

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 KPMG Theatrette 147 Collins Street, Melbourne, Victoria 3000 on Thursday, 27 October 2016 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 2016.

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

Item 2 Re-election of Director – Mr Terence A Hebiton

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

“That Terence A Hebiton, 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 for, 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.

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

Item 3 Election of Director – Mr Maxwell John Findlay

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

“That Maxwell John Findlay, who retires in accordance with rule 8.2 of the Company's Constitution, and being eligible be 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 3 (for example, if you wish to vote for, 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 Findlay is standing for 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 Findlay as set out in the attached Explanatory Memorandum.

2. SPECIAL BUSINESS

Item 4 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 2016 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.

The Company recorded a First Strike at the Annual General Meeting held on 27 October 2015 (**2015 AGM**). Shareholders informed the Company of a number of concerns in the lead up to the 2015 AGM and following the meeting. In response to the feedback and general points made, the Board undertook the following measures:

- Revision of the group's Executive Remuneration Framework to improve alignment with shareholder expectations for a return on investment.
- Appointment of an additional non-executive director to the Board. Mr Max Findlay was appointed on 18 July 2016 as Director and Chairman-elect.
- Execution of on-going business improvement plan to deliver growth and an adequate return to shareholders within a reasonable timeframe.

The Board is confident these measures will address the concerns of shareholders.

Voting Exclusion Statement for Item 4

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 4.

“**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 4 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 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:

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 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 either marking the boxes for Item 4 (for example, if you wish to vote for, 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 5 Grant of Rights and Options to the Managing Director

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

*"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, **approval** be given for the issue of the following Rights and Options to the Managing Director under the Company's Executive Remuneration Plan on the terms summarised in the Explanatory Memorandum:*

- (a) The issue of Rights to the Managing Director up to a maximum value of \$202,500 in relation to the Salary Sacrifice Rights Plan from the date of approval up to 31 October 2017;*
- (b) The issue of Rights to the Managing Director up to a maximum value of \$135,000 in relation to the deferred component of the FY17 Short Term Incentive Plan; and*
- (c) The issue of a maximum of 7,408,536 Options to the Managing Director in relation to the FY17 Long Term Incentive Plan."*

Voting Exclusion Statement for Item 5

The Corporations Act restricts members of the KMP of the Company and their Closely Related Parties from voting on the resolution in Item 5 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 5 by or on behalf of Mr Brenden Mitchell, or any of his associates (regardless of the capacity in which the vote is cast), as well as any votes cast as a proxy on this item by a member of the KMP on the date of this AGM 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 5 in accordance with a direction on the proxy form; or
- as proxy for a person entitled to vote on Item 5 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 5.

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 5.

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 5 (for example if you wish to vote for, 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. CONTINGENT BUSINESS

Item 6 Holding a Spill Meeting

Condition for Item 6: Item 6 will only be considered at the meeting if at least 25% of the votes cast on Item 4 (Adoption of Remuneration Report) are 'against' the adoption of the Remuneration Report. The Explanatory Memorandum further explains the circumstances in which Item 6 will be put to the Meeting.

If the condition described above is satisfied, to consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That, subject to and conditional on at least 25% of the votes cast on Item 4 being cast against the adoption of the Remuneration Report:

- (a) An extraordinary general meeting of the Company's members be held within 90 days of the date of the 2016 Annual General Meeting (the "**Spill Meeting**");*
- (b) each of Terrence Charles Francis, Terence Alexander Hebiton* and Maxwell John Findlay* cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting."*

**This assumes Messrs Hebiton and Findlay are elected in Items 2 and 3 at the AGM. In addition, Mr Robinson has informed the market of his intention to retire as a Director of the Board prior to the AGM on a date to be determined.*

Voting Exclusion Statement for Item 6

The Corporations Act restricts members of the KMP which comprises the Directors and the other persons disclosed as KMP in the Remuneration Report and their Closely Related Parties from voting in relation to Item 6.

The Company will disregard any votes cast (in any capacity) on the resolution in Item 6 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 6 in accordance with a direction on the proxy form; or
- as proxy for a person entitled to vote on Item 6 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 6.

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 6 (for example, if you wish to vote for, against or abstain from voting), or you can give the Chairman your express authority to vote in accordance with the Chairman's intention set out below.

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

4. 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 4, 5 and 6 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 4, 5 and 6 (i.e. 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 (i.e. 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, 4 and 5 and **against** Item 6. 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 Tuesday, 25 October 2016.
- 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 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 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 Tuesday, 25 October 2016. 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
Company Secretary
 Melbourne
 23 September 2016

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 Financial Report;
2. the Directors' Report; and
3. the Auditor's Report on the Financial Report for the fiscal year ended 30 June 2016

to be laid before the AGM. Neither the Corporations Act nor the Constitution requires 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 2016

The Annual Report 2016 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 2016 free of charge you can contact Lauren Gannon by email at lgannon@boomlogistics.com.au or on +61 3 9207 2530. Alternatively, the Annual Report 2016 is available on-line at www.boomlogistics.com.au

Item 2 Re-election of Director – Terence Alexander Hebiton

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 Hebiton 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 Hebiton is set out below.

Terence Alexander Hebiton

Age: 65

Member of the Audit Committee, the Health, Safety, Environment & Quality Committee, Nomination and Remuneration Committee and the Risk Committee.

Mr Hebiton commenced his commercial career in the rural sector. In 1989, he acquired various business interests associated with land and property rental developments. In the late 1990's, Mr Hebiton was Managing Director of Hazdon Holdings Pty Ltd. He was a principal of Alpha Crane Hire, one of the founding entities of Boom Logistics Limited. Mr Hebiton was the CEO of Boom Logistics at its formation, a position he held until 2004. He has been a Director of the Company since 22 December 2000.

The Board considers Mr Hebiton to be an independent director.

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

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

Item 3 Election of Director – Maxwell John Findlay

Election of Director

In accordance with Article 8.2 of the Company's Constitution and ASX Listing Rule 14.4, any Director appointed by the Board to fill a vacancy, who is not the Managing Director may only hold office until the next Annual General Meeting following their appointment.

Mr Findlay is required to retire at this Annual General Meeting, and being eligible, offers himself for election.

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

Maxwell John Findlay, BEcon, FAICD

Age: 69

Member of the Audit Committee.

Mr Findlay was Managing Director and Chief Executive of industrial services company Programmed Group from 1990 until his retirement from executive life in 2008. Since retiring as an executive, Mr Findlay has engaged in various non-executive roles in industrial services, engineering and government. He is currently Chairman of Snowy Mountains Engineering Corporation, Director of EVZ Limited and The Royal Children's Hospital.

Mr Findlay was appointed to the Board on 18 July 2016 as a Director and Chairman-elect upon the retirement of Mr John Robinson.

The Board considers that Mr Findlay will, if elected, qualify as an independent director.

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

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 4 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 4, 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 Corporations Act's "two strikes rule" provides that if at least 25% of votes cast on the adoption of the Remuneration Report at two consecutive AGMs are against adopting the Remuneration Report, members will have the opportunity to vote on a "spill resolution".

At the Company's AGM held in 2015, the Company recorded a "first strike" and accordingly if a "second strike" is recorded at this Meeting then a "spill resolution" will be put to the Meeting as agenda Item 6.

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 5 Grant of Rights and Options to the Managing Director

Summary Explanation

The Board has undertaken a comprehensive review of the Group's remuneration framework, including short term and long term incentive arrangements to increase alignment of executive remuneration with shareholders interests having consideration to market practice, as outlined in the Remuneration Report date 16 August 2016.

The Board has established a new Executive Remuneration Plan (**Plan**) which will be implemented in the 2017 financial year. The Plan is designed to offer the following equity arrangements:

- **Salary Sacrifice Rights Plan** – Eligible executives will be permitted to elect to contribute a portion of their pre-tax fixed annual remuneration to acquire equity in the form of Rights to fully paid ordinary shares (**Shares**) in the Company. Following a twelve (12) month exercise restriction, each Right may be exercised and Shares will be allocated on the basis of one Share for each Right.
- **Short Term Incentive Plan (STI) with deferred component (Deferred STI)** – This plan is focused on the Company's short term objectives. Eligible executives will have the opportunity to receive a short term incentive subject to meeting performance hurdles over the financial year. 50% of the STI outcome achieved for the year will be delivered in cash and 50% will be delivered in equity in the form of Rights to Shares. Following a 6 month exercise restriction, each Right may be exercised and Shares will be allocated on the basis of one Share for each Right.

- **Long Term Incentive Plan** – This plan focuses on the Company’s long term objectives. Eligible executives will be granted Options to acquire Shares, subject to annual progressive performance hurdles and some or all may vest at the end of the three year period if the hurdles are met. The hurdles are based on absolute earnings per share which in the the Board’s view supports strong alignment with shareholders’ longer term outlook and expectations of a return on their investment in the Company.

Further details of the review of the Plan can be found in the Remuneration Report (see pages 25 to 36 of the 2016 Annual Report).

Approvals sought

ASX Listing Rule 10.14 requires shareholder approval for a Director to be issued equity securities in the Company under an employee incentive scheme.

The Managing Director, Mr Brenden Mitchell, will be invited to participate in the Executive Remuneration Plan for the 2017 financial year (**FY17**) subject to shareholder approval. Accordingly, shareholders are asked to approve the following grants to the Managing Director (**MD**):

- **Salary Sacrifice Rights** – the issue of Rights up to a maximum value of \$202,500 in relation to the amount that the MD may elect to contribute from the date of approval up to 31 October 2017. This equates to 30% of the MD’s fixed annual reward (FAR) which is \$675,000.
- **Deferred STI** – the issue of Rights up to a maximum value of \$135,000 in relation to the FY17 STI outcome. The MD’s short term incentive opportunity equates to 40% of his FAR. The Rights component is 50% of the STI.
- **LTI** - maximum of 7,408,536 Options in relation to the FY17 LTI grant.

Shareholders are asked to approve a maximum number of Rights by dollar value and Options by number but the actual number of Rights and Options will only be known at the time of the grant, based on the market value of Shares at that time (see below for further details). The number of Rights and Options will not exceed the maximum stated above.

Upon exercise of Rights and Options by the MD, the Company intends to first allocate Shares currently held in the Company’s Employee Share Trust (EST) which are available because share units under the EST did not vest at the end of FY16. This means the Company does not intend to issue new shares or acquire further shares on-market in relation to the MD’s Rights and Options until such time as those Shares in the EST have been allocated. To the extent further Shares are required to satisfy the Rights and Options granted under the Plan, the Company intends to acquire Shares on-market or at the Board’s discretion may issue new ordinary Shares.

Approval of this resolution will also result in the Rights and Options granted to Mr. Mitchell being an exception to ASX Listing Rule 7.1. This means that the Rights and Options granted to Mr Mitchell and any Shares issued pursuant to this approval will not use up part of the 15% available under ASX Listing Rule 7.1

Further details of Mr. Mitchell’s executive remuneration package can be found on pages 30 to 31 of the Annual Report.

Detailed Explanation

Salary Sacrifice Rights Plan – Key Terms

A brief overview of the key terms of the proposed grant of Rights to the Managing Director in relation to the FY17 Salary Sacrifice Rights Plan.

TERM	DETAIL
<p>Details of the proposed grant of Rights</p>	<p>Subject to shareholder approval, the issue of Rights to the Managing Director up to a maximum value of \$202,500 will be granted to the MD in respect of the MD agreeing to forego up to 30% of his fixed annual remuneration (FAR) (on a pre-tax basis) over the Participation Period (the sacrifice period being from 31 October 2016 to 31 October 2017). The MD's FAR is \$675,000.</p> <p>The exact number of Rights to be granted to the MD will be based on the amount of salary forgone each month and the market value of Boom Shares at the time the salary amount would normally be paid (based on the 5 day volume weighted average price of Boom Shares prior to the relevant date). Rights will be granted twice during the Participation Period.</p> <p>Accordingly, the actual number of Rights will only be known at each Grant Date but in any event, will not exceed the above maximum value set out above.</p> <p>The number of Rights granted to the MD will be notified to shareholders following each of the Grant Dates.</p> <p>The Rights are not subject to any performance conditions. However the MD must be employed by the Company on the relevant Grant Date in order to receive any Rights.</p>
<p>Entitlements</p>	<p>Each Right is a right to acquire one Share, subject to the MD's continued employment at the relevant grant date. Rights do not carry any dividend or voting rights.</p> <p>Rights are non-transferable (except in limited circumstances or with the consent of the Board).</p>
<p>Date of grant</p>	<p>If shareholder approval is obtained, it is intended that Rights will be granted to the MD at the following Grant Dates:</p> <ul style="list-style-type: none"> • Grant Date 1: The second business day following the announcement of half-yearly results (expected to be prior to 28 February 2017) in respect of salary amounts foregone made prior to that date, being from 31 October 2016 to 28 February 2017. • Grant Date 2: The second business day following the announcement of the preliminary final statement or full-year results (expected to be prior to 31 August 2017) in respect of salary amounts foregone prior to that date, being from 1 March 2017 to 31 August 2017. <p>In any event, Rights will be granted within 12 months of the AGM.</p>
<p>Exercise Restriction Period</p>	<p>An Exercise Restriction will apply to the MD's Rights for 12 months commencing from the relevant Grant Dates.</p>

Exercise Period	<p>Following the Exercise Restriction Period, the relevant number of Rights become exercisable.</p> <p>Rights may be exercised during the Exercise Period which commences following the end of the relevant Exercise Restriction Period and ending on the date that is 10 years from the relevant Grant Dates.</p>
Price payable for securities	<p>No amount will be payable in respect of the grant of Rights other than the MD to forego pre-tax salary.</p> <p>There is no exercise price payable on the exercise of Rights allocated to the MD under the Salary Sacrifice Offer.</p>
Allocation of Shares upon exercise	<p>Upon the valid exercise of Rights, one Share in the Company will be allocated in relation to each Right that is exercised.</p> <p>Under the Plan, the Company's obligation to allocate Shares following exercise may be satisfied by issuing new Shares, acquiring Shares on market or transferring Shares from an employee share trust.</p> <p>The Company will operate an employee share trust to acquire, hold or provide Shares for the purposes of the Plan.</p> <p>Upon exercise of Rights by the MD, the Company intends to first allocate Shares currently held in the Company's Employee Share Trust (EST) which are available because share units under the EST did not vest at the end of FY16. To the extent further Shares are required to satisfy the Rights granted under the Executive Remuneration Plan, the Company intends to acquire Shares on-market or at the Board's discretion may issue new ordinary Shares.</p>
Trading restrictions	<p>Shares allocated upon exercise of the Rights will not be subject to any further trading restriction, subject to complying with the Company's Securities Trading Policy.</p>
Cessation of employment	<p>Where the MD ceases employment for any reason prior to the relevant Grant Date, he will be paid, in cash, an amount equal to any salary forgone up until the date of cessation (and no Rights will be allocated).</p> <p>If the MD ceases employment with the Company after he has been allocated Rights, but prior to exercising them, he will be entitled to keep his Rights. Where Rights are subject to Exercise Restrictions, the relevant Exercise Restrictions will be lifted on the date of termination of employment with the Company (and must be exercised within 30 days following cessation).</p> <p>The Board also has a broader discretion to apply any other treatment that it deems appropriate in the circumstances.</p>
Other information	<p>No other director of the Company is eligible to participate in the Plan or any other employee incentive scheme of the Company.</p> <p>As the Executive Remuneration Plan is a newly established Plan, no Rights have been granted under the Plan to date.</p> <p>There is no loan scheme in relation to the grant of Rights under the Plan.</p>

Short Term Incentive Plan – Key Terms

A brief overview of the key terms of the proposed grant of Rights to the MD in relation to the FY17 STI offer.

TERM	DETAIL
Details of the proposed grant of Rights	<p>Subject to shareholder approval, the issue of Rights up to a maximum value of \$135,000 will be granted to the MD in respect of the Deferred STI component of his remuneration package for FY17. The MD's STI opportunity equates to 40% of his FAR.</p> <p>The MD will participate in the Company's short term incentive opportunity for FY17 which is subject to meeting specific performance hurdles over the financial year (i.e., from 1 July 2016 to 30 June 2017). Details of the STI will be set out in the FY 17 Remuneration Report.</p> <p>Following the end of FY17, 50% of the STI outcome achieved for FY17 will be delivered in cash (cash component) and 50% will be delivered in equity in the form of Rights (Deferred STI component).</p> <p>The exact number of Rights will be determined by dividing the value of the Deferred STI component of the MD's FY17 STI outcome (i.e., 50%) by the volume weighted average price (VWAP) of the Company's Shares over the first five trading days following the announcement of FY17 full-year results. Accordingly, the actual number of Rights will only be known at the time of grant but in any event, will not exceed the above maximum value set out above.</p> <p>The number of Rights granted to the MD will be notified to shareholders following the grant.</p> <p>The Rights are not subject to any performance conditions. However the STI outcome for FY17 must be achieved and the MD must be employed by the Company on the relevant Grant Date in order to receive any Rights.</p>
Entitlements	<p>Each Right is a right to acquire one Share, subject to the MD's continued employment at the relevant grant date and satisfaction of the relevant performance hurdles.</p> <p>Rights do not carry any dividend or voting rights.</p> <p>Rights are non-transferable (except in limited circumstances or with the consent of the Board).</p>
Grant Date	<p>If shareholder approval is obtained, the Rights will be granted to the MD as soon as practicable following the date on which the Board determines the extent to which the FY17 STI Outcome has been determined following the announcement of the preliminary final statement or full-year results (expected to be prior to 31 August 2017). In any event, Rights will be granted within 12 months of the AGM.</p>
Exercise Restriction Period	<p>An Exercise Restriction will apply to the MD's Rights for 6 months commencing from the Grant Date.</p>
Exercise Period	<p>Following the Exercise Restriction Period, the relevant number of Rights become exercisable.</p> <p>Rights may be exercised during the Exercise Period which commences following the end of the relevant Exercise Restriction Period and ending on the date that is 10 years from the Grant Date.</p>

Price payable for securities	<p>No amount will be payable in respect of the grant of Rights.</p> <p>There is no exercise price payable on the exercise of Rights allocated to the MD under the STI Offer.</p>
Allocation of shares upon exercise	<p>Upon the valid exercise of Rights, one fully paid Share will be allocated in relation to each Right that is exercised.</p> <p>Under the Plan, the Company's obligation to allocate Shares following exercise may be satisfied by issuing new Shares, acquiring Shares on-market or transferring Shares from an employee share trust.</p> <p>The Company operates an employee share trust to acquire, hold or provide Shares for the purposes of the Plan.</p> <p>Upon exercise of Rights by the MD, the Company intends to first allocate Shares currently held in the Company's Employee Share Trust (EST) which are available because share units under the EST did not vest at the end of FY16. To the extent further Shares are required to satisfy the Rights granted under the Executive Remuneration Plan, the Company intends to acquire Shares on-market or at the Board's discretion may issue new ordinary Shares.</p>
Trading restrictions	<p>Shares allocated upon exercise of the Rights will not be subject to any further trading restriction, subject to complying with the Company's Securities Trading Policy.</p>
Cessation of employment	<p>Where the MD ceases employment for any reason prior to the FY17 STI Outcome being determined, the treatment of Rights will depend on the circumstances of cessation:</p> <ul style="list-style-type: none"> • Where employment ceases due to resignation or termination for cause or gross misconduct, the FY17 STI Award will lapse and the MD will not receive an allocation of Rights. • Where employment ceases for any other reason the Board may at its discretion determine that the MD's FY17 STI Outcome will be pro-rated (based on the proportion of the performance period that has elapsed at the time of cessation) and will be tested at the end of the original Performance Period. To the extent the relevant performance conditions are satisfied, the MD's FY17 STI award will be paid in cash and no Rights will be allocated. <p>Where the MD ceases employment with the Company after he has been allocated Rights, but prior to exercising them, he will be entitled to keep his Rights. Where Rights are subject to Exercise Restrictions, the relevant Exercise Restrictions will be lifted (and must be exercised within 30 days following cessation).</p> <p>The Board also has a broader discretion to apply any other treatment that it deems appropriate in the circumstances.</p>
Other information	<p>No other director of the Company (other than the MD) is eligible to participate in the Plan or any other employee incentive scheme of the Company.</p> <p>As the Executive Remuneration Plan is a newly established plan, no Rights have been granted under the plan to date.</p> <p>There is no loan scheme in relation to the grant of Rights under the plan.</p>

Long Term Incentive Plan – Key Terms

A brief overview of the key terms of the proposed grant of Options to the Managing Director, Mr Brenden Mitchell. In relation to the FY17 LTI offer.

TERM	DETAIL
Details of the proposed LTI grant	<p>Subject to shareholder approval, a maximum of 7,408,536 Options will be granted to the Managing Director, Mr Brenden Mitchell, under the Company's Long Term Incentive Plan (LTI) in respect of the LTI component of his remuneration package for FY17.</p> <p>The exact number of Options will be determined following the AGM at the time of grant and will be calculated using a Black-Scholes valuation methodology. The number of Options granted will be the MD's LTI award (being 45% of his Fixed Annual Remuneration) divided by the calculated option valuation using a 5 day volume weighted average price of Boom Shares following the AGM.</p> <p>Accordingly, the actual number of options will only be known at the time of grant but in any event, will not exceed the above maximum number set out above.</p> <p>The number of Options granted to the MD will be notified to shareholders following the grant.</p>
Entitlements	<p>Each Option is a right to acquire one Share (or an equivalent cash amount), subject to the achievement of the performance condition set out below and payment of the Exercise Price.</p> <p>Options do not carry any dividend or voting rights.</p> <p>Options are non-transferable (except in limited circumstances or with the consent of the Board).</p>
Date of grant	<p>If shareholder approval is obtained, the Options will be granted to Mr Mitchell as soon as practicable after the AGM, but in any event, within 12 months of the AGM.</p>
Performance hurdles	<p>The Options are subject to a performance hurdle based on absolute Earnings Per Share (EPS), which is measured progressively in 3 tranches over a three year performance period (see below for detail of the performance periods for each tranche).</p> <p>Broadly, EPS measures the earnings generated by the Company attributable to each Share on issue.</p> <p>The percentage of Options subject to the absolute EPS hurdle that vest, if any, will be determined by reference to the absolute EPS achieved over the performance period. Progressive performance targets will be established by the Board however an EPS hurdle of \$0.02 per share must be achieved at the end of year three for any Options to vest. There is no pro-rata vesting if this target is not met.</p> <p>The Board retains a discretion to adjust the EPS hurdle as required to ensure that Mr Mitchell (and all other Plan participants) are neither advantaged nor disadvantaged by matters outside management's control that materially affect absolute EPS (for example, by excluding one-off non-recurrent items or the impact of significant acquisitions or disposals).</p>

Performance period and vesting	<p>The performance condition attached to the Options will be tested in three equal tranches and may vest at the end of the 3 year performance period as follows:</p> <ul style="list-style-type: none"> • Tranche 1 performance: If the progressive target established by the Board is met at the end of year one (i.e., 30 June 2017) 1/3 of the Options will be eligible to vest at the end of the 3 year performance period (provided the Tranche 3 progressive target is also met). • Tranche 2 performance: If the progressive target established by the Board is met at the end of year two (i.e., 30 June 2018), 1/3 of the Options will be eligible to vest at the end of the 3 year performance period (provided the Tranche 3 progressive target is also met). • Tranche 3 performance: If the overall target of \$0.02 EPS is met at the end of year three (i.e., 30 June 2019), 1/3 of the Options will be eligible to vest at the end of the 3 year performance period (along with those Options that met the progressive targets in respect of Tranches 1 and 2). <p>Options that meet progressive targets in respect of Tranches 1 and 2 will only vest if the overall target of \$0.02 EPS is met in respect of Tranche 3.</p> <p>The performance conditions for each Tranche will be tested each year following the release of the Company's full year results.</p> <p>Any Options that do not vest following testing of the performance hurdles in respect of each Tranche will lapse.</p> <p>The Board will determine the extent to which the Options will vest following the release of the Company's full year results for FY19 (i.e., the Vesting Date). The final number of Options that vest will be disclosed in the FY19 Annual Report.</p>
Vesting and exercise period	<p>Following the determination of the level of vesting at the Vesting Date, the relevant number of Options become exercisable.</p> <p>Options may be exercised during the Exercise Period commencing on the Vesting Date and ending on 4 September 2019.</p>
Price payable for securities	<p>The exercise price per Option for Mr Mitchell's FY17 LTI grant will be the 5 day volume weighted average price of Boom Shares following the AGM, per Option and is payable on exercise.</p> <p>No amount will be payable in respect of the grant of Options.</p>
Allocation of Shares upon exercise	<p>Upon the valid exercise of vested Options and payment of the Exercise Price, one fully paid Share in the Company will be allocated in relation to each vested Option that is exercised.</p> <p>Under the LTI, the Company's obligation to allocate Shares following exercise may be satisfied by issuing new Shares, acquiring Shares on market or transferring Shares from an employee share trust.</p> <p>The Company will operate an employee share trust to acquire, hold or provide shares for the purposes of the Plan.</p>

	<p>Upon exercise of the Options by the MD, the Company intends to first allocate shares which are currently held in the Company's Employee Share Trust (EST). To the extent further Shares are required to satisfy the Options granted under the Executive Remuneration Plan, the Company intends to acquire Shares on-market or at the Board's discretion may issue new ordinary Shares.</p> <p>The Board retains discretion to make a cash payment (in lieu of Shares) equal to the market value of Shares the holder would have received on exercise of the Options less the applicable Exercise Price.</p>
Trading restrictions	Shares allocated upon exercise of the Options will not be subject to any further trading restriction, subject to complying with the Company's Securities Trading Policy.
Cessation of employment	<p>If the MD ceases employment with the Company before the Vesting Date, the treatment of the Options will depend on the circumstances of cessation.</p> <p>Where the MD ceases employment prior to the Vesting Date due to resignation, termination for cause or gross misconduct, all of his unvested Options will lapse at cessation.</p> <p>Where the MD ceases employment for any other reason before the Options vest, unvested Options will continue "on-foot" and will be tested following the end of the original Vesting Date, vesting to the extent that the relevant Conditions have been satisfied (ignoring any service related conditions).</p> <p>The Board also has a broader discretion to apply any another treatment that it deems appropriate in the circumstances.</p>
Other information	<p>No other director of the Company (other than the MD) is eligible to participate in the LTI or any other employee incentive scheme of the Company.</p> <p>As the LTI Plan is a newly established Plan, no Options have been granted under the Plan to date.</p> <p>There is no loan scheme in relation to the grant of Options under the Plan.</p>

A voting exclusion statement applicable to Item 5 is set out in the Notice of Meeting.

RECOMMENDATION

The Board (other than Mr Brenden Mitchell who abstains from making a recommendation because of his interest in the resolution) unanimously recommends that shareholders vote in favour of Item 5.

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

CONTINGENT BUSINESS

Item 6 Holding a Spill Meeting

The Corporations Act's "two strikes rule" provides that if at least 25% of votes cast on the adoption of the Remuneration Report at two consecutive AGMs are against adopting the Remuneration Report, members will have the opportunity to vote on a "spill resolution".

At the Company's AGM held in 2015, the Company recorded a "first strike" because at least 25% of the votes cast on the adoption of the Remuneration Report were against adopting that report.

If **at least 25%** of the votes cast on the adoption of the Remuneration Report in Item 4 of this meeting (**2016AGM**) are against adopting the report, then a "second strike" will be recorded and a "spill resolution" will be put to the Meeting as agenda Item 6.

If **less than 25%** of the votes cast on Item 4 are against adopting the Remuneration Report at the 2016 AGM, there will be no "second strike" and Item 6 will not be put to the Meeting.

If put, the spill resolution will be considered as an **ordinary resolution**.


If the spill resolution is passed, an extraordinary general meeting of members must be held within ninety (90) days of the 2016 AGM (**Spill Meeting**). All the Directors who were in office when the last Directors' report was approved (except for the Managing Director) will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

Each Director is eligible to seek re-election as a Director of the Company at the Spill Meeting. If the Spill Resolution is passed, members should note that each of the relevant Directors intends to stand for re-election at the Spill Meeting.

*The Board unanimously recommends that members **vote against** the spill resolution.*

The Chairman of the Meeting intends to vote all available proxies **against** the spill 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

BOL

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



Proxy Form

XX



Vote and view the annual report online

- Go to 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) Tuesday, 25 October 2016**

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 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

I ND

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 KPMG Theatrette 147 Collins Street, Melbourne, Victoria 3000 on Thursday, 27 October 2016 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 4, 5 & 6 (except where I/we have indicated a different voting intention below) even though Items 4, 5 & 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

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

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 4, 5 & 6 by marking the appropriate box in step 2 below.

STEP 2 Items of Business **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
2 Re-election of Director - Mr Terence A Hebiton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director - Mr Maxwell John Findlay	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Grant of Rights and Options to the Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6 Holding a Spill Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Item 6 where the Chairman of the Meeting intends to vote against. 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	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____



Questions from Shareholders

The Annual General Meeting (AGM) of Boom Logistics Limited will be held at the offices of KPMG Theatrette 147 Collins Street, Melbourne, Victoria 3000 on Thursday, 27 October 2016 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

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 Thursday, 20 October 2016.

Shareholder's Name

SRN/HIN

Question/s

Please tick if it is a question directed to the Auditor

1.

2.

3.

4.

5.