

23 November 2015

## Results of Annual General Meeting

Notice is hereby given, in accordance with Listing Rule 3.13.2 and Corporations Law Section 251AA(2) that at the Annual General Meeting ("AGM") of the Company held today that the resolutions as set out below were passed by a show of hands without amendment.

### Resolution 1 (Advisory Resolution)

"That, the Remuneration Report for the year ended 30 June 2015 (as set out on pages 19 to 25 of the Directors' Report) is adopted."

### Resolution 2 (Ordinary Resolution)

"That Nicasio Alcantara, who retires in accordance with Rule 38.1 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

### Resolution 3 (Ordinary Resolution)

"That Joseph Ganim, who was appointed to fill a casual vacancy and retires in accordance with Rule 36.2 of the Company's Constitution and, being eligible, offers himself for election, be elected as a Director."

### Resolution 4 (Ordinary Resolution)

"That in accordance with the provisions of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the previous issue of 13,399,240 fully paid ordinary shares in the Company in partial consideration for the acquisition of Wild Geese International Pty Ltd (**Wild Geese Initial Shares and Adjustment Shares**) to the Wild Geese Vendors on 1 July 2015 and 19 October 2015 respectively."

### Resolution 5 (Ordinary Resolution)

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment: "That for the purpose of ASX Listing Rule 7.1 and for all other purposes, the Company be authorised to issue to the Wild Geese Vendors, the number of ordinary shares in the Company calculated as two thirds of the EBITDA of Wild Geese International Pty Ltd (**Wild Geese**) for FY2016 at a deemed issue price of the VWAP of Shares for the 30 day period ending on the close of trading on including 30 June 2016 (on the terms and in the proportions set out in the Explanatory Memorandum) in partial consideration for the acquisition by the Company of all of the issued share capital of Wild Geese (**Wild Geese Earn Out Shares**)."

### Resolution 6 (Ordinary Resolution)

"That in accordance with the provisions of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the previous issue of 601,609 fully paid ordinary shares in the Company in partial consideration for the acquisition of Innovium Pty Ltd (**Innovium Initial Shares**) to the Innovium Vendors on 14 July 2015."

## Resolution 7 (Ordinary Resolution)

"That for the purpose of ASX Listing Rule 7.1 and for all other purposes, the Company be authorised to issue to the Innovium Vendors, the number of ordinary shares in the Company calculated as:

- (a) two thirds of the EBITDA of Innovium Pty Ltd (**Innovium**) for FY2016 at a deemed issue price of the VWAP of Shares for the 30 days up to and including 30 June 2016; and
- (b) two thirds of half the EBITDA of Innovium for FY2017 at a deemed issue price of the VWAP of Shares for the 30 days up to and including 30 June 2017,

(on the terms and in the proportions set out in the Explanatory Memorandum) in partial consideration for the acquisition by the Company of all of the issued share capital of Innovium (**Innovium Earn Out Shares**)."

## Resolution 8 (Ordinary Resolution)

"That in accordance with the provisions of Listing Rule 7.4 of the Official Listing Rules of the ASX Limited, and for all other purposes, the Shareholders ratify the previous issue of 475,000 fully paid ordinary shares in the Company (as a result of the issue of sign-on shares on or about 5 December 2014) to three full time employees of the Company (**Sign-On Recipients**)."

## Resolution 9 (Ordinary Resolution)

"That in accordance with Listing Rule 10.14 of the Official Listing Rules, and for all other purposes, the Company be authorised to issue 200,000 fully paid ordinary shares to Blake Wills, being a related party and employee of the Company, or his nominee in accordance with the terms of the Site Group International Limited Employee Share Plan and otherwise on the terms set out in the Explanatory Memorandum."

## Resolution 10 (Ordinary Resolution)

"That in accordance with Listing Rule 10.14 of the Official Listing Rules, and for all other purposes, the Company be authorised to issue 200,000 fully paid ordinary shares to Jamie Wills, being a related party and employee of the Company, or his nominee in accordance with the terms of the Site Group International Limited Employee Share Plan and otherwise on the terms set out in the Explanatory Memorandum."

## Resolution 11 (Ordinary Resolution)

"That for the purposes of section 257D of the Corporations Act and for all other purposes, the Company be authorised to undertake the selective buy-back of 200,000 Shares in the company from Paul Morgan (**Morgan Buy-Back Shares**) in consideration for the payment by the Company of \$1.00 for all Morgan Buy-Back Shares and otherwise on the terms set out in the Explanatory Memorandum to this Notice."

## Resolution 12 (Special Resolution)

"That, pursuant to and in accordance with ASX Listing Rule 7.1A, and for all other purposes, the Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the Explanatory Memorandum (**Placement Securities**)."

## Resolution 13 (Ordinary Resolution)

"That in accordance with the provisions of Listing Rule 7.4 of the Official Listing Rules of the ASX Limited, and for all other purposes, the Shareholders ratify the previous issue of 382,973 fully paid ordinary shares in the Company (as a result of the issue of bonus shares on or about 22 September 2015) to 4 full or part time employees of the Company (**Bonus Recipients**)."

In respect of the resolutions, the total number of proxy votes exercisable by all proxies validly appointed and the total number of proxy votes in respect of which the appointments specified that:

- I. The proxy was to vote for the resolution; and
- II. The proxy was to vote against the resolution; and
- III. The proxy was able to vote at the proxy's discretion; and
- IV. The proxy abstained from voting

are set out below:

Resolution	For	Against	Discretion	Abstain	Total
1	111,050,422	340,750	2,024,917	108,338,285	221,754,374
2	219,156,957	551,000	2,046,417	-	221,754,374
3	219,156,957	551,000	2,046,417	-	221,754,374
4	201,404,207	603,750	19,746,417	-	221,754,374
5	219,104,207	603,750	2,046,417	-	221,754,374
6	219,104,207	603,750	2,046,417	-	221,754,374
7	219,104,207	603,750	2,046,417	-	221,754,374
8	110,767,672	623,500	2,024,917	108,338,285	221,754,374
9	110,767,672	633,500	2,014,917	108,338,285	221,754,374
10	110,767,672	633,500	2,014,917	108,338,285	221,754,374
11	219,707,957	-	2,046,417	-	221,754,374
12	219,156,957	551,000	2,046,417	-	221,754,374
13	110,735,699	551,000	2,046,417	108,421,258	221,754,374

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## Media and Investors

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