

# 2018 Notice of Annual General Meeting

**Dragontail Systems Limited ACN 614 800 136**

2018 Annual General Meeting to be held at MinterEllison, Level 40, Governor Macquarie Tower, 1 Farrer Place, Sydney, NSW, Australia on Monday, 21 May 2018 commencing at 10am (AEST).

## IMPORTANT

This 2018 Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2018 Annual General Meeting (AGM) of Shareholders of Dragontail Systems Limited ("Company") will be held at MinterEllison, Level 40, Governor Macquarie Tower, 1 Farrer Place Sydney, NSW on Monday, 21 May 2018, commencing at 10am (AEST).

The Explanatory Statement and Proxy Form accompanying this Notice of Meeting are incorporated in, and comprise part of, this Notice of meeting.

### Items of Business

#### **1. Financial Statements and Reports**

To receive and consider the Company's financial statements and the reports for the year ended 31 December 2017.

#### **2. Resolution 1 – Remuneration Report**

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

"That the Remuneration Report for the year ended 31 December 2017 be adopted and approved."

#### **3. Resolution 2 – Election of Director – Mr Mark Bayliss**

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

"That Mr Mark Bayliss, who was appointed Executive Chair of the Company on 7 March 2018, be elected as a

Director of the Company.”

**4. Resolution 3 – Re - election of Director – Mr Adam Sierakowski**

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

“That Adam Sierakowski,, who retires in accordance with the Company's constitution and being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

**5. Resolution 4 – Ratification of grant of Unlisted Options to Ketom**

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior grant of Unlisted Options to Ketom Pty Limited on 4 September 2017 as described in the Explanatory Statement.”

**6. Resolution 5 – Ratification of Placement Shares**

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of 40,000,000 Shares to Sophisticated Investors on 31 October 2017 as described in the Explanatory Statement.”

**7. Resolution 6 – Approval of Issue of Unlisted Options to Trident Capital**

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

“That for the purposes of Listing Rule 10.11, and for all other purposes, approval is given for the issue of 1,500,000 Unlisted Options to Trident Capital Pty Ltd (and/or its nominee) in accordance with the option terms as described in the Explanatory Statement.”

**8. Resolution 7 – Approval of extending the expiry date of Incentive Options granted to Paul Steele**

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

“That for the purposes of an ASX waiver from ASX Listing Rule 6.23.3 and for all other purposes, approval is given to extend the expiry date of Incentive Options granted to Paul as described in the Explanatory Statement.”

**9. Resolution 8 – Approval of the Company's Incentive Option Plan (and Issue of Options to employees)**

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

“That in accordance with Exception 9 of Listing Rule 7.2, and for all other purposes, Shareholders approve the Incentive Option Plan and the issue of Options under the Incentive Option Plan to employees, as described in the Explanatory Statement.”

**10. Resolution 9 – Approval of Issue of Performance Rights and Incentive Shares to Mark Bayliss**

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

resolution:

"That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of 3,500,000 Performance Rights under the Incentive Option Plan, and the grant of 2,000,000 Incentive Shares to Mr Mark Bayliss, as described in the Explanatory Statement."

#### **11. Resolution 10 – Approval of additional 10% placement capacity**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a special resolution:

"That for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."

### **INFORMATION FOR SHAREHOLDERS**

#### **Proxies**

Please note that:

1. a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
2. a proxy need not be a member of the Company;
3. a Shareholder may appoint a body corporate or an individual as its proxy;
4. a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
5. Shareholders 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

#### **Voting Entitlements**

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 10am (AEST) on 19 May 2018. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the Annual General Meeting.

#### **Voting Exclusion Statements**

#### **1. Resolution 1 – Remuneration Report**

The Company will disregard any votes cast on this resolution by, or on behalf of, a member of the Company's Key Management Personnel (KMP), details of whose remuneration are included in the Remuneration Report for the year ended 31 December 2017 or 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 if:

1. 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
- 2. it is cast by the Chair 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.

#### **2. Resolution 4 – Ratification of grant of Unlisted Options to Ketom**

The Company will disregard any votes cast on this resolution by any person who participated in the grant of Options to Ketom Pty Ltd and any associate of those persons. However, the Company will not disregard a vote if:

- 1. 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
- 2. it is cast by the Chair 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.

#### **3. Resolution 5 – Ratification of Placement Shares**

The Company will disregard any votes cast on this resolution by any person who participated in the placement and any associate of those persons. However, the Company will not disregard a vote if:

- 1. 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
- 2. it is cast by the Chair 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.

#### **4. Resolution 6 – Approval of Issue of Unlisted Options to Trident Capital**

The Company will disregard any votes cast on this resolution by Adam Sierakowski, a Related Party of Trident Capital Pty Ltd, and any associate of that person. However, the Company will not disregard a vote if:

- 1. 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
- 2. it is cast by the Chair 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 7 – Approval of extending the expiry date of Incentive Options granted to Paul Steele**

The Company will disregard any votes cast on this resolution by Paul Steele and any associate of that person. However, the Company will not disregard a vote if:

- 1. 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
- 2. it is cast by the Chair 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.

#### **6. Resolution 8 – Approval of the Company's Incentive Option Plan (and Issue of Options to employees)**

The Company will disregard any votes cast on this resolution by Mark Bayliss or employees who have been identified by the Board as participants and any associates of those persons. However, the Company will not disregard a vote if:

- 1. 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

2. it is cast by the Chair 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.

**7. Resolution 9 – Approval of Issue of Performance Rights and Incentive Shares to Mark Bayliss**

The Company will disregard any votes cast on this resolution by Mark Bayliss and any associate of that person.

However, the Company will not disregard a vote if:

1. 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
2. it is cast by the Chair 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.

**8. Resolution 10 – Approval of additional 10% placement capacity**

The Company will disregard any votes cast on this resolution by any person who may participate in the proposed issue and any person who might obtain a benefit (including any associate of such a person), except a benefit solely in the capacity of a holder of ordinary securities. However, the Company will not disregard a vote if:

1. 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
2. it is cast by the Chair 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.

**EXPLANATORY STATEMENT**

The accompanying Explanatory Statement forms part of this Notice of Annual General Meeting and should be read in conjunction with it.

Download [here](#).

**ANNUAL GENERAL MEETING PROXY FORM**

Download [here](#)