



NOTICE OF GENERAL MEETING

HELLOWORLD LIMITED
(ABN 60 091 214 998)

Notice is hereby given that a General Meeting of Helloworld Limited ('HLO' or the 'Company') will be held at 10.00am on Monday 10 April 2017 at Level 4, 179 Normanby Road, South Melbourne, Victoria.

This Notice of Meeting should be read in conjunction with the Explanatory Notes accompanying this Notice of Meeting. Terms used in this Notice of Meeting have the meaning given to them in the Glossary on page 5.

BUSINESS OF THE MEETING

Change of Company Name

Consideration of the Board's recommendation to change the Company's name

Resolution

1. Change of Company name

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

"That the name of the company be changed from 'Helloworld Limited' to 'Helloworld Travel Limited'."

No voting exclusions apply to this resolution.

BACKGROUND INFORMATION

To assist you in deciding how to vote on the above Resolution, background information on the Resolution is set out in the Explanatory Notes forming part of this Notice of Meeting.

ATTENDANCE AND VOTING

ENTITLEMENT

You will be entitled to attend and vote at the General Meeting if you are registered as a shareholder of the Company as at 7.00pm (AEST) on Saturday, 8 April, 2017. This is because, in accordance with the *Corporations Regulations*, the Board of Directors has determined that the Shares on issue at that time will be taken, for the purposes of the General Meeting, to be held by the persons who held them at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

HOW TO VOTE

Voting in person

Shareholders who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting if possible, so that their holding may be checked against the Company's register of members and attendances recorded. If you are attending the meeting, please bring the enclosed personalised proxy form with you to assist with registration.

Corporate representatives

A body corporate, which is a shareholder or which has been appointed as a proxy, may appoint an individual to act as its corporate representative at the meeting in accordance with section 250D of the *Corporations Act*. The appropriate appointment document must be produced prior to admission. A form of appointment may be obtained by telephoning the Company's share registry (1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia)) or at www.computershare.com by downloading the form 'Appointment of Corporate Representative'.

Voting by proxy

A shareholder who is entitled to attend and cast a vote at the meeting may appoint a proxy. A proxy need not be a shareholder, and may be an individual or body corporate. If a body corporate is appointed as a proxy it must appoint a corporate representative in accordance with section 250D of the *Corporations Act* to exercise its powers as proxy at the meeting (see above).

A shareholder who is entitled to cast two or more votes may appoint two proxies to attend the meeting and vote on their behalf and may specify the proportion or number of votes each proxy is appointed to exercise. If a shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions). If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company's share registry (1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia)) or at www.computershare.com or you may copy the enclosed proxy form.

To be effective for the scheduled meeting, a proxy appointment (and any power of attorney or other authority under which it is signed or otherwise authenticated, or a certified copy of that authority) must be received at an address or fax number set out below no later than 10.00am (AEST) on Saturday, 8 April, 2017 (being 48 hours before the commencement of the meeting). Any proxy appointment received after that time will not be valid for the scheduled meeting.

In person	Registered Office – Level 10, 338 Pitt Street, Sydney NSW 2000
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By mail	Share Registry – Computershare Investor Services Pty Limited GPO Box 242, Victoria 3001 Australia
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By fax Share Registry –
1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

Registered Office –
Level 10, 338 Pitt Street,
Sydney NSW 2000
+61 2 8229 4000

Electronically Shareholders may submit their proxy appointment electronically to the Company's Share Registry by visiting the following internet address: <http://www.investorvote.com.au>. For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your proxy appointment.

For more information concerning the appointment of proxies and the ways in which proxy appointments may be submitted, please refer to the enclosed proxy form.

Voting by attorney

A shareholder may appoint an attorney to attend and vote on their behalf. For an appointment to be effective for the meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company, at its registered office or one of the addresses listed above for the receipt of proxy appointments, at least 48 hours prior to the commencement of the meeting.

Chairman as proxy

If you appoint a proxy, the Company encourages you to consider directing your proxy how to vote by marking the appropriate box on the proxy form for each of the proposed Resolutions.

If you appoint the Chairman of the Meeting as your proxy (or the Chairman of the Meeting becomes your proxy by default) and you do not direct your proxy how to vote on a Resolution, you will be authorising the Chairman to vote as he decides on the relevant Resolution. On a poll, the Chairman of the Meeting intends to vote, as your proxy, in favour of the proposed Resolution (where permissible).

If you do not want the Chairman of the Meeting to vote, as your proxy, in favour of the Resolution, you need to direct your proxy to vote against, or to abstain from voting on, the Resolution by marking the appropriate box on the proxy form.

QUESTIONS FROM SHAREHOLDERS

The Chairman of the Meeting will allow a reasonable opportunity for shareholders at the meeting to ask questions about and make comments on the Resolution to be considered at the meeting.

If you wish to submit a question in advance of the meeting, you may do so by sending your question to one of the addresses or facsimile numbers below by no later than Monday, 3 April 2017.

In person	Registered Office – Level 10, 338 Pitt Street, Sydney NSW 2000
By mail	Share Registry – Computershare Investor Services Pty Limited GPO Box 242 Victoria 3001 Australia
By e-mail	stephen.harris@helloworld.com.au
By fax	Share Registry – 1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)

The Company will attempt to respond to as many of the more frequently asked questions as possible. Due to the large number of questions that may be received, the Company will not be replying on an individual basis.

By Order of the Board

Michael Burnett
Group Company Secretary
Helloworld Limited
27 February 2017

EXPLANATORY NOTES

RESOLUTION 1 – CHANGE OF COMPANY NAME

Section 157 of the *Corporations Act* requires that a special resolution is required for a company to change its name.

The proposed change of name from Helloworld Limited to Helloworld Travel Limited is to more accurately reflect the business conducted by the company.

Helloworld Travel Limited will have greater resonance by immediately identifying what the company does within the company's name.

The company's ASX code will remain as HLO after the change of name.

GLOSSARY

In these Explanatory Notes and the Notice of Meeting, the following terms have the following meanings (unless otherwise indicated):

Board means the board of Directors.

Company means Helloworld Limited ABN 60 091 214 998.

Corporations Act means the *Corporations Act 2001 (Cth)*.

Corporations Regulations means the *Corporations Regulations 2001 (Cth)*.

Director means a director of the Company for the time being.

Notice of Meeting means the Notice of General Meeting.

Resolution means a resolution referred to in the Notice of Meeting.

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

Proxy Form



Vote 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:

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 10:00am (AEST) on Saturday 8 April 2017**

How to Vote on the Item 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 the 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 the item your vote will be invalid.

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** ➔



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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.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Helloworld Limited hereby appoint

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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 General Meeting of Helloworld Limited to be held at Level 4, 179 Normanby Road, South Melbourne, Victoria on Monday 10 April 2017 at 10:00am (AEST) and at any adjournment or postponement of that meeting.

STEP 2 Item of Business



PLEASE NOTE: If you mark the **Abstain** box for the 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.

Item 1 Change of Company name

For

Against

Abstain

☐☐☐

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business. 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

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /