.

## Recommendation

The Directors (with Mr Skelton abstaining) recommend that shareholders vote in favour of Resolution 4.

## Location and Venue



### Taxi services

Get a ride to the door from a professional driver.

- 13CABS: please call 13 2227 or go to [www.13CABS.com.au](http://www.13CABS.com.au) or download the 13CABS app
- Silver Service: please call 133 100 or go to [www.silverservice.com.au](http://www.silverservice.com.au) or download the Silver Service app
- Legion Cabs: please call 13 14 51 or go to [www.legioncabs.com.au](http://www.legioncabs.com.au)
- St George Cabs: please call 13 21 66 or go to [www.stgeorgecabs.com.au](http://www.stgeorgecabs.com.au)

### Trains

The closest train stations are Martin Place and Wynyard. For information about train services and timetables, please call 131 500.

### Bus

Some bus services stop along Castlereagh and Elizabeth Streets. For information about bus services and timetables, please call 131 500.

### Parking

The closest parking stations are:

- Secure Parking located beneath The Westin Sydney. Entry is via Pitt Street, Sydney.
- Wilson Parking located at 123 Pitt Street, Sydney.

### Further information

If you would like any further information regarding the AGM, please contact Link Market Services, the Company's share registry on +61 1300 554 474, or visit its website [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

Cabcharge

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[www.cabcharge.com.au](http://www.cabcharge.com.au)




**LODGE YOUR VOTE**

 **ONLINE**  
www.linkmarketservices.com.au

 **BY MAIL**  
Cabcharge Australia Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **BY FAX**  
+61 2 9287 0309

 **BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474



**X99999999999**

**PROXY FORM**

I/We being a member(s) of Cabcharge Australia Limited and entitled to attend and vote hereby appoint:

**APPOINT A PROXY**

**the Chairman of the Meeting (mark box)** **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (AEDST) on Tuesday, 21 November 2017 at The Westin Sydney, Heritage Ballroom, 1 Martin Place, Sydney NSW 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolutions 3 and 4:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 3 and 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).


**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

**VOTING DIRECTIONS**

Proxies will only be valid and accepted by the Company if they are signed and received no later than **48 hours before the Meeting**. Please read the voting instructions overleaf before marking any boxes with an

**Resolutions**

	For	Against	Abstain*		For	Against	Abstain*
<b>2a</b> Election of Mr Paul Oneile	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>3</b> Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2b</b> Election of Ms Louise McCann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>4</b> Grant of rights to Mr Andrew Skelton, CEO and Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2c</b> Election of Mr Clifford Rosenberg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
<b>2d</b> Re-election of Mr Richard Millen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 \* 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.

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)  Joint Shareholder 2 (Individual)  Joint Shareholder 3 (Individual)   
Sole Director and Sole Company Secretary  Director/Company Secretary (Delete one)  Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).





## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two 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 telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

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

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDST) on Sunday, 19 November 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Cabcharge Australia Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**