

Greencross Limited

The Pet Company

ABN 58 119 778 862

2018 ANNUAL GENERAL MEETING

NOTICE OF MEETING AND EXPLANATORY MEMORANDUM

Friday, 2 November 2018

Commencing at 10.30am (Sydney time)

CHAIRMAN'S LETTER

Dear Shareholder

It is my pleasure to invite you to attend the 2018 Annual General Meeting of Greencross Limited.

The Meeting will be held at Northside Conference Centre, corner Oxley Street and Pole Lane, Crows Nest, NSW, on Friday, 2 November 2018, commencing at 10:30am. Registration will be available from 9.30am. For directions to the venue and information on nearby parking please go to www.northsideconference.com.au

All resolutions put to shareholders at the Meeting as set out in the Notice of Meeting will be determined by poll.

A Voting/Proxy Form is included in this information pack. The Form contains a barcode to assist with the registration process at the Meeting. If you attend the Meeting, please bring the barcoded Form with you. If you are not attending the Meeting, the Form allows you to appoint a proxy to vote on your behalf. Please refer to the Notes to the Notice of Meeting and the Voting/Proxy Form for more information.

Shareholders may direct questions during the meeting to the Chairman about the operations and management of Greencross or to Greencross' auditor about the content of the auditor's report and the conduct of the audit. In addition, a question form has been included with the Notice of Meeting to make it easier for shareholders to submit written questions. Question forms should be submitted no later than Friday, 26 October 2018, to the address set out in the Notes to the Notice of Meeting.

The Notice of Meeting commences on page 3, listing the items to be considered at the Meeting. Background information on Items 2 to 7 is contained in the Explanatory Memorandum on pages 11 to 23.

Greencross Directors and Senior Executives extend an invitation to shareholders to join them for refreshments after the Meeting.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Stuart James', written over a large, stylized, looped graphic element.

Stuart James
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of members of Greencross Limited ("**Greencross**" or the "**Company**") will be held at Northside Conference Centre, corner Oxley Street and Pole Lane, Crows Nest, NSW, on Friday, 2 November 2018, commencing at 10.30am.

ITEMS OF BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the financial reports and the report of the Directors and the Auditor for the Company and its controlled entities for the fifty two week period ending on 1 July 2018.

Note: There is no requirement for shareholders to approve these reports.

2. REMUNERATION REPORT

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

"That the Remuneration Report, which forms part of the Directors' report of the Company, for the fifty two week period ending on 1 July 2018 be adopted."

Note: This resolution is advisory only and does not bind the Company. The directors will consider the outcome of the vote, and comments made by shareholders on the remuneration report at the meeting, when reviewing the Company's remuneration policies. A voting exclusion statement applies to Resolution 2. Further details of this exclusion are set out in the accompanying Notes.

3. RE-ELECTION OF REBEKAH HORNE

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

"That Ms Rebekah Horne, who retires as a Director of the Company in accordance with Listing Rule 14.4 and Article 47(a) of the Company's constitution, and being eligible, be re-elected as a Director of the Company."

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

4. RE-ELECTION OF PAUL WILSON

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

"That Mr Paul Wilson, who retires as a Director of the Company in accordance with Listing Rule 14.4 and Article 47(a) of the Company's constitution, and being eligible, be re-elected as a Director of the Company."

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

5. RATIFICATION OF ISSUES OF SECURITIES

To consider and, if thought fit, to pass the following two resolutions as separate ordinary resolutions:

Resolution 5(a)

"That for the purposes of Listing Rule 7.4, and for all other purposes, shareholders ratify and approve the issue of 1,738,320 fully paid ordinary shares in the Company issued to Macquarie Capital (Australia) Limited on 23 March 2018 at an issue price of \$5.41 per share, as described in the Explanatory Memorandum."

Resolution 5(b)

"That for the purposes of Listing Rule 7.4, and for all other purposes, shareholders ratify and approve the issue of 165,838 fully paid ordinary shares in the Company issued to Pacific Custodians Pty Limited as trustee for the Greencross Limited Employee Share Trust on 30 August 2018 at an issue price of \$3.89 per share, as described in the Explanatory Memorandum."

Note: A voting exclusion statement applies to both resolution 5(a) and 5(b). Further details of these exclusions are set out in the accompanying Notes.

6. GRANT OF SECURITIES TO SIMON HICKEY UNDER THE FY2018 EXECUTIVE LONG TERM INCENTIVE PLAN

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

"That approval be given in accordance with Listing Rule 10.14, and for all other purposes, for Simon Hickey to:

(a) participate in the FY2018 Executive Long Term Incentive Plan ("FY2018 LTIP") of Greencross Limited on a pro-rated basis having regard to his commencement date (being 5 March 2018);

(b) receive a grant of Rights; and

(c) acquire any fully paid ordinary shares of the Company in respect of those Rights,

in accordance with the terms of the Equity Incentive Plan of the Company as referred to in the Explanatory Memorandum accompanying this Notice of Meeting."

Note: A voting exclusion statement applies to Resolution 6. Further details of this exclusion are set out in the accompanying Notes.

7. GRANT OF SECURITIES TO SIMON HICKEY UNDER THE FY2019 EXECUTIVE LONG TERM INCENTIVE PLAN

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

"That approval be given in accordance with Listing Rule 10.14, and for all other purposes, for Simon Hickey to:

- (a) participate in the FY2019 Executive Long Term Incentive Plan ("FY2019 LTIP") of Greencross Limited;*
- (b) receive a grant of Rights; and*
- (c) acquire any fully paid ordinary shares of the Company in respect of those Rights,*

in accordance with the terms of the Equity Incentive Plan of the Company as referred to in the Explanatory Memorandum accompanying this Notice of Meeting."

Note: A voting exclusion statement applies to Resolution 7. Further details of this exclusion are set out in the accompanying Notes.

Dated 28 September 2018

By order of the Board



Vincent Pollaers
Company Secretary

Notes

These Notes and the accompanying Explanatory Memorandum form part of the Notice of Meeting.

1. Shareholders of Greencross

Greencross has determined that for the purpose of voting at the Annual General Meeting, shares will be taken to be held by those persons recorded on the Greencross register of shareholders as at 7:00pm (Sydney time) on 31 October 2018. This means that any shareholder registered at 7:00pm (Sydney time) on 31 October 2018 is entitled to attend and vote at the Annual General Meeting.

2. How to vote

Appointment of Proxy

If you are a shareholder, and you are unable to attend and vote at the meeting, and wish to appoint a proxy, please complete and return the enclosed proxy form. A proxy need not be a shareholder of Greencross.

To vote by proxy, please either:

- A. lodge your proxy online at www.linkmarketservices.com.au and follow the prompts, or
- B. complete and sign the relevant proxy form enclosed with this Notice of Meeting and return the proxy form either:
 - by post to Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235; or
 - in person to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000; or
 - by facsimile to Link Market Services Limited on facsimile number +61 2 9287 0309,

so that it is received not later than **10:30am (Sydney time) on 31 October 2018**.

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

A shareholder entitled to attend and cast more than 2 votes at the meeting is entitled to appoint no more than 2 proxies to attend and vote in their stead. Where more than one proxy is appointed, each proxy should be appointed to represent a specified proportion of the shareholder's voting rights. Failure to apportion voting rights will result in each proxy being entitled to vote half of the shareholder's votes.

A corporation may elect to appoint a representative in accordance with s250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company before the meeting or at the registration desk on the day of the meeting.

A shareholder may appoint the Chairman of the meeting as their proxy by nominating him in the proxy form. If a shareholder returns their proxy form but does not nominate the identity of their proxy, the Chairman of the meeting will automatically be their proxy. If a shareholder returns their proxy form but their nominated proxy does not attend the meeting, then their proxy will revert to the Chairman of the meeting. For resolutions determined on a poll, if a shareholder's nominated proxy is either not recorded as attending the meeting or does not vote on the resolution in accordance with the shareholder's directions, the Chairman of the meeting is taken, before voting on the resolution closes, to have been appointed as the shareholder's proxy for the purposes of voting on the resolution.

If a shareholder appoints a member of the Company's key management personnel ("**KMP**") (which includes each of the Directors) as proxy, the KMP will not be able to cast the shareholder's votes on Resolutions 2, 6 or 7 unless the shareholder directs them how to vote or the Chairman of the meeting is the shareholder's proxy. If a shareholder appoints the Chairman of the meeting as their proxy or the Chairman of the meeting is appointed as the shareholder's proxy by default, but the shareholder does not mark a voting box for Resolutions 2, 6 or 7, then by completing and submitting the proxy form the shareholder will be expressly authorising the Chairman of the meeting to exercise the proxy even though the relevant resolution is connected with the remuneration of the Company's KMP.

The Chairman of the meeting intends to vote all available proxies in favour of all resolutions.

Attending the meeting in person

Eligible shareholders may attend the meeting and vote in person. If you intend to attend the meeting in person, you do not need to submit a proxy voting form.

You may still attend the meeting and vote in person even if you have appointed a proxy. You will be provided with a poll voting card on the day of the meeting. If you have previously submitted a proxy voting form, your attendance will suspend your proxy appointment while you are present at the meeting.

3. Non-binding Resolution on Remuneration Report (Resolution 2)

Resolution 2 (Remuneration Report) is advisory and nonbinding. The outcome of Resolution 2 (Remuneration Report) does not bind the Company or the Directors. However, the Directors will consider the outcome of the vote and comments made by members on the remuneration report at the meeting when reviewing the Company's remuneration policies.

If 25% of the votes that are cast are voted against adoption of the Remuneration Report at two consecutive AGMs, members will be required to vote at the second of those AGMs on a resolution ("**spill resolution**") that another meeting of the Company's shareholders be held within 90 days at which all of the Company's Directors (other than the Managing Director) who were Directors of the Company when the Directors' Report for the second AGM was approved by those Directors, must stand for re-election.

A voting exclusion statement in respect of Resolution 2 is set out below.

4. Voting Exclusion Statement

Resolutions 2, 6 and 7

The Company will disregard any votes cast on the Resolutions 2, 6 or 7 by or on behalf of any of the following persons:

- a member of the Company's key management personnel details of whose remuneration is included in the Remuneration Report for the fifty two week period ending on 1 July 2018 ("**KMP**"); or
- a Closely Related Party (as defined below) of a KMP,

whether the votes are cast as a shareholder, undirected proxy or in any other capacity (each, a "**Prohibited Voter**").

However, the Company will not disregard a vote by a Prohibited Voter if:

- it is cast as a proxy, and the proxy is appointed by writing that specifies how the proxy is to vote on Resolutions 2, 6 or 7, and it is not cast on behalf of a Prohibited Voter (as defined below); or
- the proxy is the Chairman of the meeting and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on Resolutions 2, 6 or 7.

If you appoint the Chairman as your proxy, unless you direct the Chairman how to vote, the proxy form expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP of the Company, and you will be taken to have directed him to vote in accordance with his stated intention to vote in favour of these resolutions. If you do not want your vote exercised in favour of these resolutions, you should direct the Chairman of the Meeting to vote 'against', or to abstain from voting on, these resolutions.

If you appoint any Prohibited Voter, other than the Chairman of the Meeting, as your proxy, you are encouraged to direct that Prohibited Voter how to vote on Resolutions 2, 6 and 7. If you do not direct that person how to vote, that person will not be entitled to vote, and will not vote your proxy on Resolutions 2, 6 and 7.

If you are a KMP or a Closely Related Party of a KMP (or are acting on behalf of any such person) and purport to cast a vote, that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

"**KMP**" are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. KMP personnel include its Directors and certain senior executives.

A "**Closely Related Party**" of KMP means any of the following:

- a spouse, child or dependant of the KMP;
- a child or dependant of the KMP's spouse;

- anyone else who is one of the KMP's family and may be expected to influence, or be influenced by, the KMP in the KMP's dealings with the Company;
- a company the KMP controls; or
- a person prescribed by regulations (as at the date of this notice, no additional persons have been prescribed by regulation).

Resolutions 5(a) and 5(b)

The Company will disregard any votes cast by the following persons in respect of Resolution 5(a) and Resolution 5(b):

- any person who participated in the issue covered by the relevant resolution; or
- any associate of those persons.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote on the relevant resolution, in accordance with the directions on the proxy form; or
- it is cast by the Chairman of the meeting as proxy for a person who is entitled to vote on the relevant resolution, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolutions 6 and 7

The Company will also disregard any votes cast on Resolutions 6 or 7 by or on behalf of any Director of the Company who is eligible to participate in the Company's FY2018 LTIP and FY2019 LTIP (as defined in the Explanatory Memorandum) or any of their associates (being Simon Hickey or any associate of Simon Hickey).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote on the relevant resolution, in accordance with the directions on the proxy form; or
- it is cast by the Chairman of the meeting as proxy for a person who is entitled to vote on the relevant resolution, in accordance with a direction on the proxy form to vote as the proxy decides.

5. Questions and comments by shareholders at or before the meeting

In accordance with the Corporations Act, a reasonable opportunity will be provided for shareholders at the meeting to ask questions and to make comments on Company matters the subject of the meeting. Shareholders may direct questions during the meeting to the Chairman about the operations and management of the Company or to the Company's auditor about the content of the auditor's report and the conduct of the audit. In addition, a question form has been included with this Notice of Meeting to make it easier for shareholders to submit written questions prior to the meeting. Question forms should be submitted:

- (1) online at www.linkmarketservices.com.au and follow the prompts, or
- (2) by completing and signing the question form enclosed with this Notice of Meeting and return the question form either:
 - by post to Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235 or in person to Level 12, 680 George Street, Sydney NSW 2000; or
 - by facsimile to Link Market Services Limited on facsimile number +61 2 9287 0309,

so that it is received not later than no later than **10.30am (Sydney time) on Friday, 26 October 2018.**

Copies of written questions and answers will be available at the meeting and posted on the Company's website. However, each question submitted will not necessarily be individually addressed at the meeting or individually after the meeting.

EXPLANATORY MEMORANDUM

ITEM 1 – FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires that the report of the Directors, the report of the Auditor and the financial reports be presented to the annual general meeting. In addition, the Company's constitution provides for such reports and statements to be received and considered at the meeting.

RESOLUTION 2 – REMUNERATION REPORT

The Corporations Act requires that the section of the report of the Directors' Report dealing with the remuneration of Directors and other KMP ("**Remuneration Report**") be put to shareholders for adoption by way of a non-binding vote.

The Remuneration Report may be found in the Annual Report.

Following consideration of the Remuneration Report, the Chairman will give shareholders a reasonable opportunity to ask questions about, or make comments upon, the Remuneration Report.

Board Recommendation

The Board recommends that shareholders vote in favour of Resolution 2.

RESOLUTIONS 3 AND 4 – RE-ELECTION OF DIRECTORS

Under article 47(a) of the constitution of the Company and Listing Rule 14.4, a director must not hold office past the 3rd annual general meeting following the director's last election or appointment or 3 years, whichever is longer.

Accordingly, Ms Rebekah Horne and Mr Paul Wilson retire at the end of the Meeting in accordance with this rule and, being eligible, offer themselves for re-election, respectively.

The experience and qualifications and other details in relation to each Director seeking re-election are set out in the tables below.

Board Recommendation

The Board (with the relevant Director abstaining in respect of their own re-election) unanimously recommends that shareholders vote in favour of Resolutions 3 and 4.

Ms Rebekah Horne	
Title	Non-Executive Director
Qualifications	B.Bus.
Experience and expertise	Ms Horne has had a successful 20-year career advising many of the world's most respected media brands and has recently been appointed as Country Director iTunes, App Store, iBooks, News and Music for Apple. Ms Horne was previously Chief Digital and Data Officer of the NRL, CDO of Network Ten and CEO of the Los Angeles based start-up Topfloor.com, a Google and POLARIS Ventures backed e-commerce business. Ms Horne has also been responsible for the internationalisation of News Corp's digital business, Fox Interactive Media, starting with the build of the Australian operation, and going on to be the SVP International, responsible for 26 territories outside of the US. Prior to joining News Corp, Ms Horne held senior positions at SingtelOptus.
Other current public company directorships	None
Former directorships (last 3 years)	None
Special responsibilities	Member of Audit and Risk Management Committee.

Mr Paul Wilson	
Title	Non-Executive Director
Qualifications	B.Bus, MBA, MAID
Experience and expertise	Mr Wilson has over 30 years of extensive experience in the Retail Sector. Mr Wilson co-founded Mammoth Pet Holdings Pty Ltd in 2005 and as its Managing Director grew its chain of pet specialty retail stores (Petbarn and Animates) from 10 to over 150 across Australia and New Zealand. During that time, he introduced sector innovation in store design, layout and merchandising, product and service range and mix, and customer loyalty programs. Immediately prior to Mammoth, Mr Wilson held leading edge positions in online commerce and digital marketing: first as Chief Operating Officer of ShopFast, which he grew to be Australia's then largest online grocery retailer (sold to Coles in 2003); and as Managing Director of Adstream Pty Ltd, a leader in the digitalisation of advertising content delivery. During the period, 1987 to 1999 inclusive, Mr Wilson held a number of senior retail positions with Caltex Australia including, National Fuels Pricing and Planning Manager, General Manager of Vitalgas (a Caltex/Boral JV), and as Retail Sales Manager responsible for introducing and growing a competitive retail offer in a network of over 500 Caltex service stations.
Other current public company directorships	None
Former directorships (last 3 years)	None
Special responsibilities	Chairman of Animates NZ Holdings Ltd, trading as Animates in New Zealand: a 50/50 joint venture between Greencross Limited and EBOS. Chairman of the Petbarn Foundation, the philanthropic foundation of Greencross Limited.

Mr Paul Wilson (first appointed in 2015) was present and participated in all Board meetings that he was eligible to attend during the 2018 financial year.

With the exception of one meeting, Ms Rebekah Horne (first appointed in 2015) was present and participated in all Board and Committee meetings that she was eligible to attend during the 2018 financial year.

RESOLUTION 5 – RATIFICATION OF ISSUES OF SECURITIES

The purpose of these resolutions is for shareholders to approve, pursuant to Listing Rule 7.4, and for all other purposes, the issue of shares in connection with:

- the underwriting of the Company's Dividend Reinvestment Plan; and
- the acquisition of shares by Pacific Custodians Pty Limited as trustee for the Greencross Limited Employee Share Trust for the purposes of the Company fulfilling its obligations to employees under the Company's Equity Investment Plan.

Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) prior approval of shareholders is required for an issue of securities, if the securities will, when aggregated with the securities issued by a company during the last 12 months, exceed 15% of the number of shares on issue at the commencement of that 12 month period. Under Listing Rule 7.1, a company may issue up to 15% of its ordinary share capital in any 12 month rolling period on a non pro-rata basis without member approval.

Listing Rule 7.4 provides that an issue of shares made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 where:

- the issue did not breach Listing Rule 7.1; and
- the members subsequently approve it.

These two issues of shares have already taken place, within the 15% limit prescribed by Listing Rule 7.1.

The approvals sought in Resolution 5(a) and Resolution 5(b) under Listing Rule 7.4, are effectively a retrospective approval or 'ratification' to refresh the Company's capacity to issue further equity securities pursuant to Listing Rule 7.1, should there be a requirement to do so.

In relation to Resolution 5(a), details of the issues of shares to Macquarie Capital (Australia) Limited on 23 March 2018 in connection with the underwriting of the Dividend Reinvestment Plan are set out in the table below. In relation to Resolution 5(b), details of the issues of shares to Pacific Custodians Pty Limited as trustee for the Greencross Limited Employee Share Trust on 30 August 2018 in connection with the Company fulfilling its obligations to employees under the Company's Equity Investment Plan are set out in the table below.

If shareholders approve Resolution 5(a) and Resolution 5(b), the Company will have the flexibility to issue more shares in the next 12 months if an opportunity arises which the Directors believe is in the best interests of the Company, and which they expect will create shareholder value.

If shareholders approve Resolution 5(a) and Resolution 5(b), the relevant share issues would be treated, for the purpose of Listing Rule 7.1, as having been made with prior member approval. The issued shares

would then cease to use up part of the Company's 15% limit and would enable that proportion of the 15% limit to be used for a future issue of equity securities.

If shareholders do not approve Resolution 5(a) and Resolution 5(b) it will not invalidate either of those share issues.

The information to be provided to shareholders to satisfy Listing Rule 7.4 is specified in Listing Rule 7.5.

In compliance with the information requirements of Listing Rule 7.5, members are advised of the following particulars in relation to the share issues:

Number of Securities	Issue price	Issue date	Terms of Securities	Name of allottees	Use of funds raised
1,738,320	\$5.41	23 March 2018	Ordinary shares, ranking equally with all other existing fully paid ordinary shares	Macquarie Capital (Australia) Limited	Where a person is entitled to a dividend and elects not to reinvest under the Dividend Reinvestment Plan, the underwriter has provided funding to the Company to allow the Company to pay such dividend in cash.
165,838	\$3.89	30 August 2018	Ordinary shares, ranking equally with all other existing fully paid ordinary shares	Pacific Custodians Pty Limited as trustee for the Greencross Limited Employee Share Trust (the Trustee)	<p>No funds were raised from the issue.</p> <p>The Company had an obligation to either issue shares, acquire shares on market and transfer those shares or pay the cash equivalent value for shares to eligible participants under the Company's Equity Incentive Plan.</p> <p>The Company discharged this obligation by issuing the relevant number of shares to the Trustee who holds the shares on trust for eligible participants under the Company's Equity Incentive Plan.</p>

Board Recommendation

The Board recommends that shareholders vote in favour of Resolution 5(a) and Resolution 5(b).

RESOLUTION 6 – GRANT OF SECURITIES TO SIMON HICKEY UNDER THE FY2018 EXECUTIVE LONG TERM INCENTIVE PLAN

ASX Listing Rule 10.14 requires that shareholders approve awards of securities being acquired by a Director under an employee incentive scheme.

Shareholder approval is sought for the grant to Mr. Hickey, Managing Director and Chief Executive Officer of the Company, of 51,630 Rights ("**FY2018 Rights**") pursuant to the Company's FY2018 Executive Long Term Incentive Plan ("**FY2018 LTIP**") under the terms of Equity Incentive Plan, as described in this Explanatory Memorandum.

The Board believes that equity based incentives are an important component of Mr. Hickey's remuneration to ensure an appropriate component of his remuneration is linked to generating returns for shareholders and that his remuneration is determined on the same basis as the remuneration of the senior executives that report to him. Details of Mr. Hickey's remuneration are set out in the Announcement released to the ASX on 5 February 2018 following his appointment. As Mr Hickey was appointed after the date of the 2017 AGM (i.e. 5 March 2018) , approval is being sought for an FY2018 Rights grant, pro-rated for the FY2018 service period since his appointment.

Each year the Non-Executive Directors will review and approve the remuneration package of Mr. Hickey. This will include his fixed remuneration, short-term incentives in the form of cash and grant of share rights and, if appropriate, long-term incentives in the form of Rights.

The proposed grants of FY2018 Rights are for the purposes of the Company's FY2018 LTIP, and form part of the FY2018 remuneration structure for Mr. Hickey. The Non-Executive Directors consider that Mr. Hickey's remuneration package (including his participation in the FY2018 LTIP through the proposed grant of the above Rights) is reasonable and appropriate having regard to the circumstances of the Company, Mr. Hickey's responsibilities as Managing Director and CEO, and remuneration packages provided for similar roles at comparable companies.

FY2018 Rights are granted in respect of ordinary fully paid shares and do not carry a right to vote or, in general, a right to participate in other corporate actions such as bonus issues. The default settlement of the FY2018 Rights is in shares. The Board, in its absolute discretion, may permit settlement in cash. The Board also has discretion to satisfy vested grants and the allocation of subsequent shares to participants by either the issue of new shares or an on-market acquisition.

The FY2018 Rights are granted on the basis of the value of the grant divided by the 10 day volume weighted average price ("VWAP") of the Company's shares achieved over the 10 days after the announcement of the Company's results (announced on 22 August 2017).

The maximum number of FY2018 Rights the Company is proposing be granted to Mr. Hickey under the FY2018 LTIP is calculated by dividing 75% of his remuneration package being \$950,000 , pro-rated for his FY2018 service period (i.e. from 5 March till 30 June 2018), by the VWAP share price of \$5.75. On this basis, the maximum number of FY2018 Rights that the Company will grant to Mr. Hickey under the FY2018 LTIP is 51,630. The maximum value of FY2018 Rights that will be granted to Mr. Hickey on the above basis under the FY2018 LTIP is \$296,872.50.

Shareholder approval for the issue of FY2018 Rights to Mr. Hickey is sought for this purpose and will preserve the flexibility as to how the Company sources any shares on exercise that will be allocated (i.e. whether Shares are purchased on-market and transferred to Mr. Hickey or issued directly to him).

The number of FY2018 Rights that would vest (if any) at the end of the performance period will be determined having regard to the FY2018 remuneration structure and LTIP performance and service criteria applicable to all KMP executives, including Mr. Hickey, described below.

The Board can exercise its discretion to amend any element of the Equity Incentive Plan.

Long term incentive ("LTI") FY2018 Rights granted to participants will vest to the extent that the Board determines that:

- the performance condition was satisfied during the performance period; and
- the participant was continuously employed by the Company until the vest date of the FY2018 Rights (unless the participant ceased employment by reason of redundancy, mutual agreement, permanent disability or death ("**Good Leaver**")) and has not given notice to terminate their employment, subject to overriding Board discretion to determine an alternative treatment.

The basis of the performance conditions for the FY2018 LTIP are as follows:

- **Earnings Per Share ("EPS"):** 50% of maximum LTI award is dependent on achieving an EPS growth hurdle. EPS is set with reference to historic performance and budget. It is the arithmetic average for the performance period. The stretch target sits well above consensus for the year. The threshold target is 6.5%. The vesting scale is straight-line with 30% vesting at threshold and 100% at stretch.
- **Return On Invested Capital ("ROIC"):** 30% of maximum LTI award is dependent on achieving a ROIC target. ROIC is set with reference to historic performance and budget. The relevant target is the ROIC over the performance period. The vesting scale is straight-line with 30% vesting at threshold and 100% at stretch.
- **Total Shareholder Return ("TSR"):** 20% of maximum LTI award is dependent on achieving a level of total shareholder return at or above the ASX 200 consumer discretionary accumulation index return over the performance period. The threshold target is the accumulation index return. The vesting scale is a straight-line with 50% vesting at the threshold and 100% vesting if the Company's TSR performance is equal to or greater than the index return plus 5 percentage points per annum.

As specifics of the EPS and ROIC hurdles are market sensitive, full disclosure of targets and maximum will be deferred to the release of the FY20 Remuneration Report.

Performance against LTI targets will be reported retrospectively.

The Performance Conditions are tested following the announcement of the FY2020 full year result, in or around August 2020.

A participant must not enter into any scheme, arrangement or agreement (including options and derivative products) under which the participant may alter the economic benefit to be derived from any

Rights that remain subject to the Equity Incentive Plan Rules, irrespective of future changes in the market price of Shares.

A FY2018 Right granted will lapse if, amongst other relevant events:

- the applicable performance condition is not satisfied;
- the participant leaves the Company due to resignation or termination for cause, unless the Board in its absolute discretion determines otherwise, or if the employee is a Good Leaver (i.e. has left due to redundancy, permanent disability, death or another circumstance deemed acceptable to the board); or
- The Board determines (in its absolute discretion) that the employee has acted fraudulently or dishonestly or is in material breach of his/her obligations under the Equity Incentive Plan or to the Company.

If a change in control event occurs prior to the vesting of FY2018 Rights, then the Board may, within 14 days after the Event, determine in its absolute discretion the treatment of the participant's unvested Rights and the timing of such treatment, which may include determining that the unvested FY2018 Rights:

- vest (whether subject to further performance conditions or not);
- lapse or are forfeited;
- remain subject to the applicable performance conditions and/or performance period(s);
- become subject to substitute or varied performance conditions and/or performance period(s); or
- which vest in accordance with this rule, may only be settled in cash or with securities other than shares, having regard to any matter the Board considers relevant, including, without limitation, the circumstances of the event (including the value being proposed to shareholders), the extent to which the applicable performance conditions have been satisfied (or estimated to have been satisfied) at the time of the event and/or the proportion of the performance period that has passed at the time of the event.

Other Information

For the purposes of ASX Listing Rule 10.15:

- Mr. Hickey is the only Director entitled to participate under the FY2018 LTIP;
- the maximum number of FY2018 Rights to be granted to Mr. Hickey under the FY2018 LTIP is 51,630 (which are subject to the vesting conditions discussed above);
- the grant of the FY2018 Rights forms part of Mr. Hickey's remuneration arrangements and as such will be granted at no cost and no amount is payable on vesting of the Rights;
- no other securities have been acquired by Directors or their associates under the FY2018 LTIP;

- there is no loan scheme in relation to the FY2018 Rights;
- Mr. Hickey is prohibited from hedging the share price exposure in respect of FY2018 Rights during the performance period applicable to FY2018 Rights. Shares issued on the vesting of FY2018 Rights will be subject to the Company's Securities Trading Policy;
- if shareholder approval is obtained, details of the Rights to be granted to Mr. Hickey under the FY2018 LTIP will be provided in the Company's Remuneration Report for the year ending 30 June 2019;
- if shareholder approval is obtained, it is anticipated that the FY2018 Rights will be granted to Mr. Hickey shortly after the Meeting and, in any event, no later than 12 months after the date of the Meeting; and
- voting exclusions will apply to Mr. Hickey and any of his associates, as set out in the Notice of Meeting.

Board Recommendation

The Board (other than Mr. Hickey) recommend that shareholders vote in favour of Resolution 6. The Chairman of the Meeting intends to vote all available Proxies in favour of this resolution.

RESOLUTION 7 – GRANT OF SECURITIES TO SIMON HICKEY UNDER THE FY2019 EXECUTIVE LONG TERM INCENTIVE PLAN

ASX Listing Rule 10.14 requires that shareholders approve awards of securities being acquired by a Director under an employee incentive scheme.

Shareholder approval is sought for the grant to Mr. Hickey, Managing Director and Chief Executive Officer of the Company, of 175,926 Rights ("**FY2019 Rights**") pursuant to the Company's FY2019 Executive Long Term Incentive Plan ("**FY2019 LTIP**") under the terms of Equity Incentive Plan, as described in this Explanatory Memorandum.

The Board believes that equity based incentives are an important component of Mr. Hickey's remuneration to ensure an appropriate component of his remuneration is linked to generating returns for shareholders and that his remuneration is determined on the same basis as the remuneration of the senior executives that report to him. Details of Mr. Hickey's remuneration are set out in the Announcement released to the ASX on 5 February 2018 following his appointment.

Each year the Non-Executive Directors will review and approve the remuneration package of Mr. Hickey. This will include his fixed remuneration, short-term incentives in the form of cash and grant of share rights and, if appropriate, Rights and long-term incentives in the form of Rights.

The proposed grants of FY2019 Rights are for the purposes of the Company's FY2019 LTIP, and form part of the FY2019 remuneration structure for Mr. Hickey. The Non-Executive Directors consider that Mr. Hickey's remuneration package (including his participation in the FY2019 LTIP through the proposed grant of the above Rights) is reasonable and appropriate having regard to the circumstances of the Company, Mr. Hickey's responsibilities as Managing Director and CEO, and remuneration packages provided for similar roles at comparable companies.

FY2019 Rights are granted in respect of ordinary fully paid shares and do not carry a right to vote or, in general, a right to participate in other corporate actions such as bonus issues. The default settlement of the FY2019 Rights is in shares. The Board, in its absolute discretion, may permit settlement in cash. The Board also has discretion to satisfy vested grants and the allocation of subsequent shares to participants.

The FY2019 Rights are granted on the basis of the value of the grant divided by the 10 day volume weighted average price ("**VWAP**") of the Company's shares achieved over the 10 days after the announcement of the Company's results (announced on 20 August 2018).

The maximum number of FY2019 Rights the Company is proposing be granted to Mr. Hickey under the FY2019 LTIP is calculated by dividing 75% of his remuneration package being \$950,000, by the VWAP share price of \$4.05. On this basis, the maximum number of FY2019 Rights that the Company will grant to Mr. Hickey under the FY2019 LTIP is 175,926. The maximum value of FY2019 Rights that will be granted to Mr. Hickey on the above basis under the FY2019 LTIP is \$712,500.

Shareholder approval for the issue of FY2019 Rights to Mr. Hickey is sought for this purpose and will preserve the flexibility as to how the Company sources any shares on exercise that will be allocated (i.e. whether Shares are purchased on-market and transferred to Mr. Hickey or issued directly to him).

The number of FY2019 Rights that would vest (if any) at the end of the performance period will be determined having regard to the FY2019 remuneration structure and LTIP performance and service criteria applicable to all KMP executives, including Mr. Hickey, described below.

The Board can exercise its discretion to amend any element of the Equity Incentive Plan.

Long term incentive ("**LTI**") FY2019 Rights granted to participants will vest to the extent that the Board determines that:

- the performance condition was satisfied during the performance period; and
- the participant was continuously employed by the Company until the vest date of the FY2019 Rights (unless the participant ceased employment by reason of redundancy, mutual agreement, permanent disability or death ("**Good Leaver**")) and has not given notice to terminate their employment, subject to overriding Board discretion to determine an alternative treatment.

Performance Condition for the award of FY2019 Rights

The FY19 LTI grant has been determined by the Board to be subject to meeting a single performance condition being, relative total shareholder return ("**Relative TSR**") performance compared to a comparator group of companies which are listed below ("**Comparator Group**") over the period from 20 August 2018 to 10 days after the announcement of FY2021 annual results.

The Board's historic preference has been to include a mix of financial and Relative TSR measures in previous LTI grants to ensure reward reflects performance across a range of valid measures (i.e. EPS growth, ROIC and Relative TSR). These measures are still considered appropriate for the nature of our business, however industry disruption (particularly in retail) means performance is best judged with reference to companies facing similar industry dynamics. For this reason, the Board has refocused the FY2019 LTI purely on a Relative TSR measure.

The Board believes this approach most fairly measures under or over performance given the range of possible industry outcomes. Measuring performance on a Relative TSR basis against other companies facing the same industry dynamics remains viable and fair. The Board believes that this approach will best allow it to assess whether the company and management have been able to deliver superior performance for shareholders. In subsequent years, the Board will once again consider including other financial measures in the LTI.

TSR is measured by taking into account the change in the Greencross share price over the relevant performance period as well as the dividends received (and assumed to be reinvested into Greencross' shares). Under the Relative TSR performance condition, the Company's TSR will be measured against the TSR of the Comparator Group over the performance period.

The Comparator Group for FY2019 focuses on directly comparable companies. It includes a range of retail companies as well as listed vet and dental companies. Given the lack of listed vet companies, dental companies have also been included in the Comparator Group as they are considered to have similar dynamics to vet companies. The Comparator Group has been chosen on the basis that it is the most effective way to measure and reward the extent to which shareholder returns are generated relative to the performance of companies that face similar industry dynamics.

The Comparator Group for measuring the TSR Performance Condition for the FY2019 LTIP will comprise the following companies:

ASX Code	Company Name
ADH	Adairs Limited
AX1	Accent Group Limited
BAP	Bapcor Limited
BBN	Baby Bunting Group Limited
BLX	Beacon Lighting Group Limited
HVN	Harvey Norman Holdings Ltd
JBH	JB Hi-Fi Limited
KGN	Kogan.com Ltd
KMD	Kathmandu Holdings Limited
LOV	Lovisa Holdings Limited
MHJ	Michael Hill International Limited
MYR	Myer Holdings Limited
NBL	Noni B Limited
NCK	Nick Scali Limited
NVL	National Veterinary Care
ONT	1300 Smiles
PMV	Premier Investments Limited
PSQ	Pacific Smiles
SFH	Specialty Fashion Group Limited
SUL	Super Retail Group Limited
TRS	The Reject Shop Limited

The Board may make adjustments to the Comparator Group to reflect certain events occurring during the performance period (such as takeover, capital reconstruction or change to the dividend timetable of a member of the Comparator Group).

The table below sets out the percentage of Rights subject to the Relative TSR performance condition that can vest depending on the Company's performance against the Comparator Group over the performance period:

Relative TSR ranking against Comparator Group	% of Rights which vest subject to the TSR condition
Below the 50th percentile	Nil
At the 50th percentile	50
Between the 50th and 75th percentile	Straight-line vesting from 50 to 100
At or above the 75th percentile	100

For the purpose of calculating the price of the ordinary securities of the Company and the members of the Comparator Group as at the beginning and the end of the performance period, a 10 day volume weighted average price (VWAP) will be used. This means that each relevant entity's security price will be calculated by reference to the VWAP of the entity's ordinary securities traded on the ASX in the 10 trading days post the relevant date.

The performance period is from 20 August 2018 to 10 trading days after the announcement of the FY2021 annual results. Any performance rights which do not vest at the end of the performance period will lapse.

Performance against the FY2019 LTI target will be reported retrospectively.

The Performance Condition will be tested following the announcement of the FY2021 full year result, on or around August 2021.

A participant must not enter into any scheme, arrangement or agreement (including options and derivative products) under which the participant may alter the economic benefit to be derived from any Rights that remain subject to the Equity Incentive Plan Rules, irrespective of future changes in the market price of Shares.

A FY2019 Right granted will lapse if, amongst other relevant events:

- the applicable performance condition is not satisfied;
- the participant leaves the Company due to resignation or termination for cause, unless the Board in its absolute discretion determines otherwise, or if the employee is a Good Leaver (i.e. has left due to redundancy, permanent disability, death or another circumstance deemed acceptable to the board); or
- The Board determines (in its absolute discretion) that the employee has acted fraudulently or dishonestly or is in material breach of his/her obligations under the Equity Incentive Plan or to the Company.

If a change in control event occurs prior to the vesting of FY2019 Rights, then the Board may, within 14 days after the Event, determine in its absolute discretion the treatment of the participant's unvested

Rights and the timing of such treatment, which may include determining that the unvested FY2019 Rights:

- vest (whether subject to further performance conditions or not);
- lapse or are forfeited;
- remain subject to the applicable performance conditions and/or performance period(s);
- become subject to substitute or varied performance conditions and/or performance period(s); or
- which vest in accordance with this rule, may only be settled in cash or with securities other than shares, having regard to any matter the Board considers relevant, including, without limitation, the circumstances of the event (including the value being proposed to shareholders), the extent to which the applicable performance conditions have been satisfied (or estimated to have been satisfied) at the time of the event and/or the proportion of the performance period that has passed at the time of the event.

Other Information

For the purposes of ASX Listing Rule 10.15:

- Mr. Hickey is the only Director entitled to participate under the FY2019 LTIP;
- the maximum number of FY2019 Rights to be granted to Mr. Hickey under the FY2019 LTIP is 175,926 (which are subject to the vesting conditions discussed above);
- the grant of the FY2019 Rights forms part of Mr. Hickey's remuneration arrangements and as such will be granted at no cost and no amount is payable on vesting of the Rights;
- no other securities have been acquired by Directors or their associates under the FY2019 LTIP;
- there is no loan scheme in relation to the FY2019 Rights;
- Mr. Hickey is prohibited from hedging the share price exposure in respect of FY2019 Rights during the performance period applicable to FY2019 Rights. Shares issued on the vesting of FY2019 Rights will be subject to the Company's Securities Trading Policy;
- if shareholder approval is obtained, details of the FY2019 Rights to be granted to Mr. Hickey under the FY19 LTIP will be provided in the Company's Remuneration Report for the year ending 30 June 2019;
- if shareholder approval is obtained, it is anticipated that the FY2019 Rights will be granted to Mr. Hickey shortly after the Meeting and, in any event, no later than 12 months after the date of the Meeting; and
- voting exclusions will apply to Mr. Hickey and any of his associates, as set out in the Notice of Meeting.

Board Recommendation

The Board (other than Mr. Hickey) recommend that shareholders vote in favour of Resolution 7. The Chairman of the Meeting intends to vote all available Proxies in favour of this resolution.


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Greencross 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: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Greencross 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 **10:30am on Friday, 2 November 2018 at Northside Conference Centre, corner Oxley Street and Pole Lane, Crows Nest, NSW (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 2: 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 Resolution 2 even though the Resolution is 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*	
2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5b	Ratification of issue of 165,838 Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Ms Rebekah Horne	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6	Grant of securities to Simon Hickey under the FY2018 Executive Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Re-election of Mr Paul Wilson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7	Grant of securities to Simon Hickey under the FY2019 Executive Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5a	Ratification of issue of 1,738,320 securities	<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)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	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).

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" should 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 **10:30am on Wednesday, 31 October 2018**, 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 MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Greencross 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)

**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.**


LODGE YOUR QUESTIONS

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
 Greencross 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: +61 1300 554 474

Please use this form to submit any questions about Greencross Limited (“the Company”) that you would like us to respond to at the Company’s 2018 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company’s auditor it should be relevant to the content of the auditor’s report, or the conduct of the audit of the financial report.

This form must be received by the Company’s share registrar, Link Market Services Limited, by **5:00pm on Friday, 26 October 2017**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company’s auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to (please mark the most appropriate box)

- | | | |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Sustainability/environment | <input type="checkbox"/> Other |
| <input type="checkbox"/> My question is for the auditor | <input type="checkbox"/> Future direction | |

- | | | |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Sustainability/environment | <input type="checkbox"/> Other |
| <input type="checkbox"/> My question is for the auditor | <input type="checkbox"/> Future direction | |
