

22 October 2021

Dear Shareholder

NOTICE OF ANNUAL GENERAL MEETING

I am pleased to invite you to attend PTB Group Limited's 2021 Annual General Meeting (**Meeting**). The Meeting will be held at Morgans Financial Limited, Level 29, Riverside Centre, 123 Eagle Street, Brisbane QLD 4000 on Monday, 22 November 2021 at 1pm (Brisbane time).

The Notice of Meeting is attached to this document. In accordance with the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021*, the company will not be sending hard copies of the Notice of Meeting to shareholders unless the shareholder has previously elected to receive documents in hard copy.

A Question Form is attached to the Notice of Meeting and we encourage you to forward any questions on the annual report to the Company Secretary in writing prior to the Meeting in order to facilitate a comprehensive response.

The company advises shareholders that due to potential Queensland COVID-19 restrictions in respect of public gatherings (and to otherwise ensure the safety of attendees), anyone who wishes to attend the Meeting in person is asked to register via email to dzgrajewski@pacificturbine.com.au by 9.00am (Brisbane time) on Thursday, 18 November 2021 so that appropriate measures can be put in place if required to facilitate physical distancing and other precautions to ensure the health and safety of all attendees.

Shareholders are strongly encouraged to lodge a directed proxy form prior to the Meeting. Personalised proxy forms will be mailed or e-mailed to each shareholder and will allow proxies to be completed either online, by mail, by fax, or lodged in person. A generic version of the proxy form is attached as an example only. Please do not return this version of the form as it does not include your identification details. Your proxy form must be received by no later than 1pm (Brisbane time) on 20 November 2021.

The Notice of Meeting is important and should be read in its entirety. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company Secretary, Daniel Zgrajewski, on +61 7 3637 7024 or via email at dzgrajewski@pacificturbine.com.au.

If it becomes necessary or appropriate to make alternative arrangements to those set out in the Notice of Meeting, the company will notify shareholders accordingly via its website at <https://pacificturbine.com.au/> and the ASX Announcement Platform at asx.com.au (ASX: PTB).

Yours sincerely



Craig Baker
Chairman

For personal use only

Notice of annual general meeting and explanatory memorandum – 2021

PTB Group Limited ACN 098 390 991

Definitions

A number of capitalised terms are used throughout this notice of annual general meeting and explanatory memorandum. Except to the extent the context otherwise requires:

Term	Definition
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the board of Directors of the Company.
Chairman or Chair	means the chairman of the Company.
Company or PTB Corporations Act	means PTB Group Limited ACN 098 390 991.
Directors	means the directors of the Company.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice.
KMP	means key management personnel as defined in the Corporations Act.
Listing Rules	means the listing rules of ASX.
Loan	means the loan as described in the Explanatory Memorandum.
Loan Extension	mean an extension of the term of the Loan for five years to 21 June 2027.
MD Shareholder	means Judith Flintoft as trustee for the Smith Flintoft Family Trust NZ.
MD Shares	means 3,000,000 fully paid ordinary Shares issued to the MD Shareholder as authorised by the Previous Approval.
Meeting	means the Company's annual general meeting the subject of this Notice.
Notice	means this notice of annual general meeting.
Previous Approval	means the resolution of Shareholders passed at the extraordinary general meeting on 9 June 2017 approving the issue of the MD Shares to the MD Shareholder for the purposes of Listing Rule 10.11 and all other purposes.
Shareholders	means the registered holders of Shares in the Company.
Shares	means a share in the capital of the Company, the terms of which are contained in the constitution of the Company.

Notice of annual general meeting

PTB Group Limited ACN 098 390 991

Notice is given that the annual general meeting of PTB Group Limited ACN 098 390 991 (**Company**) will be held at:

Location	Morgans Financial Limited , Level 29, Riverside Centre, 123 Eagle Street, Brisbane 4000
Date	Monday, 22 November 2021
Time	1.00pm (Brisbane time)

Registration will commence at 12.45pm.

NOTE FOR SHAREHOLDERS THAT WOULD LIKE TO ATTEND THE MEETING: The Company advises Shareholders that due to potential Queensland COVID-19 restrictions in respect of public gatherings (and to otherwise ensure the safety of attendees), anyone who wishes to attend the Meeting in person is asked to register via email to dzgrajewski@pacificturbine.com.au by 9.00am (Brisbane time) on Thursday, 18 November 2021 so that appropriate measures can be put in place if required to facilitate physical distancing and other precautions to ensure the health and safety of all attendees.

The number of persons that may attend the meeting in person will be subject to any applicable Queensland public health orders in place at the time of the Meeting. The Company will continue to monitor the guidance of public health authorities in that regard and will notify Shareholders of any changes in arrangements for the Meeting where necessary.

Ordinary business

Financial statements and reports

To receive and consider the Company's financial reports and the reports of the Directors and the auditor for the financial year ended 30 June 2021.

Resolution 1 – Adoption of remuneration report

To consider and, if in favour, to pass the following resolution under section 250R(2) of the Corporations Act as a non-binding ordinary resolution:

'That the section of the report of the Directors for the financial year ended 30 June 2021 dealing with the remuneration of the Directors and other key management personnel (KMP) be adopted.'

Note: Under section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting restriction:

- (a) In accordance with the Corporations Act:
- (i) KMP whose remuneration details are contained in the remuneration report (and their closely related parties) are restricted from voting on this resolution (in any capacity); and
 - (ii) KMP at the date of the Meeting (and their closely related parties) are restricted from voting on this resolution as proxy.
- (b) However, a person may cast a vote on this resolution as a proxy if the vote is cast on behalf of a person entitled to vote on this resolution and either:
- (i) the proxy appointment specifies the way the proxy is to vote on the resolution; or
 - (ii) the proxy appointment does not specify the way the proxy is to vote on the resolution, the proxy is the Chairman and the proxy appointment expressly authorises the Chairman to vote undirected proxies on the resolution even if it is connected directly or indirectly with the remuneration of a member of the KMP.
- (c) As set out in note 8 below, the Chairman intends to vote all undirected proxies in favour of Resolution 1. If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Resolution 1.

Resolution 2 – Re-election of Mr Russell Cole as Director

To consider and, if in favour, to pass the following as an ordinary resolution:

'That Mr Russell Cole, who retires by rotation under rule 16.1 of the Company's constitution, and being eligible, be re-elected as a Director.'

Note: Information about the candidate appears in the Explanatory Memorandum.

Resolution 3 – Re-election of Mr Prince Gunasekara as Director

To consider and, if in favour, to pass the following as an ordinary resolution:

'That Mr Prince Gunasekara, who retires by rotation under rule 16.1 of the Company's constitution, and being eligible, be re-elected as a Director.'

Note: Information about the candidate appears in the Explanatory Memorandum.

Special business

Resolution 4 – Approval of additional capacity to issue shares under Listing Rule 7.1A

To consider and, if in favour, to pass the following as a special resolution:

'That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having the additional capacity to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed under Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Memorandum.'

Note: At the date of this Notice, the Company is not proposing to make an issue of equity securities under Listing Rule 7.1A.2. Accordingly, no voting exclusions apply to this resolution.

Resolution 5 – Extension of loan to a related party

To consider and, if in favour, to pass the following as an ordinary resolution:

'That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the extension of the Loan to the MD Shareholder on the terms and conditions set out in the Explanatory Memorandum.'

Voting exclusion statement and restrictions:

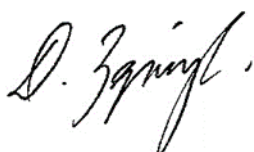
- (a) As required by the Listing Rules, the Company will disregard any votes cast in favour of this resolution by the MD Shareholder, Stephen Smith or their respective associates. However, this does not apply to a vote cast in favour of this resolution by:
- (i) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
 - (ii) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
 - (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (A) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (B) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
- (b) In accordance with the Corporations Act, KMP at the date of the Meeting (and their closely related parties) are restricted from voting on this resolution as proxy. However, a person may cast a vote on this resolution as a proxy if the vote is cast on behalf of a person entitled to vote on this resolution and either:
- (i) the proxy appointment specifies the way the proxy is to vote on the resolution; or
 - (ii) the proxy appointment does not specify the way the proxy is to vote on the resolution, the proxy is the Chairman and the proxy appointment expressly authorises the Chairman to vote undirected proxies on the resolution even if it is connected directly or indirectly with the remuneration of a member of the KMP.
- As set out in note 8 below, the Chairman intends to vote all undirected proxies in favour of Resolution 5. If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Resolution 5.

General business

To consider any other business as may be lawfully put forward in accordance with the Company's constitution.

Dated: 22 October 2021

By order of the Board



Daniel Zgrajewski
Company Secretary

Notes:

- 1 The Company has determined under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purpose of voting at the Meeting or an adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders at 1pm (Brisbane time) on 20 November 2021.
- 2 In light of the COVID-19 situation and the Commonwealth and State government restrictions on public gatherings, the Directors strongly encourage all Shareholders to lodge a directed proxy form prior to the Meeting.
- 3 A member who is entitled to vote at the Meeting may appoint:
 - (a) one proxy if the member is only entitled to one vote; or
 - (b) one or two proxies if the member is entitled to more than one vote.
- 4 Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.
- 5 If you wish to appoint a proxy and are entitled to do so, then complete and return the enclosed proxy form. If you require an additional proxy form, the Company will supply it on request. The proxy form is an integral part of this Notice and both documents should be read together.
- 6 A proxy need not be a member of the Company.
- 7 A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the Meeting.
- 8 The Chairman intends to vote undirected proxies in favour of each item of business to the extent permitted by law. If you appoint the Chairman as your proxy expressly or by default and you do not direct the Chairman how to vote on a resolution, by completing and returning the proxy form you authorise the Chairman to exercise the proxy and vote as the Chairman sees fit on a resolution, even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

Explanatory Memorandum

PTB Group Limited ACN 098 390 991

Introduction

- 1 This Explanatory Memorandum has been prepared for the Shareholders of the Company in conjunction with the Notice of Annual General Meeting of the Company to be held at Morgans Financial Limited, Level 29, Riverside Centre, 123 Eagle Street, Brisbane 4000 at 1.00pm (Brisbane time) on Monday, 22 November 2021.
- 2 All Shareholders should read this Explanatory Memorandum in full and if they have any questions, Shareholders should obtain professional advice before making any decisions in relation to the resolutions to be put to Shareholders at the Meeting.

Ordinary business

Financial statements and reports

- 3 The Corporations Act requires that the Directors' report, the auditor's report and the financial report be laid before the annual general meeting. In addition, the Company's constitution provides for these reports to be received and considered at the Meeting.
 - 4 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's constitution requires a vote of Shareholders at the annual general meeting on the financial statements and reports. However, Shareholders will be given reasonable opportunity at the Meeting to raise questions with respect to these reports.
 - 5 In addition to asking questions at the Meeting, Shareholders may also submit written questions to the Chairman about the management of the Company or to the Company's auditor if the question is relevant to:
 - (a) the content of the audit report; or
 - (b) the conduct of its audit of the Company's annual report for the year ended 30 June 2021.
- Note:** Under section 250PA(1) of the Corporations Act a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the AGM is held.
- 6 Any written questions may be submitted to the Company Secretary before 5.00pm on 15 November 2021 by email to dzgrajewski@pacificturbine.com.au, by fax, +61 7 3260 1185 or by post, PO Box 90, Pinkenba, Queensland 4008. A question form is attached to this Notice.
 - 7 Copies of the questions to the auditor received, and any written answers that have been prepared, will be available at the Meeting.

Resolution 1 – Adoption of remuneration report

- 8 Section 250R(2) of the Corporations Act requires that the section of the Directors' report dealing with the remuneration of each member of the KMP of the consolidated entity be put to Shareholders for adoption.
- 9 The resolution of Shareholders is not binding on the Directors or the Company. However, if more than 25% of the votes cast on this resolution are against the adoption of the remuneration report, the remuneration report for the following year must either address any comments received from Shareholders or explain why no action has been taken in response to those comments. If, at the following annual general meeting, the remuneration report is again voted against by 25% or more of votes cast, a 'spill resolution' will be put to Shareholders. If at least 50% of the votes cast are in favour of the 'spill resolution' a special meeting of the Company will be held within 90 days at which the Directors in office at the time of the second annual general meeting (excluding the managing director) must resign and stand for re-election.
- 10 The remuneration report is set out on pages 17 to 23 of the 2021 annual report distributed to Shareholders, a copy of which is available at <https://pacificturbine.com.au/pages/financial-reports>. The report:
 - (a) sets out and explains the nature and level of remuneration paid to Directors, the Company Secretary and the Chief Financial Officer, who comprise the KMP of the consolidated entity for the year ended 30 June 2021;
 - (b) discusses the link between the Board's policies and the Company's performance; and

(c) makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executives, including executive Directors.

11 A reasonable opportunity will be provided to ask questions about, or make comments on, the remuneration report at the Meeting.

12 As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, makes no recommendation regarding this resolution.

Note: There are voting restrictions on this resolution.

Resolution 2 – Re-election of Mr Russell Cole as Director

13 Rule 16.1 of the Company's constitution requires that at every annual general meeting, one-third of the Directors (other than the managing director) must retire from office. Russell Cole retires by rotation in accordance with rule 16.1 of the Company's constitution but, being eligible, offers himself for re-election.

14 Russell has over 25 years of experience in public practice as a Chartered Accountant specialising in the corporate sector with significant experience in audit, risk management and corporate governance. He spent 15 years as an audit and assurance partner of national accounting firms with a particular focus on emerging listed companies.

15 Russell was appointed as a non-executive Director on 28 February 2017. The Board considers Russell to be an independent Director. Russell is the Chairman of the Audit and Risk Management Committee and a member of the Remuneration Committee. He has held no director positions with other listed companies in the last three years.

16 **The Directors (with Russell Cole abstaining) unanimously recommend that Shareholders vote in favour of this resolution.**

Resolution 3 – Re-election of Mr Prince Gunasekara as Director

17 As set out above, rule 16.1 of the Company's constitution requires that at every annual general meeting, one-third of the Directors (other than the managing director) must retire from office. Prince Gunasekara retires by rotation in accordance with rule 16.1 of the Company's constitution but, being eligible, offers himself for re-election.

18 Prince is a Sri Lankan born aviation expert with over 20 years' experience, particularly within Japanese aviation. He has worked across many areas of the industry, including but not limited to procurement of aircraft parts and engines for Japanese operators.

19 Since joining the PTB team in 2013, Prince has been instrumental in introducing key Japanese investors and business partners.

20 Prince was appointed as a non-executive Director on 1 September 2017. He has held no director positions with other listed companies in the last three years.

21 **The Directors (with Prince Gunasekara abstaining) unanimously recommend that Shareholders vote in favour of this resolution.**

Special business

Resolution 4 – Approval of additional capacity to issue shares under Listing Rule 7.1A

Background

- 22 Broadly speaking, and subject to certain exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.
- 23 Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.
- 24 An 'eligible entity' means an entity which is not included in the S&P/ASX300 Index and which has a market capitalisation equal to or less than \$300 million. The Company is an eligible entity for these purposes.
- 25 Resolution 4 seeks Shareholder approval by way of special resolution so that the Company can issue a further 10% (on top of the 15% permitted by Listing Rule 7.1) of the share capital (at the time of issue) in a 12 month period following the annual general meeting without any further approval by Shareholders.
- 26 If Resolution 4 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without further approval by Shareholders. The exact number of securities that the Company will have capacity to issue under Listing Rule 7.1A (which applies on top of the 15% permitted by Listing Rule 7.1) will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2, which is as follows:

$$(A \times D) - E$$

Where:

- A** is the number of fully paid ordinary securities on issue at the commencement of the relevant period (being the 12 months before the issue date or date of agreement to issue):
- plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
 - plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
 - plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
 - plus the number of any other fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or 7.4;
 - plus the number of partly paid ordinary securities that became fully paid in the relevant period; and
 - less the number of fully paid ordinary securities cancelled in the relevant period;
- D** is 10%; and
- E** is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

- 27 If Resolution 4 is not passed, the Company will not be able to access the additional 10% placement capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

Specific information under the Listing Rules

- 28 For the purposes of Listing Rule 7.3A, the Company provides the following information:

Minimum price at which the equity securities may be issued	<p>The issue price of each security issued under Listing Rule 7.1A must be an amount of cash consideration not less than 75% of the volume weighted average market price for the shares calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or (b) if the securities are not issued within 10 trading days of the date in paragraph (a), the date on which the securities are issued.
Risk of economic and voting dilution	<p>An issue of securities under Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:</p> <ul style="list-style-type: none"> (a) the market price for securities may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and (b) the securities may be issued at a price that is at a discount to the market price for the securities on the issue date. <p>For the purposes of Listing Rule 7.3A.4, a table describing the notional possible dilution, based upon various assumptions as stated, is set out below.</p>
Date by which the Company may issue the securities	<p>Shareholder approval under Listing Rule 7.1A is valid for period commencing on the date of the Meeting and expiring on the first to occur of the following:</p> <ul style="list-style-type: none"> (a) the date which is 12 months after the date of the Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of the approval by holders of the Company's ordinary securities of a transaction under Listing Rules 11.1.2 or 11.2.
Purposes for which the equity securities may be issued	<p>Securities issued under Listing Rule 7.1A can only be issued for cash consideration. It is the Board's current intention that any funds raised under an issue of securities under Listing Rule 7.1A will be applied to meet general operating expenses and further the Company's growth strategies. This may include costs to:</p> <ul style="list-style-type: none"> (a) continue growth of the Company's USA business; (b) increase fleet of assets under lease; and (c) increase engine production.
Details of the Company's allocation policy for issues under approval	<p>The Company does not currently know the nature of the capital raising which may be conducted under Listing Rule 7.1A (if any). No allocation policy has therefore been determined.</p> <p>The Company's allocation will be dependent on the prevailing market conditions at the time of any proposed issue pursuant to Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to factors including but not limited to the following:</p> <ul style="list-style-type: none"> (a) the methods of raising funds that are available to the Company including but not limited to, rights issue or other issues in which existing security holders can participate; (b) the effect of the issue of the Listing Rule 7.1A shares on the control of the Company; (c) the financial situation and solvency of the Company; and (d) advice from corporate, financial and broking advisers (if applicable). <p>The allottees may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company and who are not otherwise restricted from participation under the Listing Rules.</p>

Previous issues under Listing Rule 7.1A approval	<p>The Company sought and obtained approval under Listing Rule 7.1A at the previous annual general meeting on 25 November 2020.</p> <p>In accordance with Listing Rule 7.3A.6, the Company advises that no securities have been issued under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting.</p>
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Information under Listing Rule 7.3A.4

Listing Rule 7.3A.4 requires the Company to provide a table demonstrating the potential dilution effect based on three different assumed prices of securities and three different numbers of securities on issue in the Company.

The following table shows the dilution of existing shareholdings on the basis of the current market price of securities as at 18 October 2021 (being the trading price at close of trade on the trading day immediately prior to finalising this Notice) and the current number of ordinary securities for Variable 'A', calculated applying the assumptions set out in the following paragraphs.

The table shows two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of fully paid ordinary securities the Company has on issue. The number of fully paid ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future shareholders' meeting. It is important to note that the exact number of securities which may be issued under Listing Rule 7.1A will be calculated in accordance with the formula contained in Listing Rule 7.1A.2.

The table also shows two examples where the issue price of fully paid ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable 'A'		10% voting dilution		
		\$0.458 50% decrease in issue price	\$0.915 issue price	\$1.830 50% increase in issue price
Current Variable 'A' * 127,203,057 Shares	Shares issued	12,720,305	12,720,305	12,720,305
	Funds raised	\$5,825,900	\$11,639,079	\$23,278,158
50% increase in current Variable 'A' * 190,804,585 Shares	Shares issued	19,080,458	19,080,458	19,080,458
	Funds raised	\$8,738,850	\$17,458,619	\$34,917,238
100% increase in current Variable 'A' * 254,406,114 Shares	Shares issued	25,440,611	25,440,611	25,440,611
	Funds raised	\$11,651,800	\$23,278,159	\$46,556,318

* Current Variable A is equal to the number of ordinary securities on issue at the date of this Notice, being 127,203,057 Shares.

The above table has been prepared on the following basis:

- The Company issues the maximum number of shares available under the 10% Listing Rule 7.1A approval, based on the assumed values for Variable A.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular shareholder by reason of share issues under Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting.
- The table shows only the effect of issues of shares under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

- (e) The issue of shares under Listing Rule 7.1A facility consists only of ordinary shares in the Company.
- (f) The issue price is \$0.915, being the closing price of the shares on ASX as at 18 October 2021.

33 **The Directors recommend you vote for this resolution.**

Note: At the date of this Notice, the Company is not proposing to make an issue of equity securities under Listing Rule 7.1A.2. Accordingly, no voting exclusions apply to this resolution.

Resolution 5 – Extension of loan to a related party

Background

34 On 9 June 2017, the Shareholders resolved at an extraordinary general meeting to approve the issue of 3,000,000 fully paid ordinary Shares (**MD Shares**) to Judith Flintoft as trustee for the Smith Flintoft Family Trust NZ (**MD Shareholder**) on the terms and conditions of set out in the notice of meeting dated 9 May 2017 (**Previous Approval**).

35 In connection with the issue of the MD Shares under the Previous Approval, the Company provided a loan to the MD Shareholder to fund the subscription price for the Shares issued to it (**Loan**). Key terms of the Loan and otherwise in respect of the MD Shares included:

- (a) the initial amount of the Loan was \$1.65 million, being the price per Share of \$0.55 multiplied by the number of MD Shares;
- (b) the Loan incurs interest of 5% per annum, capitalised throughout the term, and is provided on a limited recourse basis. At the date of this Notice, the outstanding amount of the Loan (including capitalised interest) is \$1,949,945 (expected to reduce by \$189,301 following payment of the 5 cents per Share dividend on 29 October 2021);
- (c) the initial expiry date was 21 June 2022, being five years after the date of issue of the MD Shares;
- (d) the Company may apply the amount of any dividend to repay the Loan, except to the extent invested to acquire Shares under the dividend re-investment plan of the Company (**DRP shares**); and
- (e) the MD Shares and any DRP shares are subject to voluntary escrow while there is money payable under the Loan (including interest) that relates to the relevant Shares.

36 As described in the notice of meeting for the Previous Approval, if a termination event occurred (e.g. termination of Stephen Smith's consultancy arrangement, another specified default under the Loan or Loan expiry) (**Termination**) in the first three years after the date of issue of the MD Shares, then a certain proportion of the MD Shares (and the related DRP shares) were to be bought back by the Company in consideration for the amount outstanding under the Loan (including interest) relating to those Shares. This three-year period has elapsed.

37 Relevantly:

- (a) the MD Shareholder can choose to repay the Loan (including interest) in respect of particular Shares at any time, in which case these Shares would be absolutely owned by the MD Shareholder free from any restriction; and
- (b) when Termination occurs in the future, if the Loan (including interest) is not repaid when due the balance MD Shares (and DRP shares) may be required to be sold or bought back by the Company at market value. After the Loan (including interest) is repaid to the Company, the MD Shareholder is entitled to retain the benefit of any increase in market value of the Shares above the issue price of these Shares (plus interest). As the Loan is limited recourse, the Company will not be paid any deficit.

38 The Loan and relevant documents can be amended by agreement between the relevant parties. As announced to the ASX on 28 September 2021, the Company has agreed to extend the term of the Loan for five years to 21 June 2027 (**Loan Extension**).

39 While no changes have been made or are currently proposed other than the Loan Extension, further amendments may be agreed in the future if the Board considers this to be appropriate in the circumstances and consistent with Chapter 2E of the Corporations Act.

Listing Rule requirements

40 Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to (among others) a related party, unless it obtains the approval of its Shareholders. This approval was obtained in respect of the MD Shares and related arrangements as part of the Previous Approval, and the MD Shares were issued on 21 June 2017.

41 While the Loan Extension does not involve a new issue of securities, the Company is seeking approval of Shareholders in respect of the Loan Extension. The reason is that the Loan Extension was not contemplated by the Previous Approval.

42 If Resolution 5 is passed, the Loan Extension will apply. No additional amendments are contemplated at the date of this Notice, however the Loan may be further amended in the future in accordance with paragraph 39.

43 If Resolution 5 is not passed, the MD Shareholder will continue to hold the MD Shares but the Loan will need to be repaid by the original expiry date of 21 June 2022. If necessary, the Company will work with the MD Shareholder to facilitate refinancing of the Loan.

44 The following information is given under Listing Rule 10.13 regarding the MD Shares and the Loan Extension:

Related party	Judith Flintoft as trustee for the Smith Flintoft Family Trust NZ, a related party covered by Listing Rule 10.11.1 as Stephen Smith is a Director and his spouse is the trustee of and controls the MD Shareholder.
Securities issued under Previous Approval	3,000,000 fully paid ordinary Shares
Date the Company issued the securities under the Previous Approval	21 June 2017
Issue price of the securities (per Share) under the Previous Approval	\$0.55 (representing an 24% premium to the closing price of \$0.445 on the date of issue)
Purpose of the issue under the Previous Approval	The principal purpose of the issue of the MD Shares was to create alignment between the Company and Stephen Smith. The Company considers that the Loan Extension assists in maintaining this alignment.
Current remuneration package of Director	Stephen Smith's remuneration package is set out in the remuneration report located at pages 17 to 23 of the Company's 2021 annual report, and includes a service fee of \$750,000 per annum.
Intended use of funds	The Company provided a Loan to facilitate the subscription for the MD Shares. On cash repayment of the Loan, it is intended that the funds will be used for general working capital purposes.
Summary of other material terms	The issue and terms of the MD Shares were approved as part of the Previous Approval. Approval is being sought for the Loan Extension (being the extension of the expiry date for five years to 21 June 2027).

45 **The Directors, other than Stephen Smith who abstains, recommend you vote for this resolution. Because of Stephen Smith's interest in the outcome, he does not make a recommendation on this resolution.**

Note: Voting exclusions apply to this resolution.

PTB GROUP LIMITED – 2021 ANNUAL GENERAL MEETING
QUESTIONS FROM SHAREHOLDERS

The Board welcomes Shareholder questions and comments on any Shareholder matters relevant to the business of the meeting.

We encourage you to submit your questions as early as possible to allow sufficient time for comprehensive answers to be prepared.

Please use this form to submit questions to the Board or the Company's auditor and return it to the Company Secretary, Daniel Zgrajewski on or before 5.00pm on 15 November 2021 by post to PO Box 90, Pinkenba, QLD 4008, by facsimile to +61 7 3260 1185 or by e-mail to dzgrajewski@pacificturbine.com.au.

The Board will endeavour to address as many as possible of the more frequently raised shareholder matters during the course of the AGM. However, if a topic is not addressed at the meeting, an individual response will be sent to you.

Shareholder's Name:

Address:

Security Reference (SRN) or Holder Identification Number (HIN):

Question(s):

1.

2.

3.



PTB GROUP LIMITED

ACN 098 390 991

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

PTB Group 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
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of PTB Group 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 **1:00pm (Brisbane time) on Monday, 22 November 2021 at Morgans Financial Limited, Level 29, Riverside Centre, 123 Eagle Street, Brisbane 4000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 1 and 5: 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 1 and 5, 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*
1 Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Extension of loan to a related party	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Russell Cole as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Re-election of Mr Prince Gunasekara as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Approval of additional capacity to issue shares under Listing Rule 7.1A	<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)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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).

PTB PRX2101C

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 Resolution is 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:

- 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
- 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" must 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.

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 **1:00pm (Brisbane time) on Saturday, 20 November 2021**, 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

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 MAIL

PTB Group 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*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

**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.**