

## NOTICE OF MEETING

**NOTICE** is hereby given that the Annual General Meeting of CVC Limited will be held in the Board Room of the Company at Level 42, Suncorp Place, 259 George Street, Sydney on Friday the 29<sup>th</sup> November 2013 at 2.00pm.

### BUSINESS

To receive and consider the Financial Report of the Company and of the Consolidated Entity for the year ended 30 June 2013 and the Reports by Directors and Auditors thereon.

#### 1. Remuneration Report

To consider and if thought fit to pass, the following as an ordinary resolution under section 250R of the Corporations Act 2001:

*“To adopt the Remuneration Report of the Company for the year ended 30 June 2013.”*

Notes:

- a) The vote on this resolution is advisory only and does not bind the Directors of the Company.
- b) In accordance with the Corporations Act the Company's key management personnel, details of whose remuneration are included in the remuneration report, and their closely related parties must not cast a vote on the remuneration report (in any capacity) unless appointed in writing as a proxy for a member eligible to vote on the resolution and that specifies how the proxy is to vote on the resolution.
- c) However, if the Chairman is appointed as proxy and is expressly authorised to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of key management personnel, the Chairman will be able to vote all undirected proxies in favour of this resolution if the vote is not cast on behalf of the Company's key management personnel or their closely related parties. If you wish to vote “against” or “abstain” you should mark the relevant box in the attached proxy form.

#### 2. Re-election of Director

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

*“Mr Vanda Gould who retires in accordance with the Company's Constitution, and, being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company.”*

### **3. Share Buyback Program**

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

*"To approve the on-market Share Buyback Program for up to 20 million ordinary shares."*

### **4. General Business:**

To transact any other business that may be brought forward in accordance with the Constitution of the Company.

### **INFORMATION**

Notes to the Notice of Meeting & Explanatory Information accompanies and forms part of this Notice of Meeting.

### **PROXY FORM**

A Proxy Form accompanies this Notice of Meeting.

### **ENQUIRIES**

For enquiries or further information, please contact John Hunter at the Company on (02) 9087 8000.

### **By Order of the Board**

John Hunter  
Company Secretary

Sydney this 28 October 2013

**NB:** Unless you have specifically requested to receive a hard copy, the CVC Limited 2013 Annual Report can be viewed at [www.cvc.com.au](http://www.cvc.com.au).

**CVC LIMITED**  
**ACN 002 700 361**

**NOTES TO NOTICE OF MEETING & EXPLANATORY INFORMATION**

**Persons entitled to vote**

The Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the General Meeting will be as it appears in the share register at 2.00pm on 27 November 2013.

**How to vote**

If eligible, you may vote by attending the meeting, by proxy or attorney. A member who is a body corporate may appoint a representative to attend and vote on its behalf.

**Voting in person**

To vote in person, attend the meeting at the time and place set out in this notice of meeting.

**Voting by proxy**

To vote by proxy, please complete, sign and return the enclosed proxy form in accordance with the following instructions. If you require an additional proxy form, the Company will supply it on request.

**Proxies**

A member who is entitled to vote at the meeting, may appoint one or two proxies. Where the member appoints 2 proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded. A proxy need not be a member of the Company.

The proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.

The proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding of the meeting or any adjourned meeting (or such lesser period as the Directors may permit) at the Company's registered office at Level 42 Suncorp Place, 259 George Street, Sydney, New South Wales 2000; or the following fax number: (02) 9087 8088.

**Voting by attorney**

A member may appoint an attorney to act on the member's behalf at the meeting. The power of attorney or such other evidence of the attorney's appointment and authority to the satisfaction of the Directors must be received by the Company at

least 48 hours before the time for holding of the meeting or any adjourned meeting.

**BUSINESS**

**Financial Report**

In accordance with the Corporations Act and the Constitution of the Company the Financial Report of the Company and of the Consolidated Entity for the year ended 30 June 2013 and the Reports by Directors and Auditors thereon are to be laid before the Annual General Meeting.

There is no formal resolution to be put but shareholders will be given the opportunity to make comments and ask questions of the Board and the Auditor in respect of the reports. Shareholders are also able to submit questions to the Company for the Auditor prior to the meeting. The list of any such questions will be presented at the meeting for discussion and responses.

**Resolution 1 – Remuneration Report**

In accordance the *Corporations Act 2001*, a resolution must be put to shareholders that the remuneration report of the Company be adopted. The Remuneration Report was included in the Directors' Report section of the Annual Report, distributed to shareholders.

The resolution is not binding upon the Company or the Board but the Chair of the meeting must provide reasonable opportunity at the meeting for shareholders to ask questions about and comment on the remuneration report.

**Resolution 2 – Re-election of Director**

Mr Vanda Gould who retires in accordance with the Company's Constitution, and, being eligible, offers himself for re election. Information about Vanda Gould can be found in the Directors' Report section of the Annual Report.

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### **Resolution 3 – Share Buyback Program**

#### **Background**

The Corporations Act 2001 authorises a listed company to buyback its own shares on market if the buyback does not materially prejudice the company's ability to pay its creditors and it follows the procedures required in the Act.

Shareholder approval is required if all of the shares bought back in the last 12 months is more than 10% of the minimum number of shares on issue at any time during the last 12 months. The limit after which a company requires shareholder approval for a buyback is called the **10/12 limit**.

At the date of this notice, the Company is able to acquire 12,126,128 fully paid ordinary shares without shareholder approval. The Company wishes to buy-back on market more shares than permitted under the 10/12 limit, and accordingly seeks shareholder approval for the on-market buy-back of a total of up to 20 million ordinary shares (7,873,872 shares more than the Company would be permitted to buy back without shareholder approval).

#### **Reasons for the buyback**

The share buyback offers an opportunity:

- to return capital to long-standing investors, as would be contemplated by a closed end fund; and
- to better match recurrent earnings with capital employed.

It is also an efficient use of capital whilst shares trade at a significant discount to net asset value of the Company.

#### **Details of buyback**

The key details of the proposed buyback are as follows:

- **Price range** – The Company will in its discretion offer to buy back shares on market at a price determined by the Company subject to the listing rules of the ASX. The listing rules of the ASX impose a moving cap on the price the Company may pay for the shares of 5% above the average market price per share for the last 5 days on which trades were recorded before the day on which the purchase under the buyback was made.
- **Maximum number of shares** – The maximum number of shares in the Company to be bought back is 20 million fully paid ordinary shares. The number of shares to be bought back

represents approximately 16.4% of the total issued share capital of 121,261,283 at the date of this notice.

#### **Advantages of buyback**

The key advantages of the buyback are as follows:

1. increase the liquidity of the Company's shares. There is a limited market for the Company's shares on the ASX. The buyback gives shareholders an increased ability to exit their investment in the Company;
2. an efficient use of surplus capital in a market where finding suitable investments is proving difficult;
3. increased price competition for the Company's shares; and
4. the promotion of a more efficient capital structure.

#### **Disadvantage of buyback**

The key disadvantage of the buyback is that it reduces the cash balances of the Company. If the maximum number of shares are bought back by the Company the cash balance would be reduced by \$22,000,000 (based on a share price of \$1.10). The cash balance as at 30 June 2013 was \$27,601,321.

#### **Buyback funding**

The buyback will be funded from cash reserves. The Directors do not believe that the buy-back will materially prejudice CVC's ability to pay its creditors.

#### **Effect on capital structure of the Company**

The Directors do not anticipate that the buyback will have any material change in the ownership spread of shares in the Company or result in any party gaining control of the Company.

#### **Consequence if approval not given**

If the approval is not given, CVC intends to buyback on market the maximum number of shares permitted under the 10/12 limit without shareholder approval.

#### **Board recommendation**

The Directors unanimously recommend that shareholders vote in favour of the proposed share buyback.

**CVC LIMITED**  
**ACN 125 736 914**

Registered Office: Level 42 Suncorp Place, 259 George Street Sydney NSW 2000, Australia  
Phone: (02) 9087 8000 Fax: (02) 9087 8088

**PROXY FORM**

I, .....  
(FULL NAME, BLOCK LETTERS)

of .....  
being a member of CVC Limited.

**SECTION A**

HEREBY APPOINT .....

of .....

or, failing him/her, the Chairman of the Meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Friday 29 November 2013 at 2.00pm (Sydney time), or at any adjournment thereof. The proxy so appointed shall represent all my/our voting rights except those (if any) specified in B below.

**SECTION B (DO NOT COMPLETE THIS SECTION UNLESS YOU WISH TO APPOINT TWO PROXIES)**

AND I FURTHER APPOINT .....

of .....

as my proxy to vote for me/us and on my/our behalf at the said meeting or at any adjournment thereof. The proxy, appointed by this Section B, shall represent my/our voting rights in respect of ..... shares.

**Chairman authorised to exercise undirected proxies on remuneration related resolution:** 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 resolution 1 (except where I/we have indicated a different voting intention below) even though resolution 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 resolution 1 by marking the appropriate box below.

I/ we instruct my/our proxy to vote as indicated below in respect of the resolutions:

	A			B		
	For	Against	Abstain	For	Against	Abstain
<b>Resolution 1 –</b> Remuneration Report						
<b>Resolution 2 –</b> Re-election of Vanda Gould						
<b>Resolution 3 –</b> Share Buyback Program						

The Chairman of the Meeting intends to vote all available proxies in favour of each resolution.

Signed this.....day of .....2013.

**Signature of Securityholders(s)**

Individual or Securityholder 1  
Sole Director and Sole Company  
Secretary

Securityholder 2  
Director

Securityholder 3  
Director/Company Secretary