

**ONTERRAN**

**PARTNER | BUILD | PERFORM**

ONTERRAN LIMITED (Formerly known as Nomad Building Solutions Limited)  
ACN 117 371 418

NOTICE OF  
**ANNUAL GENERAL MEETING**  
AND EXPLANATORY STATEMENT

**ANNUAL GENERAL MEETING  
TO BE HELD AT**

The Christie Corporate Centre  
Oxley Room  
Level 1/320 Adelaide Street  
Brisbane QLD 4000

on **Tuesday, 29 November 2016**  
commencing at 11.00am (AEST)

**IMPORTANT DATES**

**SNAPSHOT DATE FOR ELIGIBILITY TO VOTE**  
11.00am AEST, Friday 25 November 2016

**LAST DAY FOR RECEIPT OF PROXY FORMS**  
11.00am AEST, Sunday 27 November 2016

**ANNUAL GENERAL MEETING**  
11.00am AEST, Tuesday 29 November 2016

The Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in their entirety.  
If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

# NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Onterran Limited ACN 117 371 418 (Company) will be held at The Christie Corporate Centre, Oxley Room, Level 1/320 Adelaide Street, Brisbane, Queensland 4000, on Tuesday, 29 November 2016, commencing at 11.00am AEST.

## AGENDA

### FINANCIAL STATEMENTS AND REPORT

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2016 together with the directors' report and the auditor's report.

### RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report contained in the Company's annual financial report for the year ended 2016 be adopted by the Company.*

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company.

### VOTING EXCLUSION

The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Key Management Personnel whose remuneration is detailed in the Remuneration Report and a closely related party (which includes spouse, child, dependent, other family members and any controlled company) of such a member, however, the Company need not disregard a vote on Resolution 1 if it is cast by the person as a proxy for a person who is entitled to vote, in accordance with a direction of how to vote on the Proxy Form, or the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with an express authorisation on the Proxy Form.

### RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MS HEATHER GARDNER

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*That for the purposes of rule 5.1 of the Constitution and for all other purposes, Ms Heather Gardner, being a Director of the Company who retires by rotation, and being eligible offers herself for re-election, be re-elected as a Director of the Company.*

### VOTING EXCLUSION

The Company will disregard any votes cast on Resolution 2 by Heather Gardner and any of her associates. However, the Company need not disregard a vote on Resolution 2 if it is cast by the person as a proxy for a person who is entitled to vote, in accordance with a direction of how to vote on the Proxy Form, or the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with an express authorisation on the Proxy Form.

### GENERAL BUSINESS

To transact any business that may be properly brought before the meeting.

For further information, please refer to the Explanatory Memorandum which forms part of this Notice of Meeting.

### By order of the Board



**Mr Oliver Schweizer**  
Company Secretary

28 October 2016

# PROXY APPOINTMENT AND VOTING INSTRUCTIONS



## PROXY FORM

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged no later than 11.00am AEST on 27 November 2016. Proxy Forms must be lodged with Link Market Services Limited:

**By hand:** 1A Homebush Bay Drive,  
Rhodes NSW 2138; or  
  
Level 12, 680 George Street,  
Sydney, NSW, 2000

**By mail:** Locked Bag A14,  
Sydney South, NSW, 1235, Australia

**By fax:** +61 2 9287 0309

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

Any Proxy Form received after that time will not be valid for the scheduled Meeting.

## APPOINTMENT OF A PROXY

Shareholders are advised that:

- Each Shareholder that is entitled to attend and vote at the Meeting is entitled to appoint a proxy.
- The proxy need not be a shareholder of the Company.
- A Shareholder 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.

Please write the name of the person you wish to appoint as your proxy in the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman will be your proxy.

If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Link Market Services Limited on +61 1300 554 474 or you may photocopy the Proxy Form.

To appoint a second proxy you must state on each Proxy Form (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

## CORPORATE SHAREHOLDERS

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary – that director.

## CORPORATE REPRESENTATIVES

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry, Link Market Services Limited, before the Meeting or at the registration desk on the day of the Meeting.

## VOTES ON RESOLUTIONS

You may direct your proxy how to vote by marking For, Against or Abstain for each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions 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 Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on will be invalid on that Resolution.

# PROXY APPOINTMENT AND VOTING INSTRUCTIONS

CONTINUED

## VOTING RESTRICTIONS THAT MAY AFFECT YOUR PROXY APPOINTMENT – REMUNERATION RESOLUTION

Members of the Key Management Personnel (except for the Chairman) and their closely related parties are not able to vote your proxy on Resolution 1 (Adoption of Remuneration Report) unless you have directed them how to vote. This exclusion does not apply if the person is the Chairman and their appointment as proxy expressly authorises them to vote on matters of Key Management Personnel remuneration. Please refer to section 2 of the Explanatory Statement for more information about the voting exclusions that apply to Resolution 1.

If you intend to appoint the Chairman, a Director or any other member of Key Management Personnel or any of their closely related parties as your proxy, you are encouraged to direct them how to vote on Resolution 1.

## HOW THE CHAIRMAN WILL VOTE UNDIRECTED PROXIES

At the date of this Notice of Meeting, the Chairman intends to vote all undirected proxies FOR each of the Resolutions. In exceptional cases the Chairman's intentions may change subsequently and in this event, the Company will make an announcement to the market.

The Proxy Form expressly authorises the Chairman to exercise undirected proxies in his/her discretion in relation to all Resolutions including Resolution 1 (Adoption of Remuneration Report) even though this Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

## VOTING ELIGIBILITY – SNAPSHOT DATE

The Directors have determined that the persons eligible to attend and vote at the Annual General Meeting are those persons who are registered Shareholders at 11.00am AEST on 25 November 2016. Transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## DEFINED TERMS

Capitalised terms used in the Notice and the Explanatory Statement are defined in the Glossary.

## QUESTIONS FROM SHAREHOLDERS

At the Meeting the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

Liam Murphy, a Partner of PKF Hacketts Audit, as the auditor responsible for preparing the auditor's report for the year ended 2016 (or his representative) will attend the Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

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

In addition to asking questions at the Meeting, written questions to the Board about the management of the Company or the Remuneration Report, or to the Company's auditor about the content of the auditor's report or the conduct of the audit, may be submitted by no later than 11.00am AEST on Friday, 25 November 2016:

**By hand:** Level 1, 201 Leichhardt Street,  
Spring Hill, QLD 4000

**By mail:** PO Box 150,  
Spring Hill, QLD 4004

**By email:** [shareholders@onterran.com](mailto:shareholders@onterran.com)

Copies of written questions will be available at the Meeting.

# EXPLANATORY STATEMENT



This Explanatory Statement has been prepared to provide information to Shareholders about the business to be conducted at the Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

## 1. ANNUAL FINANCIAL REPORT

The Directors' report, auditor's report and the financial statements of the Company for the year ended 30 June 2016 will be tabled at the Meeting.

There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the reports and the management of the Company.

## 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report of the Company for the financial year ended 30 June 2016 is set out in the Company's Annual Report which is available at [www.onterran.com](http://www.onterran.com). The Remuneration Report sets out the remuneration arrangements for Directors and Key Management Personnel of the Company. The Chairman will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report.

Shareholders will be asked to vote for the adoption of the Remuneration Report at the Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

In accordance with Division 9 of Part2G.2 of the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's 2015 annual general meeting the votes cast against the remuneration report was less than 25% of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for the Annual General Meeting.

The Company encourages all Shareholders to cast their votes on Resolution 1 (Adoption of Remuneration Report).

## DIRECTORS' RECOMMENDATION

The Directors unanimously recommend that Shareholders vote **FOR** Resolution 1.

## VOTING EXCLUSIONS

The Company will disregard any votes cast on Resolution 1 by or on behalf of members of Key Management Personnel whose remuneration details are included in the Remuneration Report and any closely related parties of those persons.

Key Management Personnel of the Company are the Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's Key Management Personnel for the financial year ended 30 June 2016. Their closely related parties are defined by the Corporations Act and include certain of their family members, dependants and companies they control.

If you appoint a member of the Key Management Personnel (other than the Chairman) whose remuneration details are included in the Remuneration Report, or a closely related party of such a person as your proxy, then you must direct your proxy how to vote on this Resolution. Undirected proxies held by these persons will be disregarded.

If the Chairman is appointed as your proxy, and you do not direct your proxies, the Chairman will be able to vote your undirected proxies on Resolution 1. This is because the Proxy Form expressly authorises the Chairman to exercise undirected proxies on Resolution 1 even though it is connected directly or indirectly with the remuneration of Key Management Personnel. The Chairman intends to vote all undirected proxies for Resolution 1.

# EXPLANATORY STATEMENT

CONTINUED

## **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MS HEATHER GARDNER**

In accordance with rule 5.1 of the Constitution, Ms Heather Gardner retires by rotation at this Meeting and, being eligible, offers herself for re-election.

Ms Gardner was first appointed to the Company's Board on 10 November 2014. Heather holds a Master's in Business Administration from James Cook University Brisbane and is a member of the Australian Institute of Company Directors, Fellow of the International Institute of Directors and Managers and a Certified CEO. Heather has over 30 years' experience in commercial and residential construction and development throughout Australia.

### **DIRECTORS' RECOMMENDATION**

The Directors (other than Ms Gardner) unanimously recommend that Shareholders vote **FOR** Resolution 2.

A voting exclusion statement is set out in the Notice of Meeting.

# GLOSSARY OF TERMS



In the Notice and Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

**Annual General Meeting or Meeting**

The Annual General Meeting of Shareholders of the Company or any adjournment thereof, convened by the Notice.

**ASX**

ASX Limited ACN 008 624 691.

**Board**

Board of Directors of the Company.

**Business Day**

Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chairman**

The chairman of the Meeting.

**Company or Onterran**

Onterran Limited ACN 117 371 418.

**Constitution**

The Company's constitution.

**Corporations Act**

*Corporations Act 2001* (Cth).

**Director**

A Director of the Company.

**Explanatory Statement**

This explanatory statement which accompanies and forms part of the Notice of Annual General Meeting.

**Key Management Personnel**

Those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Listing Rules**

The listing rules of ASX, as amended from time to time.

**Managing Director**

The managing director of the Company.

**Notice or Notice of Annual General Meeting**

The notice of Annual General Meeting which accompanies the Explanatory Statement.

**Proxy Form**

The proxy form accompanying the Notice.

**Remuneration Report**

The remuneration report contained in the Directors' report for the year ended 30 June 2016.

**Resolution**

A resolution set out in the Notice.

**Share**

A fully paid ordinary share in the Company.

**Shareholder**

A registered holder of a Share.

**AEST**

Australian Eastern Standard Time, being the time in Brisbane, Queensland.



SUITE 1A/201 LEICHHARDT ST, SPRING HILL QLD 4000  
PO BOX 150, SPRING HILL QLD 4004  
T 07 3668 0600 E [info@onterran.com](mailto:info@onterran.com)  
W [www.onterran.com](http://www.onterran.com)