

TPI Enterprises Ltd

ACN 107 872 453

Notice of Annual General Meeting

To be held at Arnold Bloch Leibler,
Level 21, 333 Collins Street, Melbourne, Victoria
on Tuesday, 31 May 2016 at 3 pm (Melbourne time)

**TPI Enterprises Ltd
ACN 107 872 453**

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of the members of TPI Enterprises Ltd (**Company**) will be held at Arnold Bloch Leibler, Level 21, 333 Collins Street, Melbourne, Victoria on Tuesday, **31 May 2016** at 3 pm (Melbourne time) for the purpose of considering and, if thought appropriate, passing the following resolutions.

General Business

1. Receipt and Consideration of Financial Statements and Reports

To receive and consider the Financial Statements of the Company and its controlled entities for the year ended 31 December 2015, together with the Directors' Report (other than Remuneration Report) and the Independent Audit Report as set out in the Annual Report 2015.

2. Resolution 1 – Adoption of Remuneration Report (Non Binding Resolution)

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

"To adopt the Remuneration Report for the year ended 31 December 2015 as set out in the Annual Report 2015".

**Please note that Section 250R(3) of the Corporations Act 2001 (Cth) provides that the vote on this resolution is advisory only and does not bind the Directors or the Company.*

3. Resolution 2 – Re-election of Mr. Peter Robinson as a Non-Executive Director

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

"That pursuant to clause 23.10(a) of the Company's Constitution, the members of the Company approve the re-appointment of Mr. Peter Robinson as a Director of the Company who, pursuant to clause 23.10(b) is retiring by rotation and being eligible, offers himself for re-election."

Voting Entitlements

For the purpose of determining a person's entitlement to vote at the Meeting, a person will be recognised as a member and the holder of Shares if that person is registered as a holder of Shares at 7pm (Sydney time) on Sunday, 29th May 2016.

Where two proxies are appointed, each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes, each proxy may exercise half of the votes (in which case any fraction of votes will be disregarded).

The proxy form (and the power of attorney or other authority, if any, under which a proxy form is signed) must be completed and returned to the Company no later than 3 pm (Melbourne time) on Sunday, 29th May 2016 by one of the following methods:

(a) Online:

www.linkmarketservices.com.au (instructions of how to do this is on the Proxy form)

(b) By Mail:

TPI Enterprises Ltd
C/-Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

(c) By FAX:

+61 2 9287 0309

(d) By Hand (business hours only 9.00 AM to 5.00 PM, Monday to Friday):

delivering it to Link Market Services Limited
Level 1, 333 Collins Street
Melbourne Vic 3000

Any proxy form received after that time will not be valid for the scheduled meeting.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the *Corporations Act 2001* (Cth) (**Corporations Act**). A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation. The proxy may, but need not, be a member of the Company. A proxy form is included with this Notice of Meeting.

Statement Regarding Undirected Proxies

As disclosed on the proxy form and the Explanatory Notes which accompany this Notice of Meeting, it is the intention of the Chairman of the Meeting to vote all available proxies in favour of all resolutions. Pursuant to the Corporations Act and the ASX Listing Rules the proxy form is required to contain certain disclosures regarding the voting intentions of the Chairman regarding undirected proxies.

Members are advised to read the proxy form and Explanatory Notes carefully.

Corporate Representatives

Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chairman of the Meeting) a natural person to act as its representative at the Meeting.

By order of the Board:

A handwritten signature in black ink, appearing to read 'R McPherson', followed by a stylized flourish or scribble.

Roger McPherson
Company Secretary
27 April 2016

TPI Enterprises Ltd
ACN 107 872 453

Explanatory Notes

These Explanatory Notes have been prepared to provide members with information to assist their assessment of the merits of the resolutions contained in the accompanying notice of the TPI Annual General Meeting (**AGM**) to be held at Arnold Bloch Leibler, Level 21, 333 Collins Street, Melbourne, Victoria on Tuesday, **31 May 2016** at 3 pm (Melbourne time).

1. Receipt and Consideration of Financial Statements and Reports

Section 317 of the Corporations Act requires the Financial Report, the Directors' Report (other than the Remuneration Report) and the Auditor's Report for the year ended 31 December 2015 to be laid before the AGM. There is no requirement either in the Corporations Act or in the Company's Constitution for members to approve these reports (other than the Remuneration Report which forms part of the Directors' Report). Members will have a reasonable opportunity at the meeting to ask questions and comment on these reports and on the Company's business and operations.

Members should note that the Financial Statements and Reports will be received in the form presented. It is not the purpose of the meeting that the Financial Statements and Reports be accepted, rejected or modified in any way and accordingly there will be no formal resolution put to the meeting.

2. Resolution 1 - Adoption of Remuneration Report (Non-binding Resolution)

The Remuneration Report, which explains the Board's policies in relation to the nature and level of remuneration paid to Directors and senior management ("**Key Management Personnel**" or "**KMP**") of the Company and which sets out remuneration details for each KMP, forms part of the Directors' Report on pages 9 to 12 (inclusive) of the Financial Report for the year ended 31 December 2015 which is available on the Company's website at www.tpienterprises.com. If requested a printed copy of the Financial Report has been sent to members with this Notice of Meeting and Explanatory Notes.

The Remuneration Report:

- explains the Board's policies in respect of the nature and level of remuneration paid to each KMP of the Company;
- makes clear that remuneration is linked to performance of key executives and the Company overall;
- sets out the remuneration details for each KMP; and
- makes clear that the basis for remunerating Non-Executive Directors is distinct from the basis for remunerating executives and Executive Directors.

As required under section 250R(2) of the Corporations Act, a resolution will be put to members to adopt the Remuneration Report. Members should note that the vote on this resolution is advisory only and is not binding on the Board or the Company. Members will be given the opportunity to ask questions about or make comments on the Remuneration Report.

Under reforms to the Corporations Act which apply to the AGM, if 25% or more of the votes cast on this Resolution are against adoption of the Remuneration Report, the Company will be required to consider, and report to members on, what action (if any) has been taken to address members' concerns at the 2016 AGM. Depending on the outcome of voting at the 2016 AGM on the Company's Remuneration Report, members may be required to consider a resolution to call another general meeting in accordance with the Corporations Act at which the Directors who held office at the date of the Directors' Report (excluding the Managing Director) will be required to seek re-election.

The Directors unanimously recommend members vote in favour of adopting the Remuneration Report, the subject of Resolution 1.

In accordance with the Corporations Act, a member of the Company's KMP and closely related parties of a KMP, whose remuneration is included in the Remuneration Report, will not be eligible to vote on Resolution 1, except if the person:

- (a) votes as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; **and**
- (b) the vote is not cast on behalf of a person who is KMP or a closely related party of a KMP.

The Chairman in his capacity as proxy holder intends to vote all undirected proxies in favour of this Resolution 1.

3. Resolution 2 – Re-election of Mr. Peter Robinson as a Non-Executive Director

Clause 23.10(a) of the Constitution of the Company provides that an election of Directors, except the Managing Director must be held each year. Clause 23.10(b) provides that no Director, except the Managing Director, may hold office for a period in excess of 3 years, or beyond the third AGM following the Director's election, whichever is the longer, without submitting himself or herself for re-election. Clause 23.10(d) provides that if in any year there is no Director who is required to submit for re-election pursuant to clause 23.10(b), the Director to retire by rotation at that annual general meeting will be the Director who has been longest in office.

Mr. Robinson was appointed to the Board in February 2013 and Mr. Barlow was appointed to the Board in June 2015. In accordance with Clause 23.10 of the Constitution of the Company, one of the Non-Executive Directors (Messrs Robinson and Barlow) must retire at this AGM. Peter Robinson, being the longest serving, since last elected, has agreed to retire, is eligible for re-election and has submitted himself for re-election at the TPI 2015 AGM.

A summary of Mr. Robinson's experience, qualifications and background is provided on page 8 of the Company's 2015 Financial Report, a copy of which is available on the ASX website (www.asx.com.au) or at <http://tpienterprises.com/investors>.

The Directors (in the absence of Mr. Robinson) unanimously recommend that members vote in favour of the re-election of Mr. Robinson.

The Chairman in his capacity as proxy holder intends to vote undirected proxies in favour of this Resolution 2.

Further information

The Directors recommend members read these Explanatory Notes in full and, if desired, seek advice from their own independent financial or legal adviser as to the effect of the proposed resolutions before making any decision in relation to the proposed resolutions.



LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
TPI Enterprises Ltd
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 1, 333 Collins Street, Melbourne VIC 3000; or
1A Homebush Bay Drive, Rhodes NSW 2138; or
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 TPI Enterprises Ltd 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

STEP 1

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 **3:00pm on Tuesday, 31 May 2016 at Arnold Bloch Leibler, Level 21, 333 Collins Street, Melbourne, Victoria (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 1: 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 1, 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*
1 Adoption of Remuneration Report (Non Binding Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr. Peter Robinson as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2



* 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).

STEP 3



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:

- (a) 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
- (b) 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 **3:00pm on Sunday, 29 May 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

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 MAIL

TPI Enterprises Ltd
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 1, 333 Collins Street
Melbourne VIC 3000

or

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.**