

## NOTICE OF ANNUAL GENERAL MEETING



**RUNGE LIMITED**

**ACN 010 672 321**

Notice is given that the Annual General Meeting of Runge Limited (the **Company**) will be held at the Christie Conference Centre, Kamisama Room, Level 6, 320 Adelaide Street, Brisbane, Queensland, Australia commencing at 9.00am (Eastern Standard Time) on Friday, 23 November 2012.

### **AGENDA**

**1. Discussion of Financial Statements and Reports**

To receive and consider the financial statements and the reports of the Directors and the Auditor for the year ended 30 June 2012.

**2. Resolution 1: Appointment of Auditors**

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

*“That BDO Audit Pty Ltd be appointed auditors of the Company with such appointment to take effect from the time at which the resignation of BDO East Coast partnership as auditor takes effect.”*

**3. Resolution 2: Re-election of Allan Brackin**

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

*“That Allan Brackin, who retires in accordance with rule 6.1(e) of the Constitution, be and is hereby re-elected as a Director.”*

**4. Resolution 3: Re-election of Ian Runge**

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

*“That Ian Runge, who retires by rotation in accordance with rule 6.1(f) of the Constitution, be and is hereby re-elected as a Director.”*

**5. Resolution 4: Change of Company name to RungePincockMinarco Limited**

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

*“That the Company change its name from 'Runge Limited' to 'RungePincockMinarco Limited', with effect from the date on which the Australian Securities & Investments Commission records the change of name in its records.”*

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## 6. Resolution 5: Adoption of Remuneration Report

To consider and, if thought appropriate, pass the following resolution as a non-binding ordinary resolution under section 250R(2) of the *Corporations Act 2001*:

*“That the Remuneration Report for the year ended 30 June 2012 be and is hereby adopted”.*

Notes:

- (1) *This resolution is advisory only and does not bind the Company or the directors.*
- (2) *If 25% or more of the votes that are cast are voted against the remuneration report, this will constitute the second consecutive AGM where 25% or more of the votes that are cast are voted against the remuneration report. In this event, shareholders will be required to vote on Resolution 6 (a Spill Meeting Resolution) that if passed, will require another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must stand for re-election.*
- (3) *A voting exclusion applies to Resolution 5. Please see the Notes for further details.*

## 7. Resolution 6: Board Spill Resolution

**Note: This resolution will only be moved and put to the meeting if at least 25% of the eligible votes cast on Resolution 5 were against the adoption of the remuneration report.**

If at least 25% of the eligible votes cast on Resolution 5 were against the adoption of the remuneration report, to consider, and if thought fit, to pass the following as an ordinary resolution:

*“That:*

- (1) *another general meeting of the Company (the **Spill Meeting**) be held within 90 days of the passing of this resolution;*
- (2) *all of the Directors in office when the Board resolution to make the Directors' Report for the financial year ended 30 June 2012 was passed excluding the Company's Managing Director (such Directors being Allan Brackin, Ian Runge, Christian Larsen and Ross Walker) and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- (3) *resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of the shareholders at the Spill Meeting.”*

*Note - A voting exclusion applies to Resolution 6. Please see the Notes for further details.*

## NOTES - ATTENDANCE AND VOTING

### General

1. The Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Annual General Meeting will be as it appears in the share register at 7.00pm Sydney time on Wednesday 21 November 2012. Accordingly, those persons are entitled to attend and vote at the meeting.
2. If you are eligible, you may vote by attending the meeting in person or by proxy or attorney. A member who is a body corporate may appoint a representative to attend and vote on its behalf.
3. 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.
4. A member, who is entitled to vote at the meeting, may appoint one proxy if the member is only entitled to one vote or one or two proxies if the member is entitled to more than one vote. A proxy need not be a member of the Company.
5. Where the member appoints 2 proxies, the appointment must specify the proportion or number of votes that each proxy may exercise (unless the authority of one is conditional on the other failing to attend and vote). Failure to specify the proportion of votes that each represents will invalidate the proxies.
6. 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. Proxies given by joint holders must either be signed by each joint holder or the holder named first in the register.
7. To be effective, the proxy form and the original 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 such meeting or any adjourned meeting (or such lesser period as the Directors may permit):-
  - a. by delivery or mail to the Company's share registry: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001;
  - b. by facsimile to the following fax number at the Company's share registry: (within Australia) 1800 783 447 and (outside Australia) +61 3 9473 2555; or
  - c. online by visiting [www.investorvote.com.au](http://www.investorvote.com.au) and logging in using the control number found on the front of your accompanying proxy form. Intermediary Online subscribers (Institutions/Custodians) may lodge their proxy instruction online by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com).
8. Any proxy form received after this deadline including at the meeting will be treated as invalid.
9. The Chairman intends to vote all Undirected Proxy Forms in favour of all resolutions including Remuneration Resolutions, except Resolution 6.

## Resolutions 5 and 6

10. A member of the Company's Key Management Personnel or their Closely Related Party must not, whether in person or by proxy, vote on the adoption of the Remuneration Report in Resolution 5 and if applicable, the Board Spill Resolution in Resolution 6.
11. A person appointed as proxy may vote or abstain from voting as he or she thinks fit except in the following circumstances:
  - a. The proxy holds a Directed Proxy Form;
  - b. Where the proxy is voting in relation to a Remuneration Resolution and the proxy is either a Key Management Personnel for the Company or a Closely Related Party and holds an Undirected Proxy Form; and
  - c. The proxy is required by law or the Company's Constitution to vote in a certain manner or abstain from voting.
12. Clause 11.b does not apply if the Chairman of the meeting is appointed as proxy and his appointment expressly authorises the Chairman to exercise the proxy even if the resolution is a Remuneration Resolution.
13. The following definitions apply in this document:

**Closely Related Party** means the closely related parties of Key Management Personnel as defined in the Corporations Act 2001, and includes certain members of their family, dependants and companies they control.

**Directed Proxy Form** means a proxy form which specifies how the proxy is to vote.

**Key Management Personnel** of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2012.

**Remuneration Resolution** means a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel and includes Resolutions 5 and 6.

**Undirected Proxy Form** means a proxy form which does not specify how the proxy is to vote.

## Explanatory Memorandum

An Explanatory Memorandum accompanies and forms part of this Notice of Meeting and shareholders should read this document in full.

**Dated: 19 October 2012**

**By order of the Board**



**Company Secretary**  
**Kieran Wallis**



## **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum has been prepared to assist members with their consideration of the resolutions to be put to the Annual General Meeting to be held on Friday, 23 November 2012. These explanatory notes should be read with, and form part of, the accompanying Notice of Annual General Meeting.

### **1. FINANCIAL STATEMENTS AND REPORTS**

As required by law, the financial report, Directors' report and Auditor's report are laid before the AGM. Members will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports. There is no requirement however for members to approve the reports.

### **2. RESOLUTION 1 – APPOINTMENT OF AUDITORS**

Since the listing of the Company on the ASX in May 2008, the Company's auditors have been **PKF East Coast Practice**, which earlier this year integrated its business with BDO and changed its name to **BDO East Coast Partnership**. The Brisbane office of **BDO East Coast Partnership** was later transferred to the Brisbane office of the BDO Queensland practice, and the audit partners became directors in **BDO Audit Pty Ltd**.

The Audit and Risk Committee periodically reviews the position of the Company's external auditors. After the audit of the Company's accounts for the financial year ended 30 June 2012, the Committee considered that the position of auditor be put out to tender given the existing tenure of the current auditors.

A formal tender process was undertaken wherein a number of audit firms were invited to submit a tender for the role of the Company's auditor for the financial year commencing 1 July 2012. The Chairman of the Audit and Risk Committee and the Chief Financial Officer conducted face to face interviews with the audit firms who submitted a tender.

Following a review of the accounting firms with the capabilities of undertaking the Company audit, the Board recommends appointment of **BDO Audit Pty Ltd** as the auditor of the Company.

In accordance with section 328A of the Corporations Act 2001 **BDO Audit Pty Ltd** has consented to its appointment as auditor and in accordance with section 328B(1) of the Act, notice of the nomination of **BDO Audit Pty Ltd** as auditor has been given to the Company by a shareholder. A copy of this notice accompanies this notice of meeting.

The Company's current auditor, **BDO East Coast Partnership**, has tendered its resignation as auditor to the Company and has advised the Company that it has applied to ASIC for consent to resign at this Annual General Meeting on 23 November 2012 in accordance with section 329(5) of the Corporations Act 2001. It is anticipated that **BDO East Coast Partnership's** resignation will take effect from the later of the date of the AGM and the day on which ASIC gives its consent. The Company's expectation is that ASIC's consent will be forthcoming prior to the date of this Annual General Meeting.

Accordingly, subject to shareholder approval of this resolution, it is expected that the appointment of **BDO Audit Pty Ltd** will be effective from the conclusion of the Annual General Meeting on 23 November 2012.

**The Directors unanimously recommend that you vote in favour of Resolution 1.**

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### 3. RESOLUTION 2 – RE-ELECTION OF ALLAN BRACKIN AS DIRECTOR

Mr Brackin was appointed by the Directors as Chairman of the Board on 30 November 2011. In accordance with rule 6.1(e) of the Constitution, Allan Brackin retires from office and, being eligible, offers himself for re-election.

Mr Brackin has been involved in the technology industry for more than 25 years. He is a Director of ASX listed GBST Holdings Limited, Chairman of Emagine Pty Ltd, and acts in an advisory capacity to several IT companies.

Mr Brackin was formerly Director and Chief Executive Officer of Volante Group Limited, and prior to this, co-founder of Applied Micro Systems, Netbridge Systems Integration, Prion Technology Distribution, Quadriga Consulting Group and Affinity Recruitment. These businesses were all part of AAG Holdings of which he was Managing Director.

Mr Brackin is also the Chairman of the Human Resources and Remuneration Committee.

He holds a Bachelor of Applied Science from the Queensland University of Technology and has completed the OPM (Owner/President Management) Program at Harvard Business School.

**The Directors (other than Allan Brackin who has a material personal interest in the outcome of this resolution) unanimously recommend that you vote in favour of Resolution 2.**

### 4. RESOLUTION 3 – RE-ELECTION OF DR IAN RUNGE AS DIRECTOR

In accordance with rule 6.1(f), (g) and (i) of the Constitution, Dr Runge is retiring by rotation and, being eligible, offers himself for re-election.

Dr Runge founded Runge Limited in 1977 after previously working in the mining industry in central Queensland, Europe and the United States of America. He transitioned from full-time operational involvement in 1992, but has continued to make significant contributions to the company and to the industry since that time in the areas of governance processes and business strategy.

During the past year he established and was appointed Chairman of the Intellectual Property and Technology Committee.

Dr Runge is recognised as a leading expert in the field of mining economics and strategy and is the author of two books in this field, including the textbook "Mining Economics and Strategy", published by the Society of Mining, Metallurgy and Exploration (Denver).

Dr Runge holds a Master of Engineering (Mining) from the University of Queensland and a Master of Arts and PhD in Economics from George Mason University (Virginia, USA).

Dr Runge is a Fellow of the Australasian Institute of Mining and Metallurgy and a Fellow of the Australian Institute of Company Directors.

**The Directors (other than Dr Runge who has a material personal interest in the outcome of this resolution) unanimously recommend that you vote in favour of Resolution 3.**

## 5. RESOLUTION 4 – CHANGE OF COMPANY NAME

The Company is proposing to change its name to "RungePincockMinarco Limited" as this name better reflects the Company's current and future business activities and strategy.

If this resolution is approved, the change of name will take effect when ASIC alters the details of the Company on its records.

Section 157 of the Corporations Act 2001 requires the Company to pass a special resolution to change its name. A special resolution requires 75% of eligible shareholders to vote in favour of the change of name.

**The Directors unanimously recommend that you vote in favour of Resolution 4.**

## 6. RESOLUTION 5 – REMUNERATION REPORT

### General

The Remuneration Report is set out in section 12 of the Directors' Report contained in the Annual Report.

By law, the Company is required to put the Remuneration Report to a vote by members at the Annual General Meeting. By law, the vote on the resolution is advisory only and does not bind the Directors or the Company.

A reasonable opportunity will be provided for discussion of the remuneration report at the meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company.

Key Management Personnel and their Closely Related Parties are excluded from voting on this Resolution in certain circumstances – please see the Notes for further details.

By appointing the Chairman as your proxy, unless you have directed him otherwise, you will be taken to have expressly authorised the Chairman to vote in favour of this Resolution.

The Company encourages all other shareholders to cast their votes on Resolution 5.

### Discussion

As foreshadowed at last year's Annual General Meeting, we have undertaken a comprehensive review of our remuneration strategy and framework for the Managing Director and senior executives. Throughout the process, we have consulted with shareholders and other stakeholders and our new remuneration arrangements take into account their views.

The review process confirmed the Company's opinion that the remuneration, in particular the base salary, short term incentives and long term incentives, of the Managing Director and senior executives are in accordance with industry standards and reflect a remuneration policy that is designed to reward executives if they and the Company perform. The current remuneration policy is competitive but the company does not believe it is excessive nor one which encourages performance that is not in the best interests of the Company or shareholders. To the contrary, the current policy is designed to drive results and shareholder value.

Short term incentives were limited to a few key senior executives who performed above expectations within their regional areas.

During the year the Company issued LTI Options to its key staff in accordance with the terms of its Share Option Plan. These were on terms comparable to those approved for the Managing Director and executive Director at the 2011 AGM.

Key changes are set out in the Remuneration Report itself but we would also like to highlight two of them here.

- The Company appointed Richard Mathews as Managing Director and Chief Executive Officer on 28 August 2012. It should be noted that his remuneration does not include any LTI options and accordingly the Company is not seeking shareholder approval at this AGM for any LTI options to be granted to the Mr Mathews.
- A new Long Term Incentive ("LTI") Equity Plan – It has been determined that a new Long Term Equity Incentive Plan needs to be developed. The Human Resource and Remuneration Committee has commenced work on developing a new plan. Once developed, it will be implemented subject to shareholder approval being obtained. The new LTI program will incorporate a performance hurdle that is consistent with market practice and that will drive company performance.

The Board believes that the Company's remuneration arrangements, as set out in the 2012 Remuneration Report, are fair, reasonable and appropriate and support the strategic direction of the Company.

#### **Board Spill Meeting if there is a 'second strike'**

At last year's AGM, approximately 62% of the votes cast in respect of the resolution to adopt the Company's 2011 Remuneration Report were voted against that resolution. Because the votes "against" exceeded 25% of the votes cast, the Company recorded what is known as a "first strike" under the new executive remuneration provisions of the Corporations Act 2001, which applied for the first time last year.

If (and only if) the votes against the 2012 Remuneration Report represent at least 25% of the votes cast, the Company will receive a "second strike".

Under the Corporations Act 2001, if the Company receives a second strike, a resolution must immediately be put to shareholders, allowing shareholders, if they so choose, to pass a resolution to hold fresh elections for directors ("Spill Resolution").

Resolution 6 is the Spill Resolution. If Resolution 6 is passed, then it will be necessary for the Board to convene a further general meeting ("Spill Meeting") of the Company within 90 days of the AGM in order to consider the composition of the Board. See Item 7 of the Explanatory Notes for more details.

**The Directors unanimously recommend that you vote in favour of Resolution 5. The Chairman intends to vote all available proxies in favour of Resolution 5.**

#### **7. RESOLUTION 6 – BOARD SPILL MEETING**

##### **General**

This resolution will only be moved and put to the meeting if at least 25% of the eligible votes cast on Resolution 5 were against the adoption of the remuneration report. Such an against vote will constitute a second strike for the Company.

If the Company receives a second strike and this resolution is passed, it will be necessary for the Board to convene a further general meeting (the **Spill Meeting**) of the Company within 90 days of the AGM in order to consider the composition of the Board.

If a Spill Meeting is held, the following Directors will automatically vacate office at the conclusion of the Spill Meeting unless they are willing to stand for re-election and are re-elected at that meeting:

- Allan Brackin
- Christian Larsen
- Ian Runge
- Ross Walker

Even if Mr Brackin and Dr Runge are elected at this year's AGM, they will still need to be re-elected at the Spill Meeting to remain in office after the Spill Meeting.

Key Management Personnel and their Closely Related Parties are excluded from voting on this Resolution in certain circumstances – please see the Notes for further details.

By appointing the Chairman as your proxy, unless you have directed him otherwise, you will be taken to have expressly authorised the Chairman to vote against this Resolution.

The voting requirements for the Spill Resolution are by simple majority (greater than 50% of the eligible votes cast) rather than the 25% or higher hurdle used for the Remuneration Report Resolution 5.

The Board is excited with the appointment of Richard Mathews as MD/CEO and the very early but extremely positive impact that he is having on the Company's operations. The Board is confident that the widespread changes that Mr Mathews is and will be implementing throughout the business will result in increased shareholder value.

**The Board unanimously recommends that shareholders vote against this Resolution 6. The Chairman intends to vote all available proxies against Resolution 6.**

Michael Kochanowski  
Runge Limited  
GPO Box 2774  
BRISBANE QLD 4001

12 October 2012

Dear Directors

The undersigned being a member of Runge Limited hereby nominates BDO Audit Pty Ltd for appointment as auditor of the company at the forthcoming annual general meeting.

Yours faithfully



Ross Walker  
Bretton Pty Ltd

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**Runge Limited**  
ABN 17 010 672 321



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**Proxy Form**



Vote online or view the annual report, 24 hours a day, 7 days a week:

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- Access the annual report**
- Review and update your securityholding**

*Your secure access information is:*

**Control Number: 999999**

**SRN/HIN: 1999999999**



**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 9.00am (Eastern Standard Time) Wednesday 21 November 2012.**

**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 as they choose. 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 information tab, "Downloadable 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  
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**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.



I 9999999999

IND

# Proxy Form

Please mark  to indicate your directions

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

XX

I/We being a member/s of Runge 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 Runge Limited to be held at the Christie Conference Centre, Kamisama Room, Level 6, 320 Adelaide Street, Brisbane, Queensland, Australia at 9.00am (Eastern Standard Time) on Friday, 23 November 2012 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 Resolutions 5 & 6 (except where I/we have indicated a different voting intention below) even though Resolutions 5 & 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Resolution 6 where the Chairman of the Meeting will be voting against.**

**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 Resolutions 5 & 6 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
Resolution 1 Appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Allan Brackin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Ian Runge	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Change of Company name to RungePincockMinarco Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Board Spill Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business with the exception of Resolution 6 where the Chairman of the Meeting will be voting against.

## 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 / /