



26 November 2015

Results of Annual General Meeting

In accordance with Listing Rule 3.13.2, Threat Protect Australia Limited (ASX Code: TPS) advises that the resolutions contained in the Notice of Annual General Meeting dated 20 October 2015 were passed by the requisite majority of security holders. All resolutions were decided on a show of hands.

The information required by section 251AA(2) of the Corporations Act 2001 (Cth) in respect of each resolution passed at the meeting is set out below.

RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

It was resolved as a **non-binding resolution**:

“That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given to the adoption of the Remuneration Report as contained in the Company’s annual financial report for the year ended 30 June 2015.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	170,415,346	0	31,657,280	13,559,834	215,632,460

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR PAOLO FERRARA

It was resolved as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 14.4, Clause 11.7 of the Constitution and for all other purposes, Mr Paolo Ferrara, a Director of the Company, retires by rotation, and being eligible, is re-elected as a Director.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	202,072,626	0	0	13,559,834	215,632,460

THREAT PROTECT AUSTRALIA LIMITED

ACN 060 774 227 | ABN 36 060 774 227

Unit 1/8 Fisher Street, Belmont WA 6104 | PO Box 561, Belmont WA 6984
Tel: 1300 847 328 | Fax: +61 8 9322 9711 | Email: info@threatprotect.com.au
Website: www.threatprotect.com.au

RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR IAN OLSON

It was resolved as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 14.4, Clause 11.2 of the Constitution and for all other purposes, Mr Ian Olson, who being eligible and having consented to act, be elected as a Director of the Company.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	202,072,626	0	0	13,559,834	215,632,460

RESOLUTION 4 – APPROVAL OF 10% CAPACITY

It was resolved as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	202,072,626	0	0	13,559,834	215,632,460

RESOLUTION 5 – ADOPTION OF INCENTIVE OPTION SCHEME

It was resolved as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive option scheme titled Threat Protect Australia Limited Incentive Option Scheme and for the issue of securities under that plan, on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	198,832,414	0	3,240,212	13,559,834	215,632,460

RESOLUTION 6 – ISSUE OF OPTIONS TO RELATED PARTY – MR DEREK LA FERLA

It was resolved as an **ordinary resolution**:

“That, for the purposes of Section 195(4) and Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,000,000 Options to Mr Derek La Ferla (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	198,832,414	0	3,240,212	13,559,834	215,632,460

RESOLUTION 7 – ISSUE OF OPTIONS TO RELATED PARTY – MR IAN OLSON

It was resolved as an **ordinary resolution**:

“That, for the purposes of Section 195(4) and Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Options to Mr Ian Olson (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	202,072,626	0	0	13,559,834	215,632,460

RESOLUTION 8 – ISSUE OF OPTIONS TO RELATED PARTY – MR DEMETRIOS PYNES

It was resolved as an **ordinary resolution**:

“That, for the purposes of Section 195(4) and Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 15,000,000 Options to Mr Demetrios Pynes (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	202,072,626	0	0	13,559,834	215,632,460

RESOLUTION 9 – ISSUE OF OPTIONS TO RELATED PARTY – MR PAOLO FERRARA

It was resolved as an **ordinary resolution**:

“That, for the purposes of Section 195(4) and Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 15,000,000 Options to Mr Paolo Ferrara (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	173,655,558	0	28,417,068	13,559,834	215,632,460

RESOLUTION 10 – APPOINTMENT OF AUDITOR

It was resolved as a **special resolution**:

“That, for the purposes of Section 327B of the Corporations Act and for all other purposes, Bentleys, having been nominated and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company, on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	202,072,626	0	0	13,559,834	215,632,460

RESOLUTION 11 – REMUNERATION OF NON-EXECUTIVE DIRECTORS

It was resolved as an **ordinary resolution**:

“That, for the purposes of clause 11.9 of the Constitution, Listing Rule 10.17 and for all other purposes, the Company approves the maximum aggregate amount that may be paid to non-executive Directors’ as remuneration for their services in each financial year be set at \$300,000 per annum which may be divided amount those Directors in the manner determined by the Board of the Company from time to time, on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	202,072,626	0	0	13,559,834	215,632,460

RESOLUTION 12 – NOT APPLICABLE

Jay Stephenson
COMPANY SECRETARY

For personal use only