



Cabcharge Australia Limited
ABN 99 001 958 390

CABCHARGE

2018 Notice of Annual General Meeting

To be held at 11am (AEDST) on
Thursday, 22 November 2018 at
The Westin Sydney, Heritage Ballroom,
1 Martin Place, Sydney, NSW

Letter from the Chairman



8 October 2018

Dear Shareholder

On behalf of the Board of Cabcharge Australia Limited, I would like to invite you to attend the Company's Annual General Meeting on Thursday, 22 November 2018.

The Meeting will be held at The Westin Sydney, Heritage Ballroom, 1 Martin Place, Sydney NSW 2000. The Meeting will commence at 11am (AEDST) with registration available from 10am (AEDST).

At the Meeting, shareholders will be asked to vote on a proposal to change the Company's name to A2B Australia Limited. The new name embodies the Company's commitment to becoming Australia's leading personal transport business, along with our focus on passenger outcomes as we help Drivers move people from A to B.

The Notice of Meeting commences on page 2 and details the items of business to be conducted at the Meeting. Background information on each of the items of business is contained in the Explanatory Notes which form part of the Notice of Meeting.

A proxy form is included in this information pack. The proxy form contains a barcode to assist with the registration process at the Meeting. Please bring your proxy form with you to facilitate registration on the day of the Meeting. If you are unable to attend the Meeting please exercise your voting rights by returning your completed proxy form to the Company's Share Registry, Link Market Services by no later than 11:00am (AEDST) on Tuesday, 20 November 2018. Please refer to the Notice of Meeting for further information.

I thank you for your support and look forward to seeing you at the Annual General Meeting.

Yours sincerely

A handwritten signature in black ink, appearing to read 'P. Oneile', written in a cursive style.

Paul Oneile
Chairman

Notice of Meeting

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of Cabcharge Australia Limited (**Cabcharge** or the **Company**) will be held **at 11am (AEDST) on Thursday, 22 November 2018** at The Westin Sydney, Heritage Ballroom, 1 Martin Place, Sydney, NSW.

Items of business

Ordinary business

A. Financial statements and reports

To receive and consider the Consolidated Financial Statements, the Directors' Report and the Independent Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2018 (**FY18**).

B. Re-election of Director

Resolution 1: Re-election of Mr Paul Oneile

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

"That Mr Paul Oneile be re-elected as a Director of the Company."

C. Remuneration Report

Resolution 2: Adoption of the Remuneration Report

To consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2018 be adopted."

Voting exclusion statement

The Company will disregard any votes cast on Resolution 2:

- by or on behalf of a member of the Company's key management personnel (**KMP**) named in the 2018 Remuneration Report or their closely related parties (regardless of the capacity in which the vote is cast); or
- as a proxy by a member of the Company's KMP at the date of the Meeting or their closely related parties, unless the vote is cast as proxy for a person entitled to vote on Resolution 2:
 - in accordance with the directions in the proxy form; or
 - by the Chairman of the Meeting pursuant to an express authorisation in the proxy form to exercise the proxy even though Resolution 2 is connected with the remuneration of the KMP.

D. Long Term Incentive Plan

Resolution 3: Grant of rights to Mr Andrew Skelton, CEO and 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 179,372 performance rights to Mr Andrew Skelton, CEO and Managing Director, in accordance with the Company's Long Term Incentive Plan, on the terms summarised in the Explanatory Notes to the Notice of Meeting."

Voting exclusion statement

The Company will disregard any votes cast on Resolution 3:

- in favour of the resolution by or on behalf of Mr Skelton or any of his associates (regardless of the capacity in which the vote is cast); or
- as a proxy by a member of the Company's KMP at the date of the Meeting or their closely related parties, unless the vote is cast as proxy for a person entitled to vote on Resolution 3:
 - in accordance with a direction in the proxy form; or
 - by the Chairman of the Meeting pursuant to an express authorisation in the proxy form to exercise the proxy even though Resolution 3 is connected with the remuneration of the KMP.

Notice of Meeting (continued)

Special business

E. Change of Company name

Resolution 4: Change of Company name

To consider and, if thought fit, pass the following resolution as a special resolution:

“That, for the purposes of section 157(1) of the *Corporations Act 2001* (Cth), and for all other purposes, the Company’s name be changed from Cabcharge Australia Limited to A2B Australia Limited and that, for the purposes of section 136(2) of the *Corporations Act 2001* (Cth) and for all other purposes, all references to ‘Cabcharge Australia Limited’ in the constitution of the Company be replaced with references to ‘A2B Australia Limited’.”

Shareholder and Voting Information Notes

Determination of shareholders’ rights to vote

For the purposes of the Meeting, the Directors have determined that those shareholders holding shares **at 7.00pm (AEDST) on Tuesday, 20 November 2018** will be voting members of the Meeting.

Explanatory Notes

These Shareholder and Voting Information Notes and the Explanatory Notes form part of this Notice of Meeting.

Proxies

Please note that:

- a shareholder entitled to attend and vote is entitled to appoint not more than two proxies;
- if a shareholder appoints two proxies, they may specify the proportion or number of votes each proxy may exercise. If no proportion is specified, each of the proxies may exercise half the shareholder’s votes;
- if a shareholder appoints two proxies, neither proxy may vote on a show of hands. However, both proxies will be entitled to vote on a poll (subject to voting exclusions);
- a proxy need not be a shareholder of the Company;
- a proxy can either be an individual or a body corporate. If a shareholder appoints a body corporate as its proxy, that body corporate will need to ensure that it:
 - appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the *Corporations Act 2001* (Cth) (**Corporations Act**); and
 - provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting.

A proxy form accompanies this Notice. If the proxy form is signed by a person as an attorney, the power of attorney (or a certified copy) under which the proxy was signed must be lodged with the proxy form.

Directed proxies (being those where the proxy has been directed to vote “for”, “against” or to “abstain”) which are not voted, or not voted in accordance with the direction, will default to the Chairman of the Meeting who must exercise those proxies as directed.

Proxy voting by KMP

Unless the Chairman of the Meeting is your proxy, members of the Company's KMP (which includes each of the Directors), or their closely related parties, will not be able to vote as your proxy on Resolutions 2 or 3, unless you direct them how to vote. If you intend to appoint a member of the KMP as your proxy, you should ensure that you direct that person how to vote on Resolutions 2 and 3.

If you intend to appoint the Chairman as your proxy, you can direct the Chairman how to vote by marking the boxes for the relevant resolution (for example, if you wish to vote "for", "against" or to "abstain" from voting). However, if you do not mark a box next to Resolutions 2 or 3, then by completing and submitting the proxy form, you will be expressly authorising the Chairman to vote as he sees fit in respect of those resolutions even though they are connected with the remuneration of the Company's KMP.

The Chairman intends to vote any undirected proxies in favour of all resolutions.

Lodgement of proxies

To be valid, the proxy form (together with any power of attorney) must be received by the Company's Share Registry, Link Market Services Limited **by 11:00am (AEDST) on Tuesday, 20 November 2018**.

- **By post** using the reply-paid envelope provided. Alternatively, please post the proxy form to Locked Bag A14, Sydney South, NSW 1235 in sufficient time so it is received by Link Market Services by the time and date specified above.
- **By facsimile** to 02 9287 0309 in Australia or to +61 2 9287 0309 if overseas.
- **Online** by logging on to www.linkmarketservices.com.au (select "Voting" and follow the prompts).

Corporate representation

Any corporate shareholder wishing to appoint a person to act as its representative at the Meeting may do so by providing that person with:

- a letter or certificate, executed in accordance with the corporate shareholder's Constitution, authorising that person to act as the company's representative; or
- a copy of the resolution, certified by the secretary or director of the corporate shareholder, appointing the representative.

By order of the Board



Adrian Lucchese
Company Secretary

8 October 2018

Explanatory Notes

These Explanatory Notes have been prepared to assist shareholders with their consideration of the items of business proposed in the Notice of Meeting.

A. Financial statements and reports

The Corporations Act requires the Company's financial statements, Directors' Report and Independent Auditor's Report for the last financial year to be received at the AGM. The financial statements and the reports are contained in the 2018 Annual Report, which is available on the Company's website at www.cabcharge.com.au.

Whilst no resolution is required for this item, shareholders will be given the opportunity to ask questions and make comments on the financial statements and reports and the management of the Company.

The Company's Auditor will be present at the Meeting and shareholders will have the opportunity to ask the Auditor questions in relation to the conduct of the audit, the Independent Auditor's Report, the Company's accounting policies and the independence of the Auditor.

B. Re-election of Director

Pursuant to Rule 6.1(f) of the Company's Constitution, Mr Paul Oneile retires at the Meeting and, being eligible, offers himself for re-election. Ms Trudy Vonhoff will retire at the conclusion of the Meeting and will not be standing for re-election.

Resolution 1: Re-election of Mr Paul Oneile

Mr Oneile was appointed as a Non-executive Director and Chairman of the Board on 27 February 2017. He was formerly the independent Chairman of Intecq Limited from September 2012 to December 2016. Mr Oneile has over 30 years of executive experience across many industries including leisure and entertainment, retail, manufacturing, property, software and technology. His other executive roles included CEO and Managing Director of Aristocrat Leisure Limited (2003-2008), Chairman and CEO of United International Pictures (1996-2003), Non-executive Director of Village Roadshow Limited (1990-1996), and Managing Director of The Greater Union Organisation Pty Ltd (1990-1996). Mr Oneile holds a Bachelor of Economics degree from the University of Sydney.

The Board is satisfied that Mr Oneile continues to be an independent Director of the Company.

Recommendation

The Directors (with Mr Oneile abstaining) recommend that shareholders vote in favour of Resolution 1.

C. Remuneration Report

Resolution 2: Adoption of the Remuneration Report

Section 250R(2) of the Corporations Act requires that a listed company put to shareholders at its AGM the Remuneration Report contained in the Directors' Report for adoption by way of a non-binding vote.

The Remuneration Report is set out on pages 46 to 65 of the 2018 Annual Report, which can be found on the Company's website at www.cabcharge.com.au.

The Remuneration Report details:

- the Board's policies and strategy in relation to the nature and value of remuneration paid to KMP;
- the relationship between remuneration outcomes and Company performance; and
- a discussion of how the Company's remuneration strategy aligns with the strategic direction of the Company.

During the financial year, Cabcharge continued to build upon its remuneration framework, which rewards its people for achieving short-term and long-term goals and enhances alignment of executive interests with the creation of shareholder value. The Board is looking forward to receiving shareholders' feedback on the Remuneration Report, and a reasonable opportunity will be provided for discussion at the Meeting.

The Board will take into account the outcome of the vote on this Resolution and discussion at the Meeting as it continues to develop and refine the Company's remuneration arrangements going forward.

Resolution 2 is an advisory resolution only and does not bind the Directors or the Company.

A voting exclusion applies in relation to this resolution, as set out in the Notice of Meeting.

Recommendation

The Directors recommend that shareholders vote in favour of Resolution 2.

D. Long Term Incentive Plan

Resolution 3: Grant of rights to Mr Andrew Skelton, CEO and Managing Director

Shareholder approval is being sought in accordance with ASX Listing Rule 10.14 for the proposed grant of 179,372 performance rights (**Rights**) to Mr Andrew Skelton, CEO and Managing Director of the Company, under the Company's Long Term Incentive (**LTI**) Plan (**Plan**). The Plan was approved at the 2014 Annual General Meeting.

It is proposed that Mr Skelton be granted the Rights as his LTI award for the financial year ended 30 June 2019 (**FY19**). The Plan is the Company's principal vehicle to grant LTI awards and forms what the Board considers to be a key element of the Company's remuneration strategy for the executive team, including the CEO and Managing Director. The grant of Rights to Mr Skelton is designed to align his interests with those of shareholders and assist the Company in retaining him as a suitably qualified and experienced executive.

As part of its commitment to continuously improve its remuneration framework the Board has reviewed the LTI Plan to improve alignment with the current circumstances of the Company and with stakeholder expectations.

The Board has determined that the Rights will only vest on the satisfaction of appropriate performance metrics which have been set to ensure that a reward is achieved where the CEO and Managing Director creates superior returns for the Company's shareholders (as described below). The proposed addition of a second performance metric in FY19, and the introduction of a three year performance period are driven by feedback from the Company's stakeholders to better align our LTI with current market practice.

Further details of the CEO and Managing Director's executive remuneration package can be found in the Remuneration Report.

Key terms of proposed grant

The key terms of the proposed grant of Rights to the CEO and Managing Director and other information required by the ASX Listing Rules are set out in the table below.

Term	Detail
Details of the proposed FY19 grant	<p>The proposed grant to Mr Skelton is for 179,372 Rights.</p> <p>The maximum number of Rights has been calculated by taking the maximum grant value of \$400,000 and dividing it by the volume weighted average market price (VWAP) of the Company's shares traded on the ASX over the 5 trading day period commencing 30 days after the date of the release of the Company's audited financial results for the year ended 30 June 2018 (\$2.23).</p> <p>The maximum grant value was set by the Board having regard to Mr Skelton's overall remuneration package, performance, experience and independent advice received regarding current market practice.</p>
Entitlements	<p>Each Right is a right to acquire one ordinary share in the Company, subject to the achievement of the performance metrics set out below.</p> <p>The Rights do not carry any dividend or voting rights prior to vesting.</p> <p>The Rights are non-transferable, except in limited circumstances or with the consent of the Board.</p>
Performance period	<p>The performance period is three years, from 1 July 2018 to 30 June 2021.</p> <p>Vesting of the Rights will depend upon performance relative to the performance metrics detailed below.</p>

Explanatory Notes (continued)

Term	Detail																				
Performance metrics	<p>The Rights are subject to two performance metrics which are independent and will be tested separately.</p> <p>1. Absolute Total Shareholder Return</p> <p>60% of the Rights will vest subject to absolute total shareholder return (aTSR) performance over the performance period.</p> <p>The aTSR metric requires minimum threshold performance of at least 4% compounded annual growth rate (CAGR) in total shareholder return (TSR) before any vesting will occur. The percentage of Rights subject to the aTSR metric that vest, if any, will be determined by the Board in accordance with the following vesting schedule.</p> <table border="1"> <thead> <tr> <th>Cabcharge aTSR CAGR Performance</th> <th>Rights that Vest (% of tranche)</th> </tr> </thead> <tbody> <tr> <td>< 4%</td> <td>0%</td> </tr> <tr> <td>= 4% (threshold performance)</td> <td>35%</td> </tr> <tr> <td>> 4% and < 12%</td> <td>Straight-line vesting between 35% and 100%</td> </tr> <tr> <td>12% or more (stretch)</td> <td>100%</td> </tr> </tbody> </table> <p>2. Indexed Total Shareholder Return</p> <p>40% of the Rights will vest subject to indexed total shareholder return (iTSR) performance over the performance period.</p> <p>The vesting of the Rights subject to the iTSR metric will be determined by comparing the Company's TSR with the movement of the S&P/ASX 300 Index (Index) over the performance period.</p> <p>The iTSR metric requires minimum threshold performance of at least 100% of the Index before any vesting will occur.</p> <p>The percentage of Rights subject to the iTSR metric that vest, if any, will be determined by the Board in accordance with the following vesting schedule.</p> <table border="1"> <thead> <tr> <th>Cabcharge iTSR Performance</th> <th>Rights that Vest (% of tranche)</th> </tr> </thead> <tbody> <tr> <td>< 100% of Index</td> <td>0%</td> </tr> <tr> <td>= 100% of Index (threshold performance)</td> <td>25%</td> </tr> <tr> <td>> 100% and < the Index +8% CAGR.</td> <td>Straight-line vesting between 25% and 100% of the award</td> </tr> <tr> <td>> the Index +8% CAGR</td> <td>100%</td> </tr> </tbody> </table>	Cabcharge aTSR CAGR Performance	Rights that Vest (% of tranche)	< 4%	0%	= 4% (threshold performance)	35%	> 4% and < 12%	Straight-line vesting between 35% and 100%	12% or more (stretch)	100%	Cabcharge iTSR Performance	Rights that Vest (% of tranche)	< 100% of Index	0%	= 100% of Index (threshold performance)	25%	> 100% and < the Index +8% CAGR.	Straight-line vesting between 25% and 100% of the award	> the Index +8% CAGR	100%
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TSR calculation	<p>TSR is the percentage growth in shareholder value attributable to share price growth and cash dividends over the performance period.</p> <p>Decisions regarding the level of performance achieved and relevant remuneration outcomes will be made by the Board according to the above vesting schedules following the end of the performance period, with the outcomes communicated to shareholders in the Remuneration Report.</p> <p>Any Rights that do not vest following testing of the relevant performance metric at the end of the performance period will lapse.</p>																				
Allocation of shares upon vesting	<p>On vesting, each Right will convert into one ordinary share in the Company or, at the Board's discretion (and in exceptional circumstances), a cash-equivalent payment.</p> <p>The allocation of shares on vesting may be satisfied by issuing new shares, acquiring shares on market or transferring shares from an employee share trust.</p>																				

Term	Detail
Trading restrictions	<p>Shares allocated on vesting of Rights will not be subject to any further trading restrictions, subject to compliance with the Company's Securities Dealing Policy and the Corporations Act.</p> <p>Mr Skelton is prohibited from hedging the share price exposure in respect of Rights during the performance period applicable to those Rights.</p>
Price payable for securities	<p>No amount will be payable in respect of the allocation of Rights, nor in respect of any shares granted upon vesting of the Rights.</p>
Cessation of employment	<p>If Mr Skelton ceases employment with the Company before the end of the performance period, the treatment of his Rights will depend on the circumstances of cessation.</p> <p>Where Mr Skelton ceases employment due to resignation, termination for cause or poor performance, all unvested Rights will lapse at cessation.</p> <p>Where Mr Skelton ceases employment for any other reason prior to vesting, unvested Rights will generally continue on-foot and be tested at the end of the original performance period against the relevant performance metrics. However, the Board has discretion to apply another treatment that it deems appropriate in the circumstances in accordance with the Plan Rules. Where the Board exercises its discretion its rationale will be communicated to shareholders in the Remuneration Report.</p>
Change of control and other variations in vesting	<p>The Board may exercise its discretion to adjust the performance metrics or vary vesting on a change of control or in light of other external factors. For example, the Board may in some circumstances permit full or partial early vesting on a change of control as a result of a takeover or scheme of arrangement. Similarly, the Board may determine that there should be a reduction (or increase) in a participant's vesting outcome to account for factors outside of the control of the participant.</p> <p>The Board in all circumstances will ensure any variation takes into account achievement against the relevant performance metrics up until the relevant time, and does not unfairly advantage or disadvantage participants in the Plan, including Mr Skelton. Any such variations will be fully disclosed in the Remuneration Report.</p>
Other information required by the ASX Listing Rules	<ul style="list-style-type: none"> • Mr Skelton has received 222,222 Rights for nil consideration under the Plan since the 2017 AGM, pursuant to the shareholder approval received at that meeting. • No other persons identified in ASX Listing Rule 10.14 are participants in the Plan or are eligible to participate in the Plan. • There is no loan scheme in relation to the grant of Rights. • If shareholder approval is obtained, 179,372 Rights will be granted to Mr Skelton as soon as practicable after the 2018 AGM, but in any event, within 12 months of the 2018 AGM. • If shareholder approval is obtained under ASX Listing Rule 10.14, the issue of the Rights (and any shares issued on conversion of those Rights) to Mr Skelton under the Plan will not use up part of the 15% available under ASX Listing Rule 7.1 and will not require shareholder approval under that rule.

A voting exclusion applies in relation to this resolution, as set out in the Notice of Meeting.

Recommendation

The Directors (with Mr Skelton abstaining) recommend that shareholders vote in favour of Resolution 3.

Explanatory Notes (continued)

E. Change of Company name

Resolution 4: Change of Company name

It is proposed that shareholders approve the Company's name being changed from "Cabcharge Australia Limited" to "A2B Australia Limited". In accordance with section 157 of the Corporations Act, if a company wishes to change its name, it must pass a special resolution of shareholders to adopt the new name.

The Company's business has been redefined and reshaped over the past 4 years in response to regulatory and technological change and business disruption. Its vision throughout this process has been to provide class leading technologies and support services to participants in the personal transport market. The Company has been rebuilt from the outside looking in focussing on the Passenger who initiates contact wanting to move themselves (or someone else) from A to B.

To bring this vision to life the Company has embraced new ways of developing and deploying technology, expanded its geographical footprint and modernised the brand propositions for its Cabcharge Payments and 13cabs businesses.

A2B was chosen to represent the Company because it:

- communicates that the world has changed and so has the Company;
- frames new horizons; and
- unites all aspects of the Company's business allowing each brand to have its own identity whilst still being supported by the overarching corporate entity.

A2B provides a home to the Company's consumer facing brands, including Cabcharge. The Company has modernised and strengthened the brand propositions for Cabcharge in payments and for 13cabs. The design of both of these new look market facing brands includes a reference to A2B. Cabcharge will continue as a core brand making up a key part of A2B's activities. It is the right time for the Company to adopt a corporate identity that better represents the breadth of its current operations, marks the Company's evolution and frames up its forward looking aspirations.

If the name change is successful, the Board will request that ASX change the Company's ASX listing code from "CAB" to "A2B".

Recommendation

The Directors recommend that shareholders vote in favour of Resolution 4.

Location and venue



Taxi services

Get a ride to the door from a professional Driver.

- 13cabs: please call 13 2227 or go to www.13cabs.com.au or download the 13cabs app
- Silver Service: please call 133 100 or go to www.silverservice.com.au or download the Silver Service app
- Legion Cabs: please call 13 14 51 or go to www.legioncabs.com.au
- Manly Cabs: please call 131 668 or go to www.manlycabs.com.au
- RSL Cabs: please call (02) 9581 1111 or go to www.rslcabs.com.au
- Silver Top: please call 13 5000 or go to www.silvertoptaxis.com.au
- St George Cabs: please call 13 21 66 or go to www.stgeorgecabs.com.au

Further information

If you would like any further information regarding the AGM, please contact Link Market Services, the Company's Share Registry on +61 1300 554 474, or visit its website www.linkmarketservices.com.au.

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