



LogiCamms Limited

ABN 90 127 897 689

Notice of Annual General Meeting and Explanatory Statement

Venue: Capri by Fraser, 80 Albert Street, Brisbane

Date: Tuesday, 26 November 2019

Time: Commencing at 3:00pm (Brisbane time)

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Key dates

The key dates for the AGM are set out below.

Event	Date
Last day for receipt of proxies*	3:00pm (Brisbane time), Sunday, 24 November 2019
Snapshot time for eligibility to vote	6:00pm (Brisbane time), Sunday, 24 November 2019
Annual General Meeting	3:00pm (Brisbane time), Tuesday, 26 November 2019

*Proxy Forms received after 3:00pm (Brisbane time) on Sunday, 24 November 2019 will be disregarded.

Questions

Shareholders are invited to contact the Company Secretary on +61 7 3058 7000 if they have any questions regarding the AGM.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of LogiCamms Limited ABN 90 127 897 689 (**LogiCamms** or **Company**) will be held at **Capri by Fraser, 80 Albert Street, Brisbane, Queensland** on **Tuesday, 26 November 2019** commencing at **3:00pm (Brisbane time)**.

The Explanatory Statement, which accompanies and forms part of this Notice, contains information to assist Shareholders to decide how to vote on the matters to be considered at the Meeting.

Terms used in this Notice are defined in the Glossary in the Explanatory Statement.

Ordinary Business

Financial Report

To receive and consider the financial report of the Company and the reports of the Directors and auditors for the year ended 30 June 2019.

Resolution 1 – Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act, the remuneration report contained in the Directors' report for the year ended 30 June 2019 be adopted by the Company."

Please note that the vote on this resolution is advisory only, and does not bind the Directors or the Company.

Voting exclusion statement: In accordance with section 250R of the Corporations Act, a vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel whose remuneration details are included in the remuneration report; or
- a Closely Related Party of such member.

However, the above persons may cast a vote on Resolution 1 if:

- the person does so as a proxy; and
- the vote is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the remuneration report or a Closely Related Party of such a member; and
- either:
 - the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
 - the voter is the Chair of the Annual General Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chair to vote as the proxy even if the Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company or, if the Company is part of a consolidated entity, for the entity.

Resolution 2 – Re-election of Mr Charles Rottier as a Director

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

"That, for the purposes of Listing Rule 14.4 and clause 6.3(b) of the Company's constitution, Mr Charles Rottier will retire by rotation, and being eligible, be re-elected as a Director of the Company."

Resolution 3 – Re-election of Mr Brian O'Sullivan as a Director

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

"That, for the purposes of Listing Rule 14.4 and clause 6.3(j) of the Company's constitution, Mr Brian O'Sullivan, being a Director of the Company appointed as an addition to the Board and who retires, and being eligible, be re-elected as a Director of the Company."

Resolution 4 – Re-election of Mr Linton Burns as a Director

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

“That, for the purposes of Listing Rule 14.4 and clause 6.3(j) of the Company’s constitution, Mr Linton Burns, being a Director of the Company appointed as an addition to the Board and who retires, and being eligible, be re-elected as a Director of the Company.”

Resolution 5 – Re-election of Mr Phillip Campbell as a Director

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

“That, for the purposes of Listing Rule 14.4 and clause 6.3(j) of the Company’s constitution, Mr Phillip Campbell, being a Director of the Company appointed as an addition to the Board and who retires, and being eligible, be re-elected as a Director of the Company.”

Resolution 6 – Re-election of Mr Matthew Morgan as a Director

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

“That, for the purposes of Listing Rule 14.4 and clause 6.3(j) of the Company’s constitution, Mr Matthew Morgan, being a Director of the Company appointed as an addition to the Board and who retires, and being eligible, be re-elected as a Director of the Company.”

By order of the Board of Directors



**Dan Drewe
Company Secretary**

25 October 2019

Proxy Appointment, Voting and Meeting Instructions

Lodgement of 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 3:00pm (Brisbane time) on Sunday, 24 November 2019**. Any Proxy Form received after that time will not be valid for the Annual General Meeting. The Proxy Form may be lodged in one of the following ways:

- Online:** Follow the directions on the Proxy Form
- By hand:** Level 14, 200 Mary Street, Brisbane QLD 4000
- By mail:** Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia
- By fax:** 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

Appointment of a Proxy

A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a member of the Company.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a Shareholder of the Company.

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 Secretary on +61 7 3058 7000 or you may photocopy the Proxy Form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights that 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.

The Chairman of the Annual General Meeting acting as proxy

If a member directs the Chairman how to vote on an item of business, the Chairman must vote in accordance with the direction.

For proxies without voting instructions that are exercisable by the Chairman, **the Chairman intends to vote all available proxies in favour of each Resolution.**

In relation to the remuneration-related resolution (being Resolution 1), if you appoint the Chairman of the meeting as your proxy, or the Chairman is appointed as your proxy by default, then unless you mark one of the voting instruction boxes for the relevant Resolution, **you will be taken to have expressly authorised the Chairman to vote in favour of that Resolution.**

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.

Votes on Resolution

You may direct your proxy how to vote by placing a mark in one of the boxes opposite the Resolutions. 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, and your proxy is not the Chairman, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on the Resolutions will be invalid.

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

or the Company's share registry, Computershare Investor Services, before the Meeting or at the registration desk on the day of the Meeting. Certificates for the appointment of corporate representatives are available at www.computershare.com or on request by contacting Computershare Investor Services on telephone number +61 1300 557 010.

Voting Entitlement (Snapshot Time)

The Company's Directors have determined that all Shares of the Company that are quoted on ASX at 6:00pm (Brisbane time) on 24 November 2019 will, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the Shares at that time. Transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

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.

Mr Michael Crowe of PricewaterhouseCoopers, as the auditor responsible for preparing the auditor's report for the year ended 30 June 2019 (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.

To assist the Board and the auditor of the Company in responding to questions please submit any questions you may have in writing no later than 3:00pm (Brisbane time) on 19 November 2019:

By email: agm@logicamms.com

By hand: Level 14, 200 Mary Street, Brisbane QLD 4000

By mail: PO Box 3291, Brisbane GPO QLD 4000

By fax: +61 7 3058 7111

As required under section 250PA of the Corporations Act, at the Meeting, the Company will distribute a list setting out any questions directed to the auditor received in writing by 3:00pm (Brisbane time) on Tuesday, 19 November 2019, being questions that the auditor considers relevant to the content of the auditor's report or the conduct of the audit of the financial report for the year ended 30 June 2019. The Chairman will allow reasonable opportunity to respond to the questions set out on this list.

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting.

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

Financial Report

The Corporations Act requires the Directors' report, auditor's report and the financial statements of the Company for the year ended 30 June 2019 to be tabled at the Annual General Meeting.

Neither the Corporations Act nor the constitution requires a vote of Shareholders on the reports or financial statements. However, Shareholders will be given reasonable opportunity to raise questions on the reports and ask questions of the Company's auditor.

Resolution 1 – Adoption of Remuneration Report

The remuneration report is set out in the Directors' report in the Company's 2019 annual report on pages 14 to 25), which is available on the Company's website at www.logicamms.com.au.

The remuneration report contains information regarding:

- the remuneration policy of the Company;
- the structure of the remuneration of Directors and senior executives and how it aligns with the Company's performance; and
- the remuneration of Directors and senior executives for the year ended 30 June 2019.

The Corporations Act requires the Company to put a resolution to Shareholders that the remuneration report be adopted. Under section 250R(3) of the Corporations Act, the vote on the Resolution is advisory only and does not bind the Directors or the Company.

In accordance with Division 9 of Part 2G.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 must go up for re-election.

Directors' recommendation and voting exclusion statement

The Directors recommend that Shareholders vote in favour of Resolution 1.

A voting exclusion statement is contained in the Notice.

Resolution 2 – Re-election of Mr Charles Rottier as a Director

Listing Rule 14.4 provides that a Director of the Company must not hold office (without re-election) past the third annual general meeting following the director's appointment.

Article 6.3(c) of the Company's constitution provides that if the Company has 3 or more Directors, one third of the Directors (rounded down to the nearest whole number) must retire at each annual general meeting. Article 6.3(e) of the Company's constitution provides that the Directors required to retire under Article 6.3(c) are those who have held their office as Director the longest period of time since their last election or appointment to that office.

Mr Charles Rottier was last elected to the Board on 25 October 2017 as a non-executive Director. Mr Rottier currently holds the position of non-executive Chairman and has held that position since 28 June 2019.

Consequently, in accordance with articles 6.3(c) and 6.3(e) of the Company's constitution, Mr Charles Rottier must retire from office and is eligible for re-election.

Details of Mr Rottier's background and experience are contained in the Company's 2019 annual report.

Mr Rottier retires by rotation at this meeting and, being eligible, offers himself for re-election pursuant to Resolution 2.

Directors' recommendation

The Directors (apart from Mr Rottier) recommend that Shareholders vote in favour of the re-election of Mr Rottier pursuant to Resolution 2.

Resolution 3 – Re-election of Mr Brian O'Sullivan as a Director

Listing Rule 14.4 provides that a Director of the Company appointed as an addition to the Board, must not hold office (without re-election) past the next annual general meeting of the Company.

Mr Brian O'Sullivan was appointed to the Board on 28 June 2019 as an executive Director.

Consequently, in accordance with Listing Rule 14.4 and clause 6.3(j) of the Company's constitution, Mr Brian O'Sullivan must retire from office and is eligible for re-election.

Details of Mr O'Sullivan's background and experience are contained in the Company's 2019 annual report.

Mr O'Sullivan retires at this meeting and, being eligible, offers himself for re-election pursuant to Resolution 3.

Directors' recommendation

The Directors (apart from Mr O'Sullivan) recommend that Shareholders vote in favour of the re-election of Mr O'Sullivan pursuant to Resolution 3.

Resolution 4 – Re-election of Mr Linton Burns as a Director

Listing Rule 14.4 provides that a Director of the Company appointed as an addition to the Board, must not hold office (without re-election) past the next annual general meeting of the Company.

Mr Linton Burns was appointed to the Board on 28 June 2019 as an executive Director.

Consequently, in accordance with Listing Rule 14.4 and clause 6.3(j) of the Company's constitution, Mr Linton Burns must retire from office and is eligible for re-election.

Details of Mr Burn's background and experience are contained in the Company's 2019 annual report.

Mr Burns retires at this meeting and, being eligible, offers himself for re-election pursuant to Resolution 4.

Directors' recommendation

The Directors (apart from Mr Burns) recommend that Shareholders vote in favour of the re-election of Mr Burns pursuant to Resolution 4.

Resolution 5 – Re-election of Mr Phillip Campbell as a Director

Listing Rule 14.4 provides that a Director of the Company appointed as an addition to the Board, must not hold office (without re-election) past the next annual general meeting of the Company.

Mr Phillip Campbell was appointed to the Board on 23 October 2019 as a non-executive Director.

Consequently, in accordance with Listing Rule 14.4 and clause 6.3(j) of the Company's constitution, Mr Phillip Campbell must retire from office and is eligible for re-election.

Details of Mr Campbell's background and experience are contained in the announcement made to the ASX on 23 October 2019.

Mr Campbell retires at this meeting and, being eligible, offers himself for re-election pursuant to Resolution 5.

Directors' recommendation

The Directors (apart from Mr Campbell) recommend that Shareholders vote in favour of the re-election of Mr Campbell pursuant to Resolution 5.

Resolution 6 – Re-election of Mr Matthew Morgan as a Director

Listing Rule 14.4 provides that a Director of the Company appointed as an addition to the Board, must not hold office (without re-election) past the next annual general meeting of the Company.

Mr Matthew Morgan was appointed to the Board on 23 October 2019 as a non-executive Director.

Consequently, in accordance with Listing Rule 14.4 and clause 6.3(j) of the Company's constitution, Mr Matthew Morgan must retire from office and is eligible for re-election.

Details of Mr Morgan's background and experience are contained in the announcement made to the ASX on 23 October 2019.

Mr Morgan retires at this meeting and, being eligible, offers himself for re-election pursuant to Resolution 6.

Directors' recommendation

The Directors (apart from Mr Morgan) recommend that Shareholders vote in favour of the re-election of Mr Morgan pursuant to Resolution 6.

Glossary

In this Explanatory Statement, the following terms have the following meaning:

Annual General Meeting or Meeting	Annual general meeting of Shareholders of the Company or any adjournment of it, convened by the Notice.
ASIC	Australian Securities & Investments Commission.
Associates	Has the same meaning as in the Listing Rules.
ASX	ASX Limited, trading as the Australian Securities Exchange.
Board or LogiCamms Board	Board of Directors of the Company.
Chairman	The chairman of the Board.
Closely Related Party	Has the same meaning as in the Corporations Act.
Company or LogiCamms	LogiCamms Limited ABN 90 127 897 689.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Group	The Company and its subsidiaries.
Key Management Personnel or KMP	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.
Non-Executive Director	A Director who is not an employee of the Company.
Notice and Notice of Annual General Meeting	The notice of Annual General Meeting, which accompanies this Explanatory Statement.
Proxy Form	The proxy form accompanying the Notice.
Resolution	A resolution set out in the Notice.
Share	Fully paid ordinary share in the capital of the Company.
Shareholder	A registered holder of a Share.



Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



LCM
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received **3:00pm (Brisbane time) Sunday 24 November 2019.**

Proxy Form

How to Vote on Items of Business

All your shares will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a shareholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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 should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate shareholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

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Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

By Hand:

Level 14, 200 Mary Street, Brisbane QLD 4000



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of LogiCamms Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of LogiCamms Limited to be held at Capri by Fraser, 80 Albert Street, Brisbane, on Tuesday, 26 November 2019 at 3:00pm (Brisbane time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 1** (except where I/we have indicated a different voting intention in step 2) even though **Item 1** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 1** by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Charles Rottier as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Brian O'Sullivan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Mr Linton Burns as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Mr Phillip Campbell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Re-election of Mr Matthew Morgan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Shareholder(s)

This section must be completed.

Individual or Shareholder 1

Sole Director & Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

LCM

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Computershare

