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National  
Veterinary  
Care

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*Excellence  
in Vet Care*

**National Veterinary Care Ltd**  
**ACN 166 200 059**

**Notice of Annual General Meeting  
and Explanatory Statement**

**Annual General Meeting to be held at  
Bellrock Broking  
Level 20, 344 Queen Street  
Brisbane QLD 4000  
on 21 October 2016  
commencing at 11.00am AEST**

The Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional advisor prior to voting.

CHAIRPERSON'S LETTER

Dear Shareholder

On behalf of the Directors of National Veterinary Care Limited (NVL), I am pleased to invite you to attend the 2016 Annual General Meeting (AGM) of NVL. Enclosed is the Notice of Meeting setting out the business of the AGM.

NVL's 2016 AGM will be held on Friday, 21 October 2016 commencing at 11.00am (Brisbane time) at Bellrock Broking, Level 20, 344 Queen Street, Brisbane QLD. Registration will be available from 10.00am.

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 Chairperson about the operations and management of NVL or to the NVL auditor about the content of the auditor's report and the conduct of the audit. Questions should be submitted by 11.00 am on Wednesday 19<sup>th</sup> October 2016 at the address set out in the Notes to the Notice of Meeting.

Thank you for your continued support of NVL and I look forward to your attendance and the opportunity to meet with you.

Yours faithfully,



Susan Forrester  
Chairperson  
National Veterinary Care Limited

## Notice of Annual General Meeting

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Notice is given that the Annual General Meeting of National Veterinary Care Ltd ACN 166 200 059 (**Company**) will be held at Bellrock Broking, Level 20, 344 Queen Street, Brisbane QLD 4000, on 21<sup>st</sup> October 2016, commencing at 11.00am (Brisbane time).

### ITEMS OF BUSINESS

#### 1. RESOLUTION 1 – FINANCIAL STATEMENTS AND REPORTS

To receive and consider the financial statements and the reports of the Directors and the Auditor for the Company and its controlled entities for the financial year ended 30 June 2016.

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

#### 2. RESOLUTION 2: RE-ELECTION OF DR STEPHEN COLES

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

*"That Dr Stephen Coles, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and rule 19.3 of the Company's constitution, and being eligible, be elected as a Director of the Company."*

**Note:** information about the candidate appears in the accompanying Notes.

#### 3. RESOLUTION 3: REMUNERATION REPORT

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

*"That the Remuneration Report, that forms part of the Directors' Report of the Company, for the year ended 30 June 2016 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 3. Further details of this exclusion are set out in the accompanying Explanatory Memorandum.

#### 4. RESOLUTION 4: RATIFICATION OF ISSUE OF SHARES

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

##### Resolution 4(a)

*"That for the purposes of Listing Rule 7.4, shareholders ratify and approve the issue of 118,280 fully paid ordinary shares in the Company previously issued at \$1.395 per share, in relation to the acquisitions of Complete Veterinary Systems, to those persons set out in the Explanatory Memorandum."*

##### Resolution 4(b)

*"That for the purposes of Listing Rule 7.4, shareholders ratify and approve the issue of 453,914 fully paid ordinary shares in the Company previously issued at \$1.307 per share, in relation to the acquisitions of United Vets Group, to those persons set out in the Explanatory Memorandum."*

##### Resolution 4(c)

*"That for the purposes of Listing Rule 7.4, shareholders ratify and approve the issue of 120,328 fully paid ordinary shares in the Company previously issued at \$1.635 per share, in relation to the acquisitions of Upper Hut Veterinary Clinic, to those persons set out in the Explanatory Memorandum."*

**Note:** A voting exclusion statement applies to Resolutions 4(a), 4(b) and 4(c). Further details of this exclusion are set out in the accompanying Notes.

**5. RESOLUTION 5 – GRANT OF SECURITIES TO TOMAS STEENACKERS UNDER THE EMPLOYEE LOAN PLAN**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

*"That, for the purposes of Listing Rule 10.14 and for all other purposes the issue of 250,000 ordinary shares to Mr Tomas Steenackers, an executive director of the Company, on the terms and conditions set out in the Explanatory Memorandum which forms part of the Notice of Meeting."*

**Note: A voting exclusion statement applies to Resolution 5. Further details of this exclusion are set out in the accompanying Notes.**

**By order of the Board of Directors**

*KBaker*

**Katherine Baker**  
CFO & Company Secretary  
21 September 2016

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## Notes

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These Notes and the accompany Explanatory Statement for part of this Notice of the Meeting

### 1. Shareholders

The Company has determined that for the purpose of voting at the Meeting, shares in the Company will be taken to be held by those persons recorded on the Company's register of shareholders at 11:00am on 19th October 2016 (Brisbane time). This means that any shareholder registered at 11:00am (Brisbane time) on 19<sup>th</sup> October 2016 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.

To vote by proxy, please either:

- A. Lodge your proxy online at [www.linkmarketservices.com.au](http://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 hand:** delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000

**By mail:** National Veterinary Care Ltd  
C/- Link Market Services Limited  
Locked Bag A14  
SYDNEY SOUTH NSW 1235

**By fax:** +61 2 9287 0309

So that it is received not later than 11am on 19th October 2016. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Shareholders are advised that:

- Each Shareholder that is entitled to attend and vote at the Meeting is entitled to appoint a proxy.
- The proxy need not be a Shareholder of the Company.
- A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

Please write the name of the person you wish to appoint as your proxy in the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chair will be your proxy.

#### Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary – that director.

#### Corporate Representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative

executed in accordance with section 127 of the Corporations Act. The certificate of appointment must be lodged with the Company before the Meeting.

### **Votes on Resolutions**

You may direct your proxy how to vote by marking 'For', 'Against' or 'Abstain' for each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions 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 Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution, your vote on will be invalid on that Resolution.

### **How the Chair will vote undirected proxies**

At the date of this Notice of Meeting, the Chair intends to vote all undirected proxies FOR each of the Resolutions.

The Proxy Form expressly authorises the Chair to exercise undirected proxies in his/her discretion in relation to all Resolutions even where such Resolutions are connected directly or indirectly with financial benefits to be given and shares to be issued to entities associated with certain directors of the Company.

### **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 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 Form, your attendance will suspend your proxy appointment while you are present at the Meeting.

### **3. Non-binding Resolution 3 on Remuneration Report**

Resolution 3 is advisory and nonbinding. The outcome of Resolution 3 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 3 is set out below.

### **4. Voting Exclusion Statement**

#### **Resolution 2: Re-Election of Dr Stephen Coles as a Director**

The Company will disregard any votes cast by Dr Stephen Coles, and any Associates of Dr Stephen Coles. However, the Company need not disregard a vote if:

- (1) it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form; or
- (2) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### **Resolution 3: Remuneration Report**

The Company will disregard any votes cast on the Resolution 3 by or on behalf of any of the following persons:

- (1) a member of the Company's key management personnel details whose remuneration is included in the Remuneration Report for the financial year ended 30 June 2016 (**KMP**); or
- (2) 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:

- (1) it is cast as a proxy, and the proxy is appointed by writing that specifies how the proxy is to vote on Resolution 3 and it is not cast on behalf of a Prohibited Voter (as defined below); or
- (2) the proxy is the Chairperson of the meeting and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on Resolution 3.

If you appoint the Chairperson as your proxy, unless you direct the Chairperson how to vote, the proxy form expressly authorises the Chairperson 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 her to vote in accordance with her stated intention to vote in favour of this resolution. If you do not want your vote exercised in favour of this Resolution, you should direct the Chairperson of the Meeting to vote against or to abstain from voting on, this Resolution.

If you appoint any Prohibited Voter, other than the Chairperson of the Meeting, as your proxy, you are encouraged to direct that Prohibited Voter how to vote on Resolution 3. 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 Resolution 3.

#### Important for Resolution 3

If you are a KMP or a Closely Related Party of a KMP (or are acting on behalf of such a 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:

- (1) a spouse, child or dependant of the KMP;
- (2) a child or dependant of the KMP's spouse;
- (3) 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;
- (4) a company the KMP controls; or
- (5) a person prescribed by regulations (As at the date of this notice, no additional persons have been prescribed by regulation).

#### **Resolution 4(a) – (c): Ratification of Issue of Shares**

The Company will disregard any votes cast by the following persons in respect of Resolutions 4(a) – (c):

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

However, the Company need not disregard a vote if:

- (1) 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
- (2) 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.

#### **Resolution 5: Grant of securities to Tomas Steenackers under the Employee Loan Plan**

The Company will disregard any votes cast on the Resolution 5 by or on behalf of the following persons:

- (1) Tomas Steenackers; or
- (2) An associate of Tomas Steenackers.

However, the Company need not disregard a vote if:

- (1) 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
- (2) 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 the shareholders at the meeting to ask questions and to make comments on Company matters that are the subject of the Meeting. Shareholders may direct questions during the meeting to the Chairperson 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.

Question forms should be submitted:

- Online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) and follow the prompts, or
- By completing and signing the question form enclosed with this Notice of Meeting and return the question form either:
  - (1) by post to Link Market Services Limited, Locked Bag A4, Sydney South NSW 1235 or in person to Level 12, 680 George Street, Sydney NSW 2000; or
  - (2) by facsimile to Link Market Services Limited on facsimile number + 61 2 9287 0309,

So that it is received not later than **11.00am (Brisbane Time) on 19th October 2016**.

Copies of written questions and answers will be available at the meeting and posted on the Company's website.

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## Explanatory Memorandum

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### RESOLUTION 1 – FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires that the report of the Directors, the report of the Auditors 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 – DIRECTORS

The Company's Constitution prescribes a process by which Directors regularly retire from office. Retiring Directors may offer themselves for re-election. Pursuant to Clause 19.3 of the constitution of the Company, Dr Stephen Coles being Director of the Company, retires by way of rotation and, being electable, offers himself for re-election as a Director of the Company.

The Board (with Dr Stephen Coles absent and not voting) unanimously recommends that the Shareholders vote in favour of Resolution 2.

A summary of Dr Coles' qualifications and experience appears below:

**Dr Stephen Coles** (BVSc, MACVs, DipAVDC)

*With almost 40 years' experience in the veterinary sector, Stephen is highly respected in the industry as a General Practitioner and Specialist. He is a Senior Fellow of the University of Melbourne and a Scientific Associate of the Zoological Board of Victoria. He is a Life Member of the Australian Veterinary Dental Society and a Member of the Regional Recovery Group Southern Brown Bandicoots Western Biosphere Reserve. His past roles include co-founder and director of Animal Hospitals of Australia, director at Melbourne Veterinary Specialist Centre and Preceptor University of Alabama.*

### RESOLUTION 3 – REMUNERATION REPORT

The Corporations Act requires that the section of the report of the Directors 'Report dealing with the remuneration of the Directors and other Key Management Personnel ('Remuneration Report') be put to the members 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 Chairperson will give shareholders a reasonable opportunity to ask questions about or make comments upon, the Remuneration Report.

The Board unanimously recommends that Shareholders vote in favour of Resolution 3.

### RESOLUTION 4 – RATIFICATION OF ISSUE OF SECURITIES

The purpose of these resolutions are for shareholders to approve, pursuant to Listing Rule 7.4 and for all other purposes, the issue of shares. Details of the issues of shares are set out in the following table.

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.

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:

- (a) the issue did not breach Listing Rule 7.1; and
- (b) the members subsequently approve it. The issue has already taken place, within the 15% limit prescribed by Listing Rule 7.1.

The approval sought in Resolution 4, under Listing Rule 7.4, is 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.

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.

If shareholders approve Resolution 4, 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 4, the issue of shares as listed below 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 4 it will not invalidate the issue of shares as listed below.

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 proposed allotment and issue:

<i>Resolution Number</i>	<i>Number of securities</i>	<i>Issue price of securities</i>	<i>Terms of securities issued</i>	<i>Basis for determining allottees and use of the funds raised by the issue</i>	<i>Persons to whom securities were issued</i>
4(a)	56,183  56,183  5,914	The securities were issued as part consideration for the Complete Veterinary Systems acquisition and with an agreed share issue price of \$1.395	Ordinary fully paid shares ranking equally with all ordinary fully paid shares on issue.	Allottees were entities associated with the sellers under the Complete Veterinary Systems acquisition.  No funds were raised from the issue.	Idea\$ Into Business Pty Ltd ATF Ideas into Business Trust  Bruiser Pty Ltd ATF Talinga Discretionary Trust  P.J. Gemmell Pty Ltd ATF Gemmell Family Trust
4(b)	453,914	The securities were issued as part consideration for the United Vets Group acquisition and with an agreed share issue price of \$1.307	Ordinary fully paid shares ranking equally with all ordinary fully paid shares on issue.	Allottees were entities associated with the sellers under the United Veterinary Group acquisition.  No funds were raised from the issue.	Bruiser Pty Ltd ATF Talinga Discretionary Trust
4(c)	120,328	The securities were issued as part consideration for the Upper Hutt Veterinary Clinic acquisition and with an agreed share issue price of \$1.635	Ordinary fully paid shares ranking equally with all ordinary fully paid shares on issue.	Allottees were individuals associated with the sellers under the Upper Hut Veterinary Clinic acquisition.  No funds were raised from the issue.	Raymond Peter Lord and Julie Anne Lord

All shares were issued at the volume weighted price listed above which was calculated based on NVL shares sold on the ASX for the fifteen consecutive trading days immediately prior to the issue dates.

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

#### **RESOLUTION 5 – GRANT OF SECURITIES TO TOMAS STEENACKERS UNDER THE EMPLOYEE LOAN PLAN**

Shareholders have previously approved the National Veterinary Care Employee Loan Plan, however, under ASX Listing Rule 10.14, a director of the Company may not acquire securities under the Loan Plan without shareholder approval.

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Due to market forces and as an incentive to future outperformance, the Board has offered Tomas Steenackers shares in the Loan Plan, as outlined below. The Board seeks ratification from shareholders for the provision of this benefit to the Managing Director.

The Board (with Tomas Steenackers absent and not voting) believes it is appropriate that Tomas Steenackers, Managing Director, be entitled to acquire shares under the Loan Plan. The Board believes that the Loan Plan will complete the Company's remuneration strategy for the Managing Director, which involves based remuneration (Fixed remuneration, superannuation and other benefits), a short-term incentive and a long-term incentive (Loan Plan).

The following additional information is provided to shareholders:

- (1) It is proposed that shareholders ratify the Board's decision to provide Tomas Steenackers 250,000 shares under the Loan Plan as part of his overall remuneration as Managing Director of the Company, and that this part of his remuneration will provide an incentive to participate in the future outperformance of the Company to be generated by the activities of the Managing Director.
- (2) Subject to the Loan Plan rules, shares will not generally be able to be sold or otherwise dealt with by Tomas Steenackers until the loan has been settled and the performance hurdles in below have been satisfied.

The Loan Shares will only vest to the extent that the performance hurdle as described below is satisfied.

### **Total Shareholder Returns (TSR)**

As soon as reasonably practical after the TSR Assessment Date, the Company's TSR will be assessed against the TSRs of the Benchmark Group over the TSR Assessment Period. The Company's TSR will be ranked against the TSRs of the Benchmark Group. The number of Loan Shares to subject to vesting on Vesting Date will be determined by the Company's TSR ranking compared with TSRs of the Benchmark Group, as set out below.

### **Benchmark Group**

The Remuneration Committee will determine the Benchmark Group within three months of the Listing Date. Except as set out below, the Benchmark Group will remain fixed during the TSR Assessment Period.

The Remuneration Committee will review the Benchmark Group on each anniversary of the Company's Listing Date, including the TSR Assessment Date. If a member of the Benchmark Group has been suspended for more than five days during the 12 month period, has been delisted from ASX, or is subject to a scheme of arrangement or takeover), the Remuneration Committee may remove that company from the Benchmark Group and, in its sole discretion, replace that company with a substitute company.

### **Vesting Schedule**

As soon as reasonably practical after the TSR Assessment Date, the Remuneration Committee will:

1. determine, in its sole discretion, the TSR of the Company and the TSRs of the Benchmark Group over the TSR Assessment Period;
2. rank the TSR of the Company with the TSRs of the Benchmark Group; and
3. apply the vesting schedule set out below to determine the number of Loan Shares that will vest on the Vesting Date, subject to repayment of the Loan and the terms of the Plan Rules.

<b>Percentile ranking of the Company's TSR relative to the Benchmark Group</b>	<b>Percentage of Loan Shares</b>
0 – 49 <sup>th</sup>	0%
50 <sup>th</sup>	50%
51 <sup>st</sup> – 74 <sup>th</sup>	Between 50% and 99% determined proportionately on a straight line basis, dependant on the Company's ranking within the Benchmark Group
75 <sup>th</sup> and above	100%

Any fraction of a Steenackers Share will be rounded up to the nearest whole Share.

### **Definitions**

For the purposes of the Performance Hurdles:

- **Benchmark Group** will comprise of 50 ASX-listed companies with a market capitalisation immediately above and 50 ASX-listed companies with a market capitalisation immediately below that of the Company's as at the Listing Date.
- **Loan** means the amount loaned under the Loan Agreement.
- **Listing Date** means the date that the Company's ordinary shares were first quoted on the share market operated by ASX Limited.
- **Remuneration Committee** means the Company's Remuneration Committee.
- **TSR** means Total Shareholder Returns, being (in respect of fully paid ordinary shares of the Company and each member of the Benchmark Group) capital gains plus the quantum of any dividends declared and paid over the TSR Assessment Period, where capital gains are measured on share price movement:
  - for the Company, based on the offer price for the Company's fully paid ordinary shares as set out in the Company's 2015 prospectus and the share price of the Company's fully paid ordinary shares on the TSR Assessment Date; and
  - for each member of the Benchmark Group, based on the quoted share price of the fully paid ordinary shares of that member on the Listing Date and the share price of the fully paid ordinary shares of that member on the TSR Assessment Date.
- **TSR Assessment** means the assessment undertaken by the Remuneration Committee, in its sole discretion, to determine whether the performance hurdle set out in this Invitation has been satisfied.
- **TSR Assessment Date** means the third anniversary of the Listing Date for National Veterinary Care Limited which was on 14 August 2015.
- **TSR Assessment Period** means the period of three years commencing on the Listing Date and finishing on the TSR Assessment Date.

**Vesting Date** means the date determined by the Remuneration Committee after the TSR Assessment has been completed.

Please note that the Board (with Tomas Steenackers absent and not voting) has determined that the Company will lend Tomas Steenackers sufficient funds to enable him to acquire the new shares under the Loan Plan based on a market value of \$1.00 per share.

#### Loan Plan

The Company intends to grant a limited recourse, interest free loan (Share Loan) to fund Mr Steenackers' subscription for the Steenackers Shares.

The Share Loan will:

- be for an amount not exceeding the subscription price for the Steenackers Shares;
- be fee and interest free;
- be secured against the Steenackers Shares acquired by Mr Steenackers, but Mr Steenackers will not be personally liable for the loan. In other words, in the event the Steenackers Shares are sold or bought back to repay the loan, and the sale proceeds are insufficient to cover the amount of the loan which is outstanding, the Company cannot recover the remaining amount from Mr Steenackers. Conversely, where the sale proceeds are greater than the amount of the Loan, the Company will not receive any additional repayment as Mr Steenackers will be entitled to the surplus proceeds;
- Mr Steenackers is able to repay the loan principal at any time at his discretion, provided the performance hurdles that apply to the Steenackers Shares have been satisfied or waived in accordance with the rules of the Plan; and
- have a term of five years from the date of issue of the Steenackers Shares, subject to earlier repayment in accordance with the terms of the Plan (for example, if Mr Steenackers ceases to be an employee of the Company).

Provided there is no breach of the rules of the Loan Plan that results in forfeiture, the shares which are subject of the Loan Plan shall vest to Tomas Steenackers according to the following:

- Loan Shares held by a Participant will vest, and the Participant will become able to repay the Amount Outstanding, or the relevant portion of it, upon the satisfaction of any Performance

Hurdles, and the removal or discharge of any Disposal Restrictions specified in the Invitation or in accordance with these Rules, that apply to those Loan Shares.

- (b) Performance Hurdles and Disposal Restrictions may be waived in the discretion of the Board (unless such waiver is excluded by the terms of the Loan Shares).

Loans under the Loan Plan are limited recourse in nature, which means that if at the date that the loan becomes repayable the Employee's shares are worth less than the outstanding balance of the loan, the Company cannot recover the difference from the Employee. If at the date that the loan becomes repayable the proceeds of sale of the shares exceed the total amount of the loan owing to the Company by the Employee, then subject to satisfaction of any performance hurdles, the surplus proceeds shall be paid by the Company to the Employee.

Interest will not be payable on the outstanding balance of the loan.

Under ASX Listing rule 10.15.4, the names of all Directors and/or their Associates who received securities under this plan since the last approval should be included in this notice of meeting. Shareholders should note that no other Directors and/or their Associates are entitled to participate in or have participated in this plan since it was approved.

The Directors (with Tomas Steenackers absent and not voting) recommend you vote in favour of this resolution 5 which will complete the Company's remuneration strategy for the Managing Director as described above.

Shares approved by shareholders under this plan are to be issued to Tomas Steenackers within one month of this meeting.

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## Glossary

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In the Notice and Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

<b>Associate</b>	Has the meaning given to that term by sections 12 and 16 of the Corporations Act.
<b>Associated Company</b>	Means a related body corporate (as defined in the Corporations Act) of the Company; a body corporate that has voting power (as defined in the Corporations Act) in the Company of not less than 20%; or a body corporate in which the Company has voting power of not less than 20%.
<b>ASX</b>	ASX Limited ACN 008 624 691.
<b>Board</b>	Board of Directors of the Company.
<b>Chair</b>	The chair of the Board.
<b>Company</b>	National Veterinary Care Ltd ACN 166 200 059.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Director</b>	A director of the Company from time to time.
<b>Annual General Meeting or Meeting</b>	The Annual General Meeting of Shareholders of the Company or any adjournment thereof, convened in accordance with the Notice.
<b>Listing Date</b>	The date National Veterinary Care Limited listed on the ASX – 14 August 2015.
<b>Listing Rules</b>	The listing rules of ASX, as amended from time to time.
<b>Notice or Notice of Annual General Meeting</b>	The notice of Annual General Meeting which accompanies the Explanatory Statement.
<b>Proxy Form</b>	The proxy form accompanying the Notice.
<b>Resolution</b>	A resolution set out in the Notice.
<b>Share</b>	A fully paid ordinary share in the Company.
<b>Shareholder</b>	A registered holder of a Share.



National  
Veterinary  
Care

Excellence  
in Vet Care

ACN 166 200 059

## LODGE YOUR VOTE

**ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

**BY MAIL**  
National Veterinary Care 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 National Veterinary Care 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 **11:00am on Friday, 21 October 2016 at Bellrock Broking, Level 20, 344 Queen Street Brisbane QLD 4000 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolution 3:** 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 3, 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*	
<b>2</b>	Re-Election of Dr Stephen Coles as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>4c</b>	Ratify and approve the issue of 120,328 fully paid ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3</b>	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>5</b>	Grant of securities to Tomas Steenackers under the Employee Loan Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>4a</b>	Ratify and approve the issue of 118,220 fully paid ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
<b>4b</b>	Ratify and approve the issue of 453,914 fully paid ordinary shares	<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)




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).

NVL PRX1601C



## 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](http://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 **11:00am on Wednesday, 19 October 2016**, 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](http://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](http://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

National Veterinary Care 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\*  
1A Homebush Bay Drive  
Rhodes NSW 2138  
  
or  
  
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.**