

24 October 2017

**Lodged by ASX Online**

The Manager  
Company Announcements Office  
ASX Limited  
Level 4, 20 Bridge Street  
Sydney, NSW 2000

Dear Sir/Madam

**NOTICE OF ANNUAL GENERAL MEETING AND PROXY FORM**

TZ Limited has today dispatched the attached Notice of Annual General Meeting and proxy form to shareholders.

Yours faithfully  
TZ Limited



Craig Sowden  
**COMPANY SECRETARY**

**About TZ Limited**

TZ Limited ("TZ") is a technology company that is listed on the Australian Securities Exchange. TZ is the leader in SMArt Device™ technology combining state-of-the-art SMA actuated intelligent fastening and locking devices with TZ remote software control. TZ's systems deliver asset level protection and compelling solutions for security, monitoring and control applications across a number of market segments. The Company currently supplies market leading solutions to major corporations worldwide to the Data Centre industry and in the Automated Parcel Locker and E-Commerce market.

For additional information on TZ Limited, please visit [www.tz.net](http://www.tz.net).

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**TZ LIMITED**  
**ACN 073 979 272**

**NOTICE OF ANNUAL GENERAL MEETING**

**AND**

**EXPLANATORY MEMORANDUM**

*For a meeting to be held on 29 November 2017 at 10.00 am  
at The Radisson Blu Plaza Hotel, Press Rooms 1, 2 and 3, Lower Ground Floor,  
27 O'Connell Street, Sydney, New South Wales*

**THIS IS AN IMPORTANT DOCUMENT AND SHOULD  
BE READ IN ITS ENTIRETY**

**If you do not understand any part of this document  
please contact a professional adviser immediately**

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**TZ LIMITED**  
**ACN 073 979 272**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that an Annual General Meeting of members of TZ Limited (“**Company**”) will be held at The Radisson Blu Plaza Hotel, Press Rooms 1, 2 and 3, Lower Ground Floor, 27 O’Connell Street, Sydney, New South Wales at 10.00 am (Sydney time) on 29 November 2017.

The business to be considered at the Annual General Meeting is set out below. Information on the proposals to which the business relates is set out in the Explanatory Memorandum which accompanies this Notice. This Notice should be read in conjunction with the accompanying Explanatory Memorandum.

**ORDINARY BUSINESS**

**Financial statements and reports**

To receive and consider the financial report, directors’ report and auditor’s report for the financial year ended 30 June 2017.

**Short explanation:** This item of business is for discussion at the Annual General Meeting and is not a resolution.

**Resolution 1 – Adoption of the Remuneration Report**

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

*"That the remuneration report for the financial year ended 30 June 2017 be adopted."*

**Short explanation:** The remuneration report is set out in the Company’s annual report for the financial year ended 30 June 2017. Section 250R(2) of the Corporations Act provides that at a listed company’s annual general meeting, a resolution that the remuneration report be adopted must be put to the vote. However, shareholders should be aware that the vote on the resolution is advisory only and does not bind the Directors or the Company.

**Voting Exclusion:** In accordance with the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

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

however, a person described above may cast a vote on Resolution 1 if:

- the person does so as a proxy appointed in writing that specifies how the proxy is to vote on the resolution; and
- the vote is not cast on behalf of a person described in paragraphs (a) or (b).

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**Resolution 2 – Re-election of Graham Lenzner as director**

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

*“That Graham Lenzner, who was appointed as a director of the Company since the last annual general meeting of the Company and, being eligible, offers himself for re-election, be re-elected as a director of the Company.”*

**Resolution 3 – Approval of consolidation of share capital**

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

*“That, for the purpose of section 254H of the Corporations Act and for all other purposes, approval is given for the Company to consolidate its issued capital on the basis that:*

- (a) the then issued capital of the Company be consolidated on the basis that every 10 Shares in the capital of the Company be consolidated into one Share; and*
- (b) where the number of Shares held by a member of the Company as a result of the consolidation effected by paragraph (a) of this resolution includes any fraction of a Share, that fraction be rounded up to the nearest whole Share,*

*with the approval to take effect on 8 December 2017 and the consolidation to take effect in accordance with the timetable set out in the Explanatory Memorandum which accompanies the notice of meeting convening the meeting at which this resolution is proposed.”*

**Resolution 4 – Approval of 10% Placement Facility**

To consider and, if thought fit, to pass the following resolution as a special resolution:

*“That, pursuant to and in accordance with Listing Rule 7.1A of the ASX Listing Rules and for all other purposes, the shareholders of the Company approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum which accompanies the notice of meeting convening the meeting at which this resolution is proposed.”*

**Voting Exclusion**

The Company will disregard any votes cast on this resolution by a person (and any associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this resolution is passed.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- (b) it is cast by the person chairing the meeting 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.

## **ADDITIONAL INFORMATION**

This notice of meeting is accompanied by an Explanatory Memorandum which provides an explanation of the business of the meeting, including the proposed resolutions.

### **Voting entitlement**

The board of directors of TZ Limited has determined in accordance with regulation 7.11.37 of the Corporations Regulations 2001 that for the purpose of voting at the Annual General Meeting, shares will be taken to be held by those who hold them at 7.00 pm (Sydney time) on Monday, 27 November 2017. This means that if you are not the registered holder of a relevant share at the time, you will not be entitled to vote in respect of that share.

### **Voting by proxy**

Each shareholder who is entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on behalf of that shareholder. The proxy need not be a shareholder. Please note that a proxyholder cannot vote on a show of hands but can speak at the meeting and can vote on a poll.

A shareholder who is entitled to cast two or more votes may appoint one or two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If a shareholder appoints two proxies and the appointment does not specify the proportion or number of shareholder's votes, each proxy may exercise half the votes (disregarding fractions). Neither proxy may vote on a show of hands.

In the event that a shareholder appoints a proxy and specifies the way the proxy is to vote on a particular resolution:

- where the proxy is not the Chairman:
  - (a) the proxy need not vote on a poll but if the proxy does so then the proxy must vote the way that the shareholder specifies; and
  - (b) if a poll is demanded and the proxy does not attend or vote, then the Chairman is taken to have been appointed as the proxy; and
- where the Chairman is the proxy (including where the Chairman is taken to have been appointed the proxy as set out above) the proxy must vote on a poll and must vote the way that the shareholder specifies.

## **Impact of your proxy appointment on your voting instructions**

If you appoint the Chairman of the Meeting as your proxy and have not directed him how to vote, you are authorising the Chairman of the Meeting to cast your undirected vote on all proposed resolutions in accordance with his intentions set out below.

If you appoint any other Director or other member of the Key Management Personnel or their Closely Related Parties as your proxy, they will not be able to vote your proxy on Resolution 1 (Remuneration report), unless you have directed them how to vote.

If you intend to appoint a member of the Key Management Personnel or the Chairman of the Meeting as your proxy, you are encouraged to direct them how to vote on Resolution 1 by marking "For", "Against" or "Abstain" for that item of business.

## **The Chairman's voting intentions**

The Chairman of the Meeting intends to vote undirected proxies on, and in favour of, all the proposed resolutions. If there is a change to how the Chairman of the Meeting intends to vote undirected proxies, the Company will make an announcement to the ASX.

The Chairman's decision on the validity of a direct vote, vote cast by a proxy or vote cast in person, is conclusive.

## **Online proxy appointment**

You may appoint and direct your proxy online, by using your smartphone or by visiting [www.investorvote.com.au](http://www.investorvote.com.au).

To use this option, you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and your allocated Control Number as shown on your proxy form. You will be taken to have signed the proxy form if you lodge it in accordance with the instructions on the [www.investorvote.com.au](http://www.investorvote.com.au) website. To use your smartphone voting service, scan the QR code which appears on your proxy form and follow the instructions provided. To scan the code you need to have already downloaded a free QR code reader app to your smartphone. When scanned, the QR code will take you directly to the mobile voting site. A proxy cannot be appointed electronically if they are appointed under a power of attorney or similar authority. The online proxy facility may not be suitable for shareholders who wish to appoint two proxies with different voting directions. Please read the instructions for online proxy submissions carefully before you lodge your proxy.

Custodians and other intermediaries may appoint and direct their proxy online by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com) (subscribers only).

## **Proxy Appointment by post or fax**

A proxy can also be appointed by using the proxy form enclosed with this notice of meeting. Information on how to complete the proxy form is included on the form.

For the appointment of a proxy using a proxy form, the following documents must be lodged:

- (a) the completed proxy form; and

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- (b) if the proxy form is signed by the appointer's attorney – the authority under which the proxy form was signed or a certified copy of the authority.

### **Lodgement of proxy appointments**

For the appointment of a proxy to be effective for the meeting, the Company must receive an online proxy appointment through the website noted above or a duly completed proxy form (and if signed by an attorney, the attorney's authority or a certified copy), in either case by **10.00 am on Monday, 27 November 2017**.

Proxy forms may be posted or faxed to the Company's share registry at:

#### **Computershare Investor Services Pty Limited**

GPO Box 242

Melbourne VIC 3001

Australia

Facsimile: 1800 783 447 (within Australia)  
+61 3 9473 2555 (outside Australia)

If posting, please allow sufficient time for your form to be received by 10.00 am on 27 November 2017.

### **Corporate representatives**

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

- a properly executed letter, certificate, form, or other document, such as an "Appointment of Corporate Representative" confirming that they are authorised to act as the corporate shareholder's representative. A form may be obtained from [www.investorcentre.com](http://www.investorcentre.com) under the tab "Need a printable form?"; or
- a copy of the resolution appointing the representative, certified by a director or secretary of the corporate shareholder.

A copy of the signed document must be produced prior to admission to the Meeting.

By order of the board of directors  
of TZ Limited



CRAIG SOWDEN  
COMPANY SECRETARY  
9 October 2017

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**TZ Limited**  
**ACN 073 979 272**  
**Annual General Meeting**  
**Explanatory Memorandum**

**Important information**

This Explanatory Memorandum has been prepared for the information of the shareholders of TZ Limited (the "**Company**") in connection with the business to be conducted at the Annual General Meeting of the Company to be held at 10.00 am (Sydney time) on 29 November 2017, at The Radisson Blu Plaza Hotel, Press Rooms 1, 2 and 3, Lower Ground Floor, 27 O'Connell Street, Sydney, New South Wales.

The purpose of this Explanatory Memorandum is to provide information that the Directors believe to be material to shareholders in deciding whether or not to pass the resolutions set out in the Notice. Amongst other things, this Explanatory Memorandum provides members with the information to be provided under the Corporations Act and the Listing Rules.

**You should read this document carefully.**

This Explanatory Memorandum and the accompanying Notice are important. You should read each document in its entirety before deciding how to vote on the resolutions at the Meeting. If you are in doubt as to what you should do, you should consult your financial, legal or other professional adviser.

**No investment advice**

This Explanatory Memorandum does not constitute financial product advice and it does not purport to contain all the information that a prospective investor may require in evaluating a possible investment in the Company. This Explanatory Memorandum has been prepared without taking account of any person's particular investment objectives, financial situation or needs.

**Role of ASX**

Copies of this Explanatory Memorandum and the Notice have been lodged with ASX for the purposes of Listing Rule 15.1.4. Neither ASX nor any of its officers take any responsibility for the contents of this Explanatory Memorandum and the Notice.

**Glossary**

Unless otherwise defined in this document, capitalised terms have the meaning set out in the Glossary at the end of this Explanatory Memorandum.

**Financial Statements and Reports**

The Corporations Act requires the financial report (which includes the Financial Statements and Directors' Declaration), the Directors' Report and Auditor's Report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or the Company's Constitution for shareholders to approve the Financial Report, the Directors'

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Report or the Auditor's Report. Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports.

Whilst no resolution is required in relation to this item, the auditor of the Company or their representative will be available to receive questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Auditor's Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

#### **Resolution 1 - Remuneration report**

The annual report for the financial year ended 30 June 2017 contains a remuneration report which sets out the remuneration policies applicable to the Company and reports the remuneration arrangements that were in place for the Company's Directors and senior executives for the financial year ended 30 June 2017.

A reasonable opportunity will be provided for discussion of the remuneration report at the meeting before shareholders are asked to vote on Resolution 1, to adopt the remuneration report.

The vote on the resolution is advisory only and does not bind the Directors or the Company. However, your Directors will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Under the provisions of the Corporations Act known generally as the "two strikes rule", shareholders should note that if 25% or more of the 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 any managing director who may continue to hold office indefinitely without re-election under the ASX Listing Rules) must stand for re-election. Shareholders should be aware that at the Company's 2016 annual general meeting, less than 25% of the votes that were cast voted against the adoption of the 2016 remuneration report and accordingly no spill resolution can result at this Annual General Meeting.

Noting that each Director has a personal interest in his own remuneration from the Company, the Board unanimously recommends to Shareholders that they vote in favour of Resolution 1.

**The Chairman intends to vote any proxies held by him in favour of Resolution 1 (unless the appointer directs him otherwise).**

## **Resolution 2 – Re-election of Graham Lenzner as Director**

Mr Graham Lenzner was appointed as an additional Director of the Company on 8 September 2017 by the Directors of the Company. Under the constitution of the Company, Mr Lenzner is required to retire from office at the next annual general meeting following his appointment, however he is eligible for re-election and may by resolution of the Company be re-elected to that office.

Accordingly, at the Meeting, Mr Lenzner will retire from office, however being eligible for re-election, offers himself for re-election as a Director.

Graham Lenzner brings a wealth of experience to the Board as an independent director. Graham has had a career spanning four decades, with particular emphasis on funds management and financial markets. Graham was an Executive Director of the Armstrong Jones Group for 12 years, the last four years as Joint Managing Director. Other previous roles include Finance and Deputy Managing Director of Aquila Steel, General Manager Finance and Investments of MMI Insurance Limited and Director Head of Equities with Schroder Darling Management Limited. Graham has served on the Board of a number of public and private companies. He is currently Chairman of Device Technologies Australia Pty Limited and an Independent Non-Executive Director of 360 Capital Group.

The continuing Directors unanimously support the re-election of Mr Graham Lenzner as a Director of the Company.

The Chairman intends to vote any undirected proxies held by him in favour of Resolution 2.

## **Resolution 3 – Approval of consolidation of share capital**

### **Why is shareholder approval being sought?**

The purpose of the resolution in item 3 is to have shareholders approve the consolidation of the Company's issued capital by consolidating (i.e. converting) every 10 existing Shares on issue into one new Share ("**Consolidation**") for the purposes of section 254H of the Corporations Act and for all other purposes.

Section 254H of the Corporations Act provides that a company may, by resolution passed in general meeting, convert all or any of its shares into a larger or smaller number of shares.

Set out below is further information in relation to the Consolidation, including information required by ASX Listing Rule 7.20 to be provided to shareholders in relation to the Consolidation.

### **Effect of Consolidation**

If Resolution 3 is passed, every 10 existing Shares on issue will be consolidated into one Share, with the resolution to approve the Consolidation to take effect on 8 December 2017 and the Consolidation to take effect in accordance with the timetable set out on page 6. The effective date of Resolution 3 has been deferred until 8 December 2017 to ensure that the Rights Issue has completed before the Consolidation takes effect. The table below

shows the approximate number of Shares on issue immediately before and after the Consolidation, assuming:

- settlement of the Rights Issue; and
- there are no further changes to the Company's capital structure from the date of this Notice of Meeting until the Consolidation is implemented.

Number of Shares on issue as at the date of this Notice of Meeting	503,983,352
Plus Shares to be issued under Rights Issue	201,593,341
Number of Shares on issue immediately prior to Consolidation	705,576,693
Number of Shares on issue immediately following Consolidation (subject to rounding)	70,557,670

As the Consolidation applies equally to all shareholders, individual holdings will be reduced in the same ratio as the total number of the Company's Shares (subject only to rounding of fractions of resulting Shares in the manner as described below). It follows that the Consolidation will have no material effect on the percentage interest of each individual shareholder in the Company. Therefore, if a shareholder holds 7,055,767 Shares immediately prior to the Consolidation representing approximately 1% of the Company's issued capital, then if the Consolidation is approved and implemented, the shareholder will have 705,577 Shares following the Consolidation, still representing the same 1% of the Company's issued capital.

Similarly, the aggregate value of each TZL shareholder's holding (and the Company's market capitalisation) should not materially change – other than minor changes as a result of rounding – as a result of the Consolidation alone (and assuming no other market movements occur). However, the price per Share can be expected to increase to reflect the reduced number of Shares on issue. Theoretically, in the absence of market or other events, the post Consolidation Share price should be approximately 10x its pre-Consolidation price. The actual effect of the Consolidation on the Share price will depend on a number of factors outside the control of the Company, and the market price following the Consolidation may be higher or lower than the theoretical post-Consolidation price.

With effect from the date of the Consolidation, all holding statements for Shares will cease to have any effect except as evidence of entitlement to a certain number of post Consolidation Shares. After the Consolidation becomes effective, the Company will issue a notice to each shareholder advising the shareholder of the number of Shares held by the shareholder, both before and after the Consolidation. The Company will also arrange for a new holding statement to be issued to each shareholder.

The Consolidation will not result in any change to the substantive rights and obligations of existing shareholders.

### **Effect of Consolidation on Options**

There are 16,750,000 Options on issue as at the date of this Notice. The Options have the following key terms:

Tranche	Number of Options	Expiry date	Exercise price
1	1,750,000	30 June 2018	\$3.00
2	5,000,000	30 June 2018	25 cents
3	5,000,000	30 June 2019	40 cents
4	5,000,000	30 June 2020	60 cents

In accordance with the terms and conditions of the Options and ASX Listing Rule 7.22, these Options will be consolidated on the same basis as the Company's Shares with the effect that the number of Shares the subject of each Option will be reduced by a factor of 10 and the exercise price will be increased by a factor of 10. After the Consolidation, there will be 1,675,000 unlisted Options. The following table sets out the effect of the Consolidation on the number of Options and respective exercise price of each tranche of Options if Resolution 3 is passed and becomes effective:

Tranche	Number of Options	Expiry date	Exercise price
1	175,000	30 June 2018	\$30.00
2	500,000	30 June 2018	\$2.50
3	500,000	30 June 2019	\$4.00
4	500,000	30 June 2020	\$6.00

### Fractional entitlements

The Consolidation will result in any shareholder in the Company whose existing holding is not a multiple of 10 receiving a fraction of a Share. These fractional entitlements will be rounded up as part of the Consolidation, so that the consolidated holding will be rounded up to the nearest whole number. If the Company reasonably believes that a shareholder has been a party to the division of a shareholding in an attempt to obtain an advantage from this treatment of fractions, the Company may take appropriate action, having regard to the Company's Constitution and the ASX Listing Rules. In particular, the Company reserves the right to disregard the division of the shareholding for the purposes of dealing with fractions so as to round up any fraction to the nearest whole number of Shares that would have been received but for the division.

### Reasons for Consolidation

The Consolidation is proposed by the Company in order to reduce the number of Shares on issue and to increase the price per Share in the manner described above.

For a company of the size of TZL, the current number of Shares on issue is a large number to have on issue and it subjects the Company to a number of disadvantages, including:

- (a) that the Company has a far greater number of Shares on issue than comparable companies, meaning that its share price is lower for reasons other than valuation;

- (b) negative perceptions associated with a low share price; and
- (c) administrative inconvenience.

The Directors believe that the Consolidation of the Shares would assist in eliminating or mitigating these disadvantages and would establish a share price more appropriate for a listed entity of its size.

The Consolidation will not result in any change to the substantive rights and obligations of Shareholders. The Company's balance sheet and tax position will also remain unaltered as a result of the Consolidation.

### **Tax implications for shareholders**

Shareholders are encouraged to seek professional advice in relation to any tax implications which may arise as a result of the Consolidation. Neither the Company nor any of its officers, employees or advisors assumes any liability or responsibility for advising Shareholders about the tax consequences for them from the proposed Consolidation.

### **Timing of Consolidation**

Resolution 3 will take effect on 8 December 2017 and the Consolidation will take effect in accordance with the following indicative timetable (subject to change) assuming that the resolution is passed at the Meeting:

<b>Event</b>	<b>Indicative Date</b>
Annual General Meeting	29 November 2017
Effective date of resolution to approve Consolidation	8 December 2017
Last day for trading in pre-consolidated securities	11 December 2017
Trading commences in the consolidated securities on a deferred settlement basis	12 December 2017
Last day to register transfers on a pre-Consolidation basis	13 December 2017
Registration of securities on post-Consolidation basis	14 December 2017
First day for Company to despatch new holding statements	
Deferred settlement trading ends	20 December 2017
Last day for Company to despatch new holding statements	
Normal trading commences	21 December 2017

### **Board recommendation**

The Directors unanimously recommend to Shareholders that they vote in favour of Resolution 3.

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## Resolution 4 – Approval of 10% Placement Facility

### 1. General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of their issued share capital through placements over a 12 month period after the annual general meeting ("**10% Placement Facility**"). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 2(c) below).

### 2. Description of Listing Rule 7.1A

#### (a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

#### (b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, namely Shares.

#### (c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

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

*A* is the number of fully paid shares on issue 12 months before the date of issue or agreement to issue:

(A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;

(B) plus the number of partly paid shares that became fully paid in the 12 months;

(C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rules 7.1 or 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;

(D) less the number of fully paid shares cancelled in the 12 months.

*Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

**D** is 10%

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 503,983,352 Shares and therefore has a capacity to issue 50,398,335 Equity Securities under Listing Rule 7.1A. At the date of this Notice, the Company has capacity to issue 75,597,502 Equity Securities under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or

- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

("10% Placement Period").

### 3. Listing Rule 7.1A

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

### 4. Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities in any existing quoted class of the Company's Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities in that class over the 15 Trading Days immediately before:
  - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 4 is approved by shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Unlisted Options, only if the Unlisted Options are exercised). There is a risk that:
  - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares (which is assumed to be 3 cents, being the closing Share price on 26 September 2017) and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (a) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of 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; and
- (b) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		1.5 cents 50% decrease in Issue Price	3 cents Issue Price	6 cents 100% increase in Issue Price
<b>Current Variable A</b> 503,983,352 Shares	10% Voting Dilution	50,398,335 Shares	50,398,335 Shares	50,398,335 Shares
	Funds raised	\$755,975	\$1,511,950	\$3,023,900
<b>50% increase in current Variable A</b> 755,975,028 Shares	10% Voting Dilution	75,597,502 Shares	75,597,502 Shares	75,597,502 Shares
	Funds raised	\$1,133,963	\$2,267,925	\$4,535,850
<b>100% increase in current Variable A</b> 1,007,966,704 Shares	10% Voting Dilution	100,796,670 Shares	100,796,670 Shares	100,796,670 Shares
	Funds raised	\$1,511,950	\$3,023,900	\$6,047,800

**The table has been prepared on the following assumptions:**

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No Unlisted Options are exercised into Shares before the date of the issue of the Equity Securities.
- (iii) 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%.
- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

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- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
  - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
  - (vii) The issue price is 3.0 cents, being the closing price of the Shares on ASX on 26 September 2017.
  - (viii) Shares that may be issued under the Rights Issue are not taken into account for the purposes of the calculations made in preparing the above table.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 4 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) to raise additional cash likely to be needed from time to time in order to obtain and fulfil new contracts of supply to the Company's customers. The fulfilment of each contract requires expenditure by the Company on associated costs including manufacturing costs, in addition to normal operating expenses;
  - (ii) to raise cash for other purposes such as the acquisition of new assets or investments (including expenses associated with such an acquisition), the continued development and enhancement of the Company's technology and/or general working capital; or
  - (iii) as non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

The allottees under the 10% Placement Facility may be limited to sophisticated and professional investors, to avoid the additional costs associated with regulatory compliance for an issue to retail investors.

Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

- (e) The Company has obtained Shareholder approval under Listing Rule 7.1A previously, including at its 2016 annual general meeting held on 28 November 2016.

Since 28 November 2016 (that is, in the 12 months preceding the date of the Meeting) no Equity Securities have been issued by the Company.

- (f) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

## 5. Board Recommendation

The Directors consider that the approval of the issue of the 10% Placement Facility described above is beneficial for the Company as it provides the Company with the flexibility to issue up to the maximum number of securities permitted under Listing Rule 7.1A in the next 12 months (without further shareholder approval), should it be required. At the date of the Notice, the Company has no plans to use the 10% Placement Facility should it be approved. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

## GLOSSARY

In this Explanatory Memorandum:

**10% Placement Facility** has the meaning given in section 1 of the Explanatory Memorandum dealing with Resolution 4.

**10% Placement Period** has the meaning given in section 2(f) of the Explanatory Memorandum dealing with Resolution 4.

**ASX** means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

**Board** means the board of directors of the Company.

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**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 to be a Closely Related Party.

**Company** or **TZL** means TZ Limited ACN 073 979 272.

**Consolidation** means the consolidation of the Company's share capital through the consolidation of every ten ordinary shares in the Company into one ordinary share in the Company (as proposed under Resolution 3).

**Corporations Act** means the Corporations Act 2001 (Cth).

**Director** means a director of the Company.

**Equity Securities** has the meaning given to that term in the Listing Rules.

**ESOP** means Employee Share Option Plan.

**Explanatory Memorandum** means the Explanatory Memorandum accompanying the Notice.

**Key Management Personnel** has the meaning given to that term in the Corporations Act and generally includes those persons having authority or responsibility for planning, directing or controlling the actions of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Listing Rules** or **ASX Listing Rules** means the official listing rules of ASX.

**Meeting** or **Annual General Meeting** means the annual general meeting convened by the Notice.

**Notice** means the notice of meeting accompanying this Explanatory Memorandum.

**Option** means an option to acquire a Share.

**Related Body Corporate** has the meaning given in section 9 of the Corporations Act.

**Resolution** means a resolution set out in the Notice.

**Rights Issue** means the 2 for 5 non-renounceable pro rata rights issue at 2.75 cents per new Share announced by the Company on 6 October 2017, to raise approximately \$5,543,817.

**Share** or **Shares** means an ordinary fully paid share or shares in the capital of the Company.

**Shareholder** means a holder of Shares.

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

**Unlisted Options** means the 16,750,000 Options on issue as at the date of this Notice which are not quoted on the ASX.

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

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**Proxy Form**

**XX**



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**Your access information that you will need to vote:**

**Control Number: 999999**

**SRN/HIN: I9999999999 PIN: 99999**

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

**For your vote to be effective it must be received by 10.00 am (Sydney time) on Monday, 27 November 2017**

**How to Vote on Items of Business**

All your securities 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 securityholder of the Company.**

**Signing Instructions for Postal Forms**

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
 or turn over to complete the form →**

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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. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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## Proxy Form

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of TZ 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 TZ Limited to be held at The Radisson Blu Plaza Hotel, Press Rooms 1, 2 and 3, Lower Ground Floor, 27 O'Connell Street, Sydney, New South Wales on Wednesday, 29 November 2017 at 10.00 am (Sydney 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 below) 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 below.

### 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 the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Graham Lenzer as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of consolidation of share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of 10% Placement Facility	<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.

### SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/ /

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Computershare +