

**Boom Logistics Limited**  
**ACN 095 466 961**  
**Notice of Annual General Meeting**

**NOTICE is given** that the Annual General Meeting (**AGM or Meeting**) of Boom Logistics Limited (ACN 095 466 961) (the **Company**) will be held at 11:00am (AEDT) at the offices of Baker & McKenzie, Level 19, 181 William Street, Melbourne, Victoria 3000 on Tuesday, 27 October 2015 to consider the items of business set out below.

The Explanatory Memorandum accompanies and forms part of this Notice of Meeting. This document provides additional information on matters to be considered at the meeting and should be read in its entirety.

If you are unable to attend the meeting please complete and return the enclosed proxy form in accordance with the specified instructions.

Members can submit questions they would like raised at the AGM using the form included with this Notice of Meeting. We will respond to the more frequently asked questions at the AGM in the Chairman's and Managing Director's addresses, but as you would appreciate, we will not be able to respond to questions individually. Members will have an opportunity to ask questions of the Board and the Auditor at the AGM.

**1. ORDINARY BUSINESS**

**Item 1 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 2015.

No vote of members is required on the Financial Statements and Reports.

**Item 2 Re-election of Director**

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

*“That Rodney John Robinson, who retires by rotation under rule 5.1 of the Company's Constitution, and being eligible, be re-elected as a Director of the Company.”*

**Chairman's voting intention**

If you intend to appoint the Chairman of the Meeting as your proxy, you can direct him how to vote by either marking the boxes for Item 2 (for example, if you wish to vote against or abstain from voting), or you can give the Chairman your express authority to vote your proxy in accordance with the Chairman's intention set out below.

As Mr Robinson is standing for re-election, Mr Francis will chair the meeting for this item. The Chairman of the Meeting intends to vote all available proxies in **favour** of this resolution.

In considering this resolution, the attention of members is drawn to the qualifications and work experience of Mr Robinson as set out in the attached Explanatory Memorandum.

## 2. SPECIAL BUSINESS

### Item 3 Adoption of Remuneration Report

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

*“That the Remuneration Report for the year ended 30 June 2015 be adopted.”*

The vote on this resolution is advisory only and does not bind the Directors or the Company.

In considering this resolution, the attention of members is drawn to the following matters, as further set out in the Remuneration Report:

- At the CEO & Managing Director’s own request, as of 1 July 2014, the fixed annual remuneration of the CEO & Managing Director was reduced by 10%.
- Restructure of the KMP roles in FY2015 and during FY2016 will result in an expected cost savings of circa. \$1.1 million per annum from FY2016.
- There have been no short term incentive payments made to KMP in relation to FY2013 and FY2014. The short term incentive plan was suspended for all KMP in FY2015.
- All shares allocated to KMP under the Long Term Incentive Plan have not met their vesting conditions when they have reached their vesting dates.
- Remuneration of Non-executive Directors has remained unchanged since 2007.

### Voting Exclusion Statement for Item 3

The *Corporations Act 2001* (**Corporations Act**) restricts members of the key management personnel (**KMP**) which comprises the Directors and the other persons disclosed as KMP in the Remuneration Report and their Closely Related Parties from voting on the resolution in Item 3.

“Closely Related Party” is defined in the Corporations Act and includes a spouse, dependants and certain other close family members, as well as companies controlled by a member of the KMP.

The Company will disregard any votes cast (in any capacity) on the resolution in Item 3 by or on behalf of:

- members of the KMP; and
- Closely Related Parties of those persons,

unless the vote is cast:

- as proxy for a person entitled to vote on Item 3 in accordance with a direction on the proxy form; or
- as proxy for a person entitled to vote on Item 3 by the Chairman of the Meeting where he has been expressly authorised to exercise the proxy (even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP).

### **What this means for shareholders:**

If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure you direct them how to vote on the resolution in Item 3.

### **Chairman's voting intention**

If you intend to appoint the Chairman of the Meeting as your proxy, you can direct him how to vote by either marking the boxes for Item 3 (for example, if you wish to vote against or abstain from voting), or you can give the Chairman your express authority to vote your proxy in accordance with the Chairman's intention set out below.

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

## **Item 4 Grant Share Units to the Managing Director**

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

*"That approval be given for all purposes, including ASX Listing Rule 10.14, for the grant of Share Units to the Managing Director, Mr Brenden Mitchell, in accordance with the terms of the Boom Logistics Limited Long Term Incentive Plan and on the terms summarised in the Explanatory Memorandum."*

It should be noted that in accordance with these terms, vesting, and accordingly any benefits to Mr Mitchell, requires a minimum 13% ROCE (Return on Capital Employed, as defined in the Explanatory Memorandum) at the end of the three year vesting period in 2018.

### **Voting Exclusion Statement for Item 4**

The Corporations Act restricts members of the KMP of the Company and their Closely Related Parties from voting on the resolution in Item 4 in certain circumstances. In addition, a voting restriction applies in respect of this item of business under the ASX Listing Rules.

The Company will disregard any votes cast on the resolution in Item 4 by Mr Brenden Mitchell, or any of his associates, as well as any votes cast as a proxy on this item by a member of the KMP or a KMP's Closely Related Party.

However, the Company need not disregard a vote if it is cast:

- as proxy for a person entitled to vote on Item 4 in accordance with a direction on the proxy form; or
- as proxy for a person entitled to vote on Item 4 by the Chairman of the Meeting where he has been expressly authorised to exercise the proxy (even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP).

### **What this means for shareholders:**

In accordance with the voting exclusion set out above, members of the KMP are not permitted to vote undirected proxies on the resolution in Item 4.

If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Item 4.

### **Chairman's voting intention**

If you intend to appoint the Chairman of the Meeting as your proxy, you can direct him how to vote by marking the boxes for Item 4 (for example if you wish to vote against or abstain from voting), or you can give him your express authority to vote your proxy in accordance with the Chairman's intention set out below.

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

### **3. PROXIES AND VOTING**

#### **Required majority**

Ordinary resolutions will be passed if more than 50% of the votes cast by shareholders entitled to vote on the resolution are cast in favour of the resolution.

The vote on each resolution will be decided on a show of hands or a poll as determined by the Chairman of the meeting, subject to any requirements of the Corporations Act and the Company's Constitution.

On a resolution determined by a show of hands, each shareholder present in person or by proxy has one vote. On a resolution determined by a poll, each shareholder present in person or by proxy has one vote for each fully paid ordinary share held.

#### **Appointment of proxy**

If you are unable to attend the Meeting, you are encouraged to appoint a proxy to attend and vote on your behalf. If you wish to appoint a proxy, please complete the enclosed form of proxy.

Please note the following in relation to the appointment of a proxy:

- A member who is entitled to attend and vote at this Meeting may appoint any person as his or her proxy to attend and vote for the member at the meeting.
- A member may specify the way in which the proxy is to vote on the resolution or may allow the proxy to vote at his or her discretion. However, the Corporations Act restricts the Company's KMP and their Closely Related Parties from voting on Items 3 and 4 in certain circumstances. "Closely Related Party" is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP. If you wish to appoint a member of the KMP (which includes each of the Directors and the Chairman) as your proxy, please read the voting exclusions in this Notice and the proxy form carefully. Shareholders are encouraged to direct their proxies how to vote.
- If a member intends to appoint a member of the KMP as proxy, the member must ensure the proxy is directed how to vote on Items 3 and 4 (ie. indicating whether the member wishes to vote for, against or abstain from voting).
- If a member intends to appoint the Chairman of the Meeting as proxy, the member can direct him by marking the boxes (ie. indicating whether the member wishes to vote for, against or abstain from voting). Alternatively, the member can choose to not mark any of the boxes, and by signing and submitting the proxy form, the member will be giving the Chairman the

member's express authority to vote in accordance with the Chairman's intentions.

- The Chairman currently intends to vote in **favour** of Items 2, 3 and 4. If there is a change to how the Chairman intends to vote undirected proxies, the Company will make an announcement to the market.
- Any directed proxies that are not voted on a poll at the meeting will automatically default to the Chairman of the Meeting who is required to vote proxies as directed.
- If a member is entitled to cast two or more votes at the Meeting, the member may appoint two proxies to attend on the same occasion. If two proxies are appointed and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the member's votes. On a show of hands, a proxy holder may not vote if more than one proxy holder attends the Meeting and on a poll, each proxy may only exercise votes in respect of those shares or voting rights the proxy represents.
- The appointment of the proxy may specify the proportion or number of votes that the proxy may exercise.
- A proxy need not be a member of the Company and can be either an individual or a body corporate. If a member appoints a body corporate as a proxy, that body corporate will need to ensure that it:
  - appoints an individual as its corporate representative to exercise its powers at the meeting in accordance with section 250D of the Corporations Act; and
  - provides satisfactory evidence of the appointment of its corporate representative prior to the commencement of the Meeting.

If such evidence is not received before the commencement of the Meeting, then the body corporate (through its representative) will not be permitted to act as proxy.

- If a proxy is given by a corporation, a form of proxy must be executed in writing under the common seal of the corporation or otherwise in accordance with section 127 of the Corporations Act or signed by an attorney.
- If a proxy is given by a natural person, a form of proxy must be executed under the hand of that person or that person's attorney.
- A form of appointment of proxy is enclosed. To be effective, the document appointing the proxy holder (and if the appointment is signed or executed by the appointer's attorney, the authority under which the appointment was signed or a certified copy of the authority), must be received by the Company at least 48 hours before the scheduled time for the Meeting, that is by 11:00am (AEDT) on Sunday, 25 October 2015.
- The documents will be received by the Company when they are received at the Share Registry at Computershare Investor Services Pty Limited, 452 Johnston Street, Abbotsford, Victoria 3067 or fax number 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) or on-line at [www.investorvote.com.au](http://www.investorvote.com.au) using your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and your allocated Control Number as shown on your proxy form.
- **Custodian voting** - For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

### **Persons entitled to vote**

Under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the AGM will be as it appears in the share register at 7:00pm (AEDT) on Sunday, 25 October 2015. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

### **Corporate Representatives**

A body corporate, which is a member, may appoint an individual (by certificate executed in accordance with section 127 of the Corporations Act or in another manner satisfactory to the Chairman of the Meeting) as a representative to exercise all or any of the powers the body corporate may exercise at the Meeting. The appointment may be a standing one. The representative must bring a formal notice of appointment with him or her to the Meeting.

### **Necessary information**

Information relevant to each resolution is set out in the attached Explanatory Memorandum which forms part of this Notice of Meeting to members.

**By order of the Board.**



**Malcolm Ross**  
**General Counsel & Company Secretary**  
Melbourne  
11 September 2015

# Explanatory Memorandum

## Information specific to each resolution

Shareholder approval of resolutions is required for the purposes of the ASX Listing Rules and the *Corporations Act 2001* (Cth) (the **Corporations Act**). This Explanatory Memorandum has been prepared to provide you with material information to enable you to make an informed decision in relation to the business to be conducted at the AGM of the Company.

### 1. Ordinary business

#### Item 1 Financial Statements and Reports

The Corporations Act requires:

1. the reports of the Directors and Auditors; and
2. the Annual Report, including the financial statements of the Company for the fiscal year ended 30 June 2015;

to be laid before the AGM. Neither the Corporations Act nor the Constitution require a vote of members on the reports or statements. However, shareholders will be given a reasonable opportunity to ask questions about or make comments on the management of the Company.

A reasonable opportunity will also be given to members as a whole at the meeting to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audit.

#### Obtaining a copy of the Annual Report 2015

The Annual Report 2015 will be sent to members in hard copy or electronic copy (if the member has nominated that means as one by which the member may be notified). If you would like to receive a hard copy of the Annual Report 2015 free of charge you can contact Lauren Gannon by email at [lgannon@boomlogistics.com.au](mailto:lgannon@boomlogistics.com.au) or on +61 3 9207 2530. Alternatively, the Annual Report 2015 is available on-line at [www.boomlogistics.com.au](http://www.boomlogistics.com.au)

#### Item 2 Re-election of Director

##### Re-election of Director

In accordance with Article 5.1 of the Company's Constitution and ASX Listing Rule 14.4, no Director who is not the Managing Director may retain office without re-election beyond the third Annual General Meeting following the meeting at which the Director was last elected or re-elected.

Mr Robinson is required to retire by rotation at this Annual General Meeting, and being eligible, offers himself for re-election.

Further information in relation to Mr Robinson is set out below.

**Rodney John Robinson**

**Age: 71**

Mr. Rodney John Robinson is the Company's non-executive Chairman and has served on the Board since his appointment on 15 November 2002. The Board considers Mr Robinson to be an independent director.

Mr. Robinson was formerly Managing Director and CEO of Ashton Mining Limited. Mr. Robinson is Chairman of Boom Logistics' Nomination & Remuneration Committee, Risk Committee and the Health, Safety, Environment & Quality Committee. Mr Robinson is a member of the Audit Committee.

During the past three years, Mr. Robinson has not held any ASX listed public company directorships other than Global Mining Investments Limited (resigned on 20 May 2013).

*The Board (other than Mr Robinson) unanimously recommends that members vote in **favour** of the resolution to re-elect Mr Robinson.*

As Mr Robinson is standing for re-election, Mr Francis will chair the meeting for this item. The Chairman intends to vote all available proxies in **favour** of this Resolution.

## **2. Special Business**

### **Item 3 Adoption of Remuneration Report**

As part of the Annual Report provided to all members, a Remuneration Report is required to be included which sets out details of the remuneration for each of the key management personnel (**KMP**) of the Company which includes all Directors. In addition, the Remuneration Report must describe Board policy in respect of remuneration and its relationship to the Company's performance and provide a detailed summary of any relevant performance conditions, why those particular conditions were chosen, and how performance is measured against them.

Under the resolution in Item 3, the Company is seeking member approval of the adoption of the Remuneration Report by the Company. The outcome of this resolution is advisory only, and is not binding on the Company or the Board.

The Chairman will allow a reasonable opportunity for members to ask questions about, or make comments on, the Remuneration Report.

*The Board unanimously recommends that members vote in **favour** of adopting the Remuneration Report.*



The Chairman of the Meeting intends to vote all available proxies in **favour** of this Resolution.

#### Item 4 Grant of Share Units to Managing Director

##### Key definitions

**Grant of share units:** *Share units given by the Company to an individual **conditional upon** the achievement of performance targets by that individual. At the time of granting, the individual does not have legal ownership of the share units.*

**Vesting of share units:** *To confer on an individual the legal ownership of the share units previously granted to them **only if** the performance targets have been achieved by that individual.*

**2014 Share Units:** The performance condition for the 2014 grant of Share Units will be tested at the end of the three year period prior to vesting, measured from the commencement of the 2015 financial year (i.e. 1 July 2014) and ending on 30 June 2017. To avoid any doubt, these units have previously been issued and approval is not being sought for their issue.

**2015 Share Units:** The performance condition for the 2015 grant of Share Units will be tested at the end of the three year period prior to vesting, measured from the commencement of the 2016 financial year (i.e. 1 July 2015) and ending on 30 June 2018.

##### Background

The Company's Long Term Incentive Plan (**the Plan**) is an incentive system designed to improve long-term performance by providing incentives to Senior Management that are tied to the Company's performance. Under the Plan, the Company must achieve performance outcomes that lead to increasing shareholder value. If the performance outcomes are achieved, then the Senior Managers are given share units in the Company.

The Company uses Return on Capital Employed (**ROCE**) to measure performance. This both reflects the capital intensive nature of Boom's business and is designed to give shareholders an appropriate return on capital employed over the three year period. A good ROCE performance at the end of the 3 year period will ensure that shareholders benefit from significant share price improvement and dividends. ROCE is defined as Trading Earnings before Interest Expense & Tax / (Average Capital Employed less Goodwill). Average Capital Employed is calculated with reference to the opening and closing balances of the financial year.

A performance condition based on the growth in the Company's Total Shareholder Return (**TSR**) over the performance period has not been deemed appropriate. The Company has not performed to its full potential through the trough in the

economic cycle and the recent changes in market conditions and as a result, any market based measure of performance, such as TSR, will set too low a target.

### **How performance is measured**

As noted above, the Company's performance is measured with reference to ROCE.

For the share units to vest, the Company's ROCE must be equal to or greater than 13% at the end of a three year performance period. That is, Senior Management only receive share units granted in 2015 at the end of three years (2018) if a target ROCE of 13% or greater is achieved. If this target is not achieved the share units are forfeited. By way of reference, the ROCE achieved by the Company in prior years was negative 2.0% (year ended 30 June 2015) and positive 3.8% (year ended 30 June 2014).

### **Performance outcome of the 2012 grant of share units**

The share units granted to Senior Management in 2012 will not meet the performance threshold and they will not vest.

### **Grant of share units and performance condition**

Item 4 seeks shareholder approval for the grant of Share Units to Mr Brenden Mitchell, Managing Director of the Company, pursuant to the Plan, and otherwise on the terms and conditions set out in this Notice of Meeting.

The proposed grant of Share Units in 2015 is subject to shareholder approval and will be granted shortly after the AGM. The Share Units will be granted no later than 12 months after the AGM.

The value of the Share Units to be granted to Mr Mitchell in 2015 will be equivalent to 45% of Mr Mitchell's fixed annual remuneration, being a sum of \$303,750. The number of Share Units to be granted to Mr Mitchell will be calculated by dividing the sum of \$303,750 by the allocation price for each Share Unit (**Allocation Price**), as determined by the Board. Under the Plan rules, the Allocation Price is the Volume Weighted Average Price (**VWAP**) of the share units in the Company as quoted on ASX for the 5 trading days prior to the date of grant of the Share Units. Notwithstanding the actual VWAP calculation, it has been agreed that the Allocation Price will be a minimum of 12¢ per Share Unit. This means that the number of Share Units that may be granted to Mr Mitchell may be less than (but not more than) the number that would otherwise be granted pursuant to the Plan rules.

ASX Listing Rule 10.15 requires that the maximum number of Share Units that may be acquired by Mr Mitchell pursuant to the approval in Item 4 be specified in this Notice of Meeting. It is proposed that Mr Mitchell be awarded a total of up to 2,531,250 Share Units in accordance with the Plan.

Each Share Unit will entitle Mr Mitchell to receive one share in the Company, subject to the relevant performance condition being satisfied and the Share Unit vesting.

As noted above, the Share Units will only vest if the relevant performance condition is satisfied. The performance condition for the 2015 grant of Share Units will be tested at the end of the three year performance period prior to vesting, measured from the commencement of the 2016 financial year (i.e. 1 July 2015) and ending on 30 June 2018.

It should be noted that in accordance with these terms, vesting, and accordingly any benefits to Mr Mitchell, requires a minimum 13% ROCE at the end of the three year vesting period in 2018.

The performance condition for Mr Mitchell's grant is based on the growth in the Company's ROCE over the performance period. If the Company's ROCE is equal to or greater than 13% at the end of the performance period, all Share Units will vest. This both reflects the capital intensive nature of Boom's business and is designed to give shareholders an appropriate return on capital employed over the three year period. A return of 13% or greater at the end of the 3 year period will ensure that shareholders benefit from significant share price improvement and dividends.

### ***Other information***

- (a) The Managing Director is entitled to share units equivalent in value to 45% of his fixed annual remuneration only if the performance condition is met. Consequently, these share units are purchased by the Employee Share Trust (EST) at the commencement of the performance period each year and sit in trust in the name of the Managing Director until his entitlement to the share units can be determined. In the case of this proposed grant of Share Units, Mr Mitchell's entitlement to these share units will be determined once the financial results for the year ending 30 June 2018 are finalised. Therefore, in effect, these share units are purchased by the EST on behalf of the Managing Director by an interest free non-recourse loan. The share units are purchased and placed into trust at the start of the performance period. At the end of the performance period, if the performance condition is met, the share units vest at no cost to the Managing Director. If the performance hurdle is not met, the share units do not vest and the Managing Director receives no share units.
- (b) At the Company's AGM held on 22 October 2014, the members approved the issue of up to 2,025,000 Share Units to Mr Mitchell under the Company's EST. Following that meeting, the Company issued 2,025,000 Share Units at an issue price of \$0.15 per Share Unit to Mr Mitchell under the Company's EST.
- (c) If members approve the resolution in Item 4, the Company will instruct the Trustee of the EST to allocate ordinary share units for the benefit of Mr Mitchell as described above.
- (d) Vesting of the Share Units will be determined at the end of the performance period in 2018, following the announcement of the Company's results for the 30 June 2018 financial year and testing of the performance condition.
- (e) It is expected that the Trustee will allocate the share units for the benefit of Mr Mitchell within 90 days of obtaining member approval of the resolution in Item 4. In any event, any ordinary share units allocated with the benefit of this approval will be issued before the first anniversary of this Meeting.
- (f) As at the date of this Notice of Meeting, Mr Mitchell is the only person referred to in ASX Listing Rule 10.14 entitled to participate in the EST.

### **Key terms of the Plan**


- (a) The Board will administer the Plan in accordance with the terms of the Governing Deed (**Terms**) (and any other terms prescribed by the Board for the operation of the Plan which are consistent with the Terms). The Board may from time to time suspend operation of, or cancel, the Plan. The suspension or cancellation of the Plan will not prejudice the existing rights of Participating Employees.
- (b) Subject to the ASX Listing Rules and to specified restrictions in the Terms, the Company may at any time by written instrument or by resolution of the Board, amend all or any of the provisions of the Terms, and make amendments to the Terms, or structure of an offer, as they apply in respect of foreign jurisdictions where such amendments would be appropriate for tax purposes, as determined by the Board.
- (c) The Company has established the Boom Logistics Limited Employee Share Trust (**EST**). The Trustee is Boom Logistics Employee Share Plan Pty Ltd. The beneficial interest in the EST is divided into Share Units.
- (d) The Company makes contributions of share units or advances money in lieu of share units to the EST. Application monies received and accepted by the Trustee must be used to exclusively acquire share units in the Company and allocate those to Share Units in the EST.
- (e) The Company has discretion to determine which employees are invited to apply to the Trustee for Share Units (**Eligible Employee**). Employees who may be invited to participate in the EST are those who are in permanent employment with the Company or an Associated Company and includes any Director holding salaried employment. The Company has absolute discretion to determine the number of Share Units to be issued to an Eligible Employee.
- (f) In the case of an offer of Share Units with respect to unissued share units in the Company, the number of share units when aggregated with the number of share units in the same class issued during the previous 5 years pursuant to the EST or any other employee share plan of the Company must not exceed 5% of the total number of issued share units in that class of the Company as at the time of the offer.
- (g) All share units will rank pari passu in all respects with the other ordinary share units of the Company from the date of issue.
- (h) In general, vesting requires that Participating Employees remain in full time employment with the Company over the performance period.
- (i) At the time Participating Employees wish to redeem or encash their holding, Bonus Share Units are issued by the Trustee if necessary to enable full share value to be received including any growth over the holding period. The Company's contribution is limited to the annual issue of ordinary share units in the Company.
- (j) The Share Units provided to Share Unit Holders have substantially the same rights as if the Share Unit Holders were the legal owners of the Share Units, including the rights to:


- direct the Trustee how the voting rights attached to the Share Units shall be exercised, however the Trustee will vote on behalf of the EST not individuals in the EST; and
  - receive the income derived from the share units including dividends declared in respect of the share units.
- (k) Any entitlement to Share Units which have not vested will be forfeited if Participating Employees resign from employment with the Company or, in general, where they cease employment for any other reason.
- (l) In general, the Share Units are not transferable.
- (m) In the event of a takeover, scheme of arrangement or other change of control as determined by the Board in respect of the Company, Share Units may vest at the discretion of the Board.
- (n) The Share Units of Participating Employees who cease employment in special circumstances may vest at the discretion of the Board.
- (o) The Share Units will vest if the relevant performance condition is satisfied.

*The Board (other than Mr Mitchell) unanimously recommend that members vote in favour of this resolution.*

The Chairman of the Meeting intends to vote all available proxies in **favour** of this Resolution.

## Lodge your vote:

 **Online:**  
www.investorvote.com.au

 **By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) www.intermediaryonline.com

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

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MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form

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### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



### Your access information that you will need to vote:

**Control Number: 999999**

**SRN/HIN: I9999999999 PIN: 99999**

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 11:00am (AEDT) Sunday, 25 October 2015**

### 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 or abstain as they choose (to the extent permitted by law). 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 help tab, "Printable 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** →

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**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

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# 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 Boom Logistics 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 Boom Logistics Limited to be held at the offices of Baker & McKenzie, Level 19, 181 William Street, Melbourne, Victoria on Tuesday, 27 October 2015 at 11:00am (AEDT) 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 Items 3 and 4 (except where I/we have indicated a different voting intention below) even though Items 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 3 and 4 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
Item 2	Re-election of Director Rodney John Robinson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Grant Share Units to the Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## 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 \_\_\_\_ / \_\_\_\_ / \_\_\_\_

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L O G I S T I C S

L I M I T E D

ABN 28 095 466 961



## Questions from Shareholders

The Annual General Meeting (AGM) of Boom Logistics Limited will be held at Baker & McKenzie Lawyers, Level 19, 181 William Street, Melbourne Victoria 3000 on Tuesday, 27 October 2015 at 11.00am (AEDT).

Shareholders are invited to register questions in advance of the AGM.

Your questions are important to us. Please use this form to submit any questions concerning the Company that you would like us to respond to at the AGM and return it by either email or fax:

Email: [lgannon@boomlogistics.com.au](mailto:lgannon@boomlogistics.com.au)

Fax: +61 3 9207 2400

We will respond to as many of the frequently asked questions as possible at the AGM in addition to any other questions which may be raised at the AGM.

If your question is directed to the Company's Auditor, you must submit this form to the Company no later than the fifth business day before the date of the AGM, being Tuesday, 20 October 2015.

Shareholder's Name

SRN/HIN

Question/s

Please tick  if it is a question directed to the Auditor

1.

2.

3.

4.

5.