



**ACN 118 159 881**

## **NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT**

**Annual General Meeting to be held at  
the offices of  
Trident Capital, Level 24, 44 St George's Terrace, Perth, Western Australia  
on 28 November 2012 commencing at 4.00pm (WST)**

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.  
If Shareholders are in doubt as to how to vote, they should seek advice from their accountant,  
solicitor or other professional adviser without delay.

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Oz Brewing Limited (ACN 118 159 881) ("Company") will be held at the offices of Trident Capital, Level 24, 44 St George's Terrace, Perth, Western Australia on 28 November 2012 commencing at 4.00pm (WST).

### ORDINARY BUSINESS

The business to be transacted at the Annual General Meeting is the consideration of Item 1 and proposal of Resolutions 1 to 2 (inclusive) as set out below.

#### Item 1 - Financial Statement and Reports – 2012 Annual Report

To receive and consider the annual financial report, together with the Director's and auditor's reports for the year ending 30 June 2012.

#### Resolution 1 – Approval of Remuneration Report – 2012 Annual Report

To consider and, if thought fit, pass the following **advisory only resolution**:

*"That, for the purposes of section 250R(2) of the Corporations Act 2001 and for all purposes, Shareholders approve the Remuneration Report for the year ending 30 June 2012."*

#### Voting Exclusion Statement – Resolution 1

**Note:** The vote on Resolution 1 is advisory only and do not bind the Directors or the Company.

#### Voting Exclusion Statement – Resolution 1

A vote in respect of Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member,

Unless:

- (c) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (d) the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above.

#### Resolution 2 – Re-election of Mr Michal Sifrata as a Director

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

*"That, for all purposes, Mr Michal Sifrata, having retired as a Director of the Company pursuant to Clause 12.11 of the Constitution, and being eligible, offers himself for re-election, is re-elected as a Director of the Company in accordance with the Constitution."*

## Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of Annual General Meeting and should be read in conjunction with it. Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in this Notice of Annual General Meeting and the Explanatory Statement.

## Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

Importantly, if a Shareholder appoints the Chairman or another member of the Key Management Personnel as their proxy (or a Closely Related Party of Key Management Personnel), that Shareholder must make a direction on how to vote in respect to Resolutions 1 to 4 (Remuneration Report), otherwise the proxy will not be entitled to vote in respect of those Resolutions.

To vote by proxy, please complete and sign the Proxy Form enclosed and either:

- (a) send the Proxy Form by post to Oz Brewing Limited, PO Box Z5183, Perth WA 6831; or
- (b) send the Proxy Form by facsimile to the Company on (08) 9218 8875.

so that it is received not later than 4.00pm WST on 26 November 2012.

**Proxy forms received later than this time will be invalid.**

## Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 4.00pm (WST) on 27 November 2012. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the Annual General Meeting.

**By Order of the Board of Directors**



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**David Wheeler**  
Chairman  
Oz Brewing Limited  
12 October 2012

## **Explanatory Statement**

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolution in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

### **1. Items 1 – Financial Statements and Reports**

The 2012 Annual Report, Directors' reports and auditor's reports for the Company for the years ended 30 June 2012 will be laid before the Annual General Meeting.

There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about these reports and the management of the Company. Shareholders will also be given an opportunity to ask the auditor questions about the:

- conduct of the audit;
- preparation and content of the auditor's report;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; or
- independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about the content of the auditor's reports of the conduct of the audit may be submitted no later than 5 Business Days before the Annual General Meeting date to the Company Secretary at c/o Trident Capital Level 24, 44 St George's Terrace Perth WA 6000, or by facsimile on (08) 9218 8875.

The Company's 2012 Annual Report are available on the Company's website [www.ozbrewing.com.au](http://www.ozbrewing.com.au).

### **2. Resolution 1 – Approval of Remuneration Report**

#### **2.1 Introduction**

The Remuneration Report of the Company for the financial year ended 30 June 2012 is included in the Directors' report in the 2012 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and executive employees of the Company.

Section 249L(2) of the Corporations Act requires a company to inform Shareholders that a resolution on the Remuneration Report will be put at the Annual General Meeting. Section 250R(2) of the Corporations Act requires a resolution that the Remuneration Report be adopted must be put to the vote. Resolution 1 seeks this approval.

In accordance with section 250R(3) of the Corporations Act, Shareholders should note that Resolution 1 is “advisory only” resolutions which do not bind the Directors of the Company.

Following consideration of the Remuneration Report, the Chairman, in accordance with section 250SA of the Corporations Act, must give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

## **2.2 Voting on the Remuneration Report**

From 1 July 2011, the Corporations Act has been amended so that if the resolution to approve the Remuneration Report receives “no” votes of 25% or more at two successive annual general meetings of the Company, the Shareholders will be required to vote at the second of those annual general meetings on a resolution (“spill resolution”) that another general meeting be held within 90 days at which all of the Directors (except the Managing Director) must stand for re-election.

The recent amendments to the Corporations Act have also included new restrictions on the Chairperson, Key Management Personnel and any Closely Related Parties of them from voting on a Remuneration Report.

If you elect to appoint the Chairperson, any Key Management Person or any Closely Related Party as your proxy to vote on Resolution 1, ***you must direct that proxy how they are to vote***. If you do not direct the Chairperson, Key Management Person or Closely Related Party how to vote as your proxy on Resolution 1, they will be prohibited from exercising your vote and your vote will not be counted in relation to Resolution 1.

## **3. Resolution 2 – Re-election of Mr Michal Safrata as a Director**

### **3.1 Introduction**

Clause 12.11 of the Company’s Constitution requires that one third of the Company’s director’s must retire at each AGM. Accordingly, Mr Michal Safrata retires by rotation and, being eligible, offers himself for re-election.

Resolution 2 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote.

### **3.2 Director’s Biography**

#### **Mr Michal Safrata**

Mr Safrata is a businessman who has over ten years of experience in the hospitality industry. He is a non-executive director of ASX listed Oroya Mining Limited and Nuworld Solutions Limited, and also Mammoth Resources Limited an unlisted public company engaged in the mineral resources sector.

### **3.3 Director’s recommendation**

All the Directors except Mr Michal Safrata, who has an interest in the outcome of this Resolution, recommended that Shareholders vote in favour of Resolution 2.

## **4. Resolution 3 – Remuneration of Non-executive Directors**

### **4.1 Introduction**

Clause 14.1 of the Company’s Constitution provides that the maximum aggregate sum paid to Non-executive Directors must be determined by the Shareholders in General Meeting.

Resolution 3 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote.

#### **4.2 Non-executive Directors Remuneration**

The current maximum amount of remuneration payable in each financial year to Directors is \$150,000, as approved by shareholders at a previous general meeting.

This resolution seeks Shareholder approval to set the maximum fees payable in each financial year at \$250,000 in aggregate, to be apportioned between them as determined by Board resolution, or in the absence of a resolution, equally between them.

## Glossary

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

<b>2012 Annual Report</b>	the Company's annual report including the reports of the Directors and auditor and the financial statements of the Company for the year ended 30 June 2012.
<b>ASX</b>	ASX Limited (ACN 008 624 691) trading as the Australian Securities Exchange.
<b>Board</b>	the board of Directors.
<b>Chairman</b>	Mr David Wheeler.
<b>Closely Related Party</b>	means a closely related party of a member of Key Management Personnel as defined in Section 9 of the Corporations Act, being: <ul style="list-style-type: none"><li>(a) a spouse or child of the member;</li><li>(b) a child of that member's spouse;</li><li>(c) a dependant of that member or of that member's spouse;</li><li>(d) anyone else who is one of that member's family and may be expected to influence that member, or be influenced by that member, in that member's dealings with the Company;</li><li>(e) a company that is controlled by that member; or</li><li>(f) any other person prescribed by the regulations.</li></ul>
<b>Constitution</b>	the constitution of the Company.
<b>Company</b>	Oz Brewing Limited ACN 118 159 881.
<b>Corporations Act</b>	Corporations Act 2001 (Cth).
<b>Director</b>	a director of the Company.
<b>Explanatory Statement</b>	the explanatory statement accompanying the Notice of Annual General Meeting.
<b>Key Management Personnel</b>	means the key management personnel of the Company as defined in Section 9 of the Corporations Act and Australian Accounting Standards Board accounting standard 124, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
<b>Listing Rules</b>	the listing rules of ASX.
<b>Notice of Annual General Meeting</b>	the notice of annual general meeting accompanying the Explanatory Statement.
<b>Remuneration Report</b>	the section of the Director's report entitled "remuneration report".
<b>Share</b>	a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	a holder of Shares.
<b>WST</b>	Western Standard Time in Australia.

**PROXY FORM**

**Shareholder Details**

Name: .....

Address: .....

Contact Telephone No: .....

Contact Name (if different from above): .....

**STEP 1 – Appointment of Proxy**

I/We being a shareholder/s of Oz Brewing Limited and entitled to attend and vote hereby appoint the following proxy/proxies to attend and act on my/our behalf and to vote in accordance with my/our following directions at the Annual General Meeting of Oz Brewing Limited to be held at the offices of Trident Capital, Level 24, 44 St George's Tce, Perth, Western Australia on 28 November 2012 at 4.00pm (WST) and at any adjournment of that meeting.

The Chairman of the meeting

(mark with an 'X')

**OR**

**IMPORTANT:**

In respect of Resolution 2, if the Chairman of the meeting is your proxy, or if appointed your proxy by default and you do **not** wish to direct him/her how to vote on this Resolution, you must mark this box with an "X". By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy on Resolution 2 (for which you have not given a direction) even if he/she has an interest in the outcome of Resolution 2 that votes cast by him/her, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote on Resolution 1, the Chairman of the meeting will not cast your votes on Resolution 1 (for which you have not given a direction) on a show of hands or on a poll. The Chairman of the meeting intends to vote undirected proxies in favour of each of Resolution 2.

The Chairman, any Key Management Person or a Closely Related Party is not permitted to vote undirected proxies on Resolution 1. Accordingly, if the Chairman, any Key Management Person or a Closely Related Party is your proxy (by appointment or default) and you fail to provide a voting direction in respect of Resolution 1 in step 2 (below), your votes will not be cast.

**If the person you are appointing as your proxy is someone other than the Chairman of the meeting:**

**Write the name of that person in the box below.**

 %

You must specify the % of your votes that you authorize your proxy to exercise if:

**If you hold 2 or more Shares in Oz Brewing Limited, you may appoint a second proxy:**

**Write the name of your second proxy in the box below.**

 %

- (a) you have only appointed 1 proxy and do not want him/her to exercise all of your votes; or
- (b) if you have appointed 2 proxies under this proxy form.

If you do not name a proxy or your named proxy fails to attend the meeting, the Chairman of the meeting will be appointed as your proxy to attend and act on your behalf and to vote in accordance with the following directions at the Annual General Meeting of Oz Brewing Limited to be held at the offices Trident Capital, Level 24, 44 St George's Tce, Perth, Western Australia on 28 November 2012 at 4.00pm (WST) and at any adjournment of that meeting.

**STEP 2 – Voting directions to your proxy – Please mark only one of the boxes with an "X" for each Resolution to indicate your directions.**

**Ordinary Business**

		<b>For</b>	<b>Against</b>	<b>Abstain</b>
Resolution 1.	Approval of Remuneration Report – 2012 Annual Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.	Re-election of Mr Michal Safrata as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3.	Remuneration of Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Note: If you mark the "Abstain" box with an "x" for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll.**

**STEP 3 – PLEASE SIGN HERE**  
 directions to be implemented

This section *must* be signed in accordance with the instructions overleaf to enable your

**Individual or Shareholder 1**

**Sole Director and  
 Sole Company Secretary**

**Shareholder 2**

**Director**

**Shareholder 3**

**Director/Company Secretary**

## How to complete this Proxy Form

### 1 Your Name and Address

Please print your name and address as it appears on your holding statement and the Company's share register. If Shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. **Please note you cannot change ownership of your securities using this form.**

### 2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company.

### 3 Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

**Please note the Chairman, a member of Key Management Personnel or a Closely Related Party is not permitted to vote undirected proxies on your behalf in relation to Resolution 1.** Therefore, if the Chairman, a member of Key Management Personnel or a Closely Related Party is your proxy (by appointment or default) and you wish to vote on Resolution 1, you **MUST** provide a voting direction by marking the applicable box beside Resolution 1 in step 2 of the Proxy Form.

### 4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, please write the name of that person.

To appoint a second proxy you must state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If the Proxy Form does not specify a percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

### 5 Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the shareholders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

### 6 Lodgment of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received by the Company by post at Oz Brewing Limited, PO Box Z5183, Perth WA 6831 or facsimile at (+61 8) 9218 8875 not later 48 hours before the commencement of the meeting (i.e. no later than 4.00pm (WST) on 26 November 2012). Any Proxy Form received after that time will not be valid for the scheduled meeting.