

# Notice of Annual General Meeting

6 October 2017

**Altium**<sup>™</sup>

Altium Limited  
ACN 009 568 772

Dear Shareholder,

The Altium Limited Board ('Board') would like to invite you, or your representatives, to attend the 2017 Annual General Meeting ('Meeting') of Altium Limited ('Altium' or 'Company').

Date: Wednesday, 8 November 2017

Time: 9am

Venue: Water @Pier One, Pier One Sydney Harbour, 11 Hickson Road, Walsh Bay, Sydney, NSW, 2000, Australia

The meeting will be followed by a technology presentation (expected to run for approximately 2 hours) to be delivered by Altium Senior Management.

## General Business

### Financial statements and reports

1. To receive the Financial Report, Directors' Report and Auditor's Report for the Company for the financial year ended 30 June 2017.

### Remuneration Report

2. To receive, consider and adopt the Remuneration Report of the Company for the financial year ended 30 June 2017, which forms part of the Directors' Report. Please note that the vote on the Remuneration Report is advisory only and does not bind the Directors or the Company.

***Note: A voting exclusion applies to this resolution.***

### Election of directors

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

**Lynn Mickleburgh**, a director retiring from office in accordance with Articles 7.5-7.6 of the Constitution of the Company, is re-elected as a director of the Company.

## Special Business

### Grant of Performance Rights to Director FY18 – Aram Mirkazemi

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

That Shareholder approval be given for all purposes, including for the purposes of ASX Listing Rule 10.14 and section 200B of the Corporations Act, to approve the issue of up to **75,075 Performance Rights** (and the issue of Shares following the vesting of those Performance Rights) to Mr Aram Mirkazemi (or his nominee) in respect of Mr Mirkazemi's FY18 long-term incentive award under the terms of the Altium Performance Rights Plan, as described in the Explanatory Memorandum.

***Note: A voting exclusion applies to this resolution.***

### Renewal of Proportional Takeover Provision - Special Resolution

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

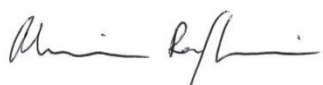
That articles 3.17 to 3.18 inclusive of the Company's Constitution requiring prior shareholder approval for a proportional takeover of the Company, be re-adopted for a further period of three years from the date of this Meeting in accordance with Section 648G of the Corporations Act.

**Annual Report & Corporate Governance Statement**

- The 2017 Altium Limited Annual Financial Report is now available at:  
[www.altium.com/company/investor-relations/publications-and-reports/annual-reports](http://www.altium.com/company/investor-relations/publications-and-reports/annual-reports)
- The 2017 Corporate Governance Statement is now available at:  
[www.altium.com/company/investor-relations/publications-and-reports/key-documents](http://www.altium.com/company/investor-relations/publications-and-reports/key-documents)

**Dated 6 October 2017**

By Order of the Board



Alison Raffin  
Company Secretary

**Notes to the Notice of Meeting**

- **Explanatory Notes**

The Company's shareholders should read the Explanatory Notes accompanying, and forming part of, this Notice of Meeting for more details on the resolutions to be voted on at the Meeting. The information provided is intended to assist shareholders in understanding the reasons for and the effect of the resolutions, if passed.

- **Voting Exclusion - there is a voting exclusion in place on Items 2 and 4**

The Company will disregard any votes cast on **Item 2**, by or on behalf of Key Management Personnel ("KMP") and closely related parties of KMP, whether the votes are cast as a shareholder, proxy or in any other capacity. The Company will also disregard any votes cast on **Item 4** by Aram Mirkazemi and his associates.

However, the Company need not disregard a vote on Items 2 and 4 if:

- a) it is cast by a person as proxy for a person who is entitled to vote on that Item, in accordance with the written direction on the Proxy Form; or
- b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote on that Item, in accordance with a direction on the proxy form to vote as the proxy decides.

If the Chairman is your proxy or is appointed as your proxy by default, and you do not direct your proxy how to vote on these Items on the proxy form (this is known as an "undirected proxy"), you are directing the Chairman to vote as he or she decides, even if that resolution is connected directly or indirectly with the remuneration of the Chairman or other KMPs. Therefore, if you do not wish to have the Chairman voting on these Items as he or she decides, you should direct the Chairman how to vote by marking either the "for", "against" or "abstain" box for each Item.

For the purposes of these voting exclusion statements:

- KMP includes employees and officers of the Company who have authority and responsibility for planning, directing and controlling the activities of the Company either directly or indirectly, including the Company's Directors (whether executive or otherwise): and
- Closely related parties of a member of the KMP include any of the following:
  - a) the spouse, children or dependents of a member;
  - b) the children or dependents of the member's spouse;
  - c) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or
  - d) a company controlled by the member.

**If you cannot attend the meeting and plan to appoint a proxy to attend and vote on your behalf, please note that recent changes to the Corporations Act apply to this meeting and could affect whether or not your proxy is able to vote on your behalf, particularly in relation to Items 2 and 4. Please read this Notice of Meeting carefully and consider directing your proxy on how to vote on each resolution by marking the appropriate box on the proxy form.**

## • Proxies

If you are unable to attend and vote at the Meeting and wish to appoint a person who is attending as your proxy, please complete the enclosed Form of Proxy. The instrument appointing a proxy must be in writing under the hand of the appointer or their attorney duly authorised in writing, or if such appointer is a corporation, under its common seal or under the hand of its duly authorised officer or attorney.

A shareholder entitled to attend and vote is entitled to appoint a proxy and if entitled to cast two or more votes at the Meeting, may appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If no such proportion or number is specified, each proxy may exercise half of the shareholder's votes. A proxy can be an individual or a body corporate and need not be a member of the Company.

Subject to any applicable voting restrictions, where an appointment specifies the way the proxy is to vote on the resolution:

- the proxy is not required to vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- if the proxy has two or more appointments that specify different ways to vote on the resolutions, the proxy must not vote on a show of hands;
- if the proxy is not the Chairman, the proxy need not vote on a poll but if the proxy does so, the proxy vote must vote that way; and
- if the proxy is the Chairman, the proxy must vote on a poll and must vote that way.

In addition, there are now some circumstances where the Chairman will be taken to have been appointed as a shareholder's proxy for the purposes of voting on a particular resolution even if the shareholder has not expressly appointed the Chairman as their proxy. This will be the case where:

- the appointment of proxy specifies the way the proxy is to vote on a particular resolution;
- the Chairman is not named as the proxy;
- a poll is being called on the resolution; and
- either of the following applies:
  - (i) the proxy is not recorded as attending the Meeting; or
  - (ii) the proxy attends the Meeting but does not vote on the resolution.

Shareholders should consider directing their proxy as to how to vote on each resolution by crossing either a "For" or "Against" box when lodging their proxy form to ensure that their proxy is permitted to vote on their behalf in accordance with their instructions.

The proxy form together with the authority (if any) under which it is signed or a notarially certified copy of that authority must be received at the Company's registered office or by the Company's share register, Computershare Investor Services Pty Ltd (Ph: 1300 850 505) no later than **9.00am (AEDT), Monday, 6th November 2017**. Please note that the Company's registered office and the Company's share registry office are closed outside of regular business hours.

The completed Form of Proxy may be lodged:

ONLINE:	Share Registry	<a href="http://www.investorvote.com.au">www.investorvote.com.au</a> or by scanning QR Code found on the enclosed Proxy Form with your mobile device.
IN PERSON:	Share Registry	Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067 Australia
	Registered Office	Altium Limited The Zenith, Tower B Level 6, 821 Pacific Highway, Chatswood NSW 2067
BY MAIL:	Share Registry	Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001, Australia
BY FAX:	Share Registry	(within Australia) 1800 783 447 (overseas) +61 3 9473 2555

## Custodian Voting

For Intermediary Online subscribers only (custodians), please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

## Voting Entitlement Cut-offs

Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* and Article 6.1 of the Company's Constitution, the time nominated by the Board for the purposes of determining the voting entitlements at the **Meeting is 7pm (AEDT), Monday, 6th November 2017**.

## Explanatory Notes

### Item 1: Financial statements and reports

As required by section 317 of the *Corporations Act 2001 (Cth)* ("**Corporations Act**"), the Financial Report, Directors' Report and Auditor's Report of Altium Limited ("Altium" or the "Company") for the financial year ended 30 June 2017 will be laid before the Meeting. There is no requirement for a formal resolution on this item. Shareholders will be given reasonable opportunity to ask questions and make comments on these reports at the Meeting.

### Item 2: Remuneration Report

Section 300A of the Corporations Act requires listed companies to include a Remuneration Report within the Directors' Report. The Remuneration Report must be put to a vote of members at the Meeting. The vote on the resolution will be advisory only and will not bind the directors or the Company. However, under changes to the Corporations Act which came into effect on 1 July 2011, if the Remuneration Report receives a "no" vote of at least 25% at the Meeting, and then again at the 2018 Annual General Meeting, a resolution will be required to be put to shareholders at the 2018 Annual General Meeting as to whether another meeting of shareholders should be held within 90 days at which all Directors (other than the Chief Executive Officer) who were in office at the date of the relevant Directors' Report must stand for re-election.

Shareholders will be given reasonable opportunity to ask questions and make comments on these reports at the Meeting.

#### Recommendation

Noting that each director has a personal interest in their own remuneration from the Company, as described in the Remuneration Report, the Board unanimously recommends the adoption of the Remuneration Report.

The Chair of the Meeting intends to vote undirected proxies in favour of Item 2.

This resolution is subject to a Voting Exclusion.

### Item 3: Election of directors

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third Annual General Meeting (AGM) following the director's appointment or three years, whichever is longer. However, a director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next AGM of the entity. This rule does not apply to the Chief Executive Officer.

#### Retirement and re-election

Under the Constitution at each annual general meeting any Director required to retire under the Listing Rules must retire from office. A Director so retiring is eligible for re-election. While the Listing Rules so require there must be an election of Directors each year. Where the operation of Articles 7.2 and 7.6 do not require a Director to retire in a year, the Director who must retire in that year, to accommodate Article 7.3 is to be determined by the Directors.

#### Casual vacancy and addition to board

Under section 7.5 of the Constitution the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, provided the total number of Directors does not exceed the number then most recently fixed in accordance with Article 7.1.

#### Candidate information

##### **Lynn Mickleburgh, BSc (with Honours) in Mathematics, MBA, Independent Non-Executive Director**

Lynn Mickleburgh, joined the Altium Board as a Non-Executive Director on 1 March 2017. Lynn brings experience from both Fortune 500 companies and high growth SMB in the technology sector. She is currently Head of Business Optimization at Atlassian Inc. Her prior experience includes VP Finance at Citrix Systems, various leadership roles at Adobe Systems and Apple Computer.

Lynn has many years of experience in transforming and scaling software companies, and brings valuable skills to the Altium Board in B2B multi-channel commerce for SMB and Enterprise, and building agile, scalable business platforms for operational efficiency.

Lynn's expertise includes emerging GTM business models, SAAS growth strategies, moving from perpetual to subscription, frictionless customer experiences; and, leveraging people, process and technology to drive margin expansion. Lynn is also well versed in finance and accounting, corporate planning and reporting, data governance and M&A integrations.

Lynn is currently a member of the Audit and Human Resources Committees of the Board.

#### Recommendation

The Board conducted a comprehensive search before appointing Lynn Mickleburgh and looks forward to her contribution to the Company for many years to come. The Board (other than each director in relation to their own election) unanimously recommends that shareholders vote in favour of Item 3.

## Item 4: FY18 Grant to Managing Director under the Altium Performance Rights Plan

### Performance Rights Plan

#### Background to the Plan

The Performance Rights Plan (the “Plan”) is a key part of Altium’s remuneration policy for its senior executives. The Plan establishes long term incentives which link rewards for employees with the delivery of Altium’s key performance drivers and the interests of Altium’s shareholders.

#### Summary of the Plan terms

In accordance with Listing Rule 7.2, a summary of the terms of the Plan are as follows.

- The Board may determine to grant awards to Employees in the form of Performance Rights.
- Each Performance Right is a contractual right which entitles the holder to either receive or be allocated one fully paid ordinary share in Altium (“Share”) or the cash equivalent. The Performance Rights will be granted for no payment. As the Performance Rights will be granted for no payment, no loan will apply in relation to the acquisition of shares. Altium may grant Performance Rights which require the holder to pay an exercise price in order to receive a Share on vesting but the Board does not currently intend to do so.
- Performance Rights may be granted in tranches with different vesting periods and may be subject to performance hurdles (in addition to continued employment) as determined by the Board (see below).
- Unless otherwise determined by the Board, the Performance Rights will lapse upon the occurrence of any of the following:
  - the participant ceasing to be an employee of a member of the Altium group;
  - any vesting conditions becoming incapable of satisfaction or being determined by the Board not to be satisfied; or
  - the holder of Performance Rights defaulting in any material respect under the rules of the Plan.
- The Board may determine that the Performance Rights will vest, lapse or remain outstanding in accordance with the Rules upon the occurrence of certain events such as the participant retiring, being made redundant, being permanently disabled or deceased or where there is a change of control, takeover offer, winding-up or delisting of Altium from the ASX.
- Under the terms of the Plan, the Board may settle vested Performance Rights by the payment of a cash amount equal to the closing market price of the relevant securities.
- Under the terms of the Plan, the Board may grant Performance Rights which entitle the holder to receive payments equal in value to the dividends they would have received had they held the shares which they may acquire if and when their Performance Rights vest. The Board does not currently intend to grant Performance Rights with such entitlements.
- The Board may amend the rules of the Plan from time to time (for example, to address or take advantage of regulatory or tax positions in Australia or overseas).

Performance Rights granted under the Plan are subject to both the rules of the Plan and the terms of the specific grant.

#### Mr Mirkazemi’s remuneration

Mr Mirkazemi’s remuneration for FY18 comprises three key components as set out in the table below;

	FY18	
Fixed compensation	US\$500,000	
Short-term incentive (STI)	US\$250,000	} At risk
Long-term incentive (LTI)	US\$500,000	

The grant of Performance Rights for which approval under Item 4 is sought represents Mr Mirkazemi’s LTI payment for FY17. The Board considers that these grants of Performance Rights are appropriate in the circumstances.

## Performance hurdles

The Altium Board of Directors believes that the long term interests of shareholders are best achieved when senior executives are themselves shareholders in the Company and the Long Term Incentive Plan (LTI) is designed to provide senior executives with a part of their compensation that is; (i) at risk, (ii) paid in shares and (iii) subject to both time and performance hurdles.

Altium operates in a global marketplace for software that is changing rapidly and growing at a substantial rate every year. Management and the Board have set internal growth targets that are ambitious and designed to enable Altium to establish a leading market share in its key markets. The scale of the growth and the somewhat unpredictable nature of when it will occur mean that setting financial targets well into the future is intrinsically difficult. The Board has had regard to this when considering the performance hurdles that should apply to Performance Rights granted under the Plan.

Altium Limited has a three year strategic plan with ambitious targets for growth in both revenue and earnings. The board believes that the best way to achieve the objectives in Altium's strategic plan is to use the earnings per share ("EPS") target (for the current financial year) as the financial hurdle for the achievement of the LTI award. Delivery of the LTI award to participants is also subject to employment testing over the three years after the grant of the award.

The performance hurdles that will apply to the proposed FY18 grant of Performance Rights to the Managing Director are set out below.

### FY18 Grant

- If Item 4 is approved, Mr Mirkazemi will receive a grant of **up to 75,075 Performance Rights** representing the long-term incentive component of his remuneration for FY18. These Performance Rights will be subject to performance hurdles as described below.
- The number of Performance Rights that vest will depend on the Altium EPS for the financial year ending 30 June 2018:
  - i. **25,025** shares will vest if the **minimum hurdle** is met (i.e. one third of the Performance Rights).
  - ii. **50,050** shares will vest if the **target hurdle** is met (i.e. two thirds of the Performance Rights).
  - iii. **75,075** shares will vest if the **maximum hurdle** is met (i.e. all the Performance Rights).

The hurdle will be disclosed in the 2018 Remuneration Report.

If the hurdle is met, and Mr Mirkazemi is employed on 1 September 2018, one third of those shares will vest and be released to Mr Mirkazemi, if not, all shares will be forfeited.

- If the hurdle is met, and Mr Mirkazemi is employed on 1 September 2019, an additional third of those shares will vest and be released to Mr Mirkazemi.
- If the hurdle is met, and Mr Mirkazemi is employed on 1 September 2020, the final third of those shares will vest and be released to Mr Mirkazemi.

### Additional terms and restrictions

In the event of any capital reorganisation of the Company (including bonus issues, other pro rata issues or corporate restructure), the participant's Performance Rights will be adjusted, as set out in the Rules for each Plan. In general, it is intended that the participant will not receive any advantage or disadvantage from such an adjustment not received by holders of Securities and any adjustment must be consistent with the Listing Rules and Corporations Act.

Performance Rights will not attract voting rights in respect of Shares or the right to participate in new issues of Shares until the Performance Rights vest and Shares are delivered or allocated, whether or not the Shares are subject to an escrow. Income tax will be the responsibility of the participants.

A participant may not sell, assign, transfer or otherwise deal with, or grant a security interest over Performance Rights without the prior written approval of the Board. Performance Rights may lapse immediately on any purported sale, assignment, transfer, dealing or grant of security interest. In addition, it is contrary to Altium's Director & Employee Share Trading Policy and the law for participants to seek or enter into derivative contracts that hedge their exposure to movements in the price of Shares while they hold Performance Rights that have not vested.

Following vesting, disposal of Shares allocated under the Plan's will be subject to Altium's Director & Employee Share Trading Policy.

### Information required by the ASX Listing Rules

Under Listing Rule 10.14, an entity must not issue securities to directors under an employee incentive scheme without the approval of its members. Accordingly, approval of Shareholders is sought for the purposes of Listing Rule 10.14 to enable Altium to grant the FY17 Performance Rights to Mr Mirkazemi, and subsequently issue or transfer Shares to Mr Mirkazemi on vesting of those Performance Rights. The ASX Listing Rules require the following information to be included in this notice.

- No Performance Rights have previously been granted to any director under the Plan and accordingly, shareholders have not previously approved a grant of Performance Rights under the Plan in accordance with Listing Rule 10.14.
- The Managing Director, Mr Mirkazemi is the only director entitled to participate in the Plan.
- If Item 4 is approved by the requisite majority of shareholders, the Performance Rights will be granted as soon as possible and in any event within 12 months of the date of the meeting.

### Information required by the Corporations Act

If approval is given, any benefits received by Mr Mirkazemi upon the cessation of his employment will not be prohibited under the retirement benefit provisions of section 200B of the Corporations Act. Benefits may include the Board using its discretion to determine that Mr Mirkazemi's Performance Rights:

- will not lapse on the cessation of his employment but will be retained and vest as if he remained an employee; or
- will vest on his cessation of employment (which will usually only occur in limited circumstances such as where he is made redundant or retires as set out in the rules of the Plan and as described above).

The value of the benefit Mr Mirkazemi may receive as a result of the early vesting or non-lapse of his Performance Rights for the purposes of the retirement benefit provisions of the Corporations Act cannot be ascertained at the date of this Notice as it will be necessarily determined by the number of Performance Rights vesting or not lapsing and the market value of Shares at that date. However, the key matters, events or circumstances which will, or are likely to affect the number of Performance Rights that the Board determines should vest or not lapse on a participant's cessation of employment and the calculation of the value of those Performance Right include:

- the number of Performance Rights held by Mr Mirkazemi under the Plan at the time of their cessation of employment;
- the market price of Shares at the time of their cessation of employment; and
- the number or proportion of Performance Rights held by the executive which the Board determines should vest or not lapse, which will in turn will depend upon factors which may include:
  - the participant's performance since the Performance Rights were granted;
  - the length of time that has elapsed since the Performance Rights were granted;
  - the extent to which the performance conditions have been satisfied at the time the participant ceases employment;
  - the financial performance of Altium and the business or support area in which the participant works;
  - the seniority level of the participant; and
  - the circumstances in which the participant leaves Altium.

### Recommendation

The Directors (other than Aram Mirkazemi who has a direct interest and abstained from consideration of the matter) unanimously recommend that Shareholders vote in favour of Item 4.

The Chairman of the AGM intends to vote all available and undirected proxies in favour of these resolutions.

Voting exclusions apply to this resolution, as set out in this Notice of Meeting.

### Item 5: Renewal of Proportional Takeover Approval Provisions

The Company proposes to put to the shareholders a resolution to renew the Company's proportional takeover approval provisions contained in articles 3.17 to 3.18 inclusive of the Company's Constitution.

The Constitution of the Company contains provisions that prohibit the registration of any transfer of shares giving effect to an offer made under a proportional takeover scheme (that is, an offer for some but not all of the holders' shares in the Company) unless and until the persons holding shares in a class which the offer under the takeover was made have passed an ordinary resolution approving the scheme.

The offeror and any associate of the offeror are excluded from voting on that resolution. To remain effective, these provisions must be renewed by the shareholders in a general meeting every 3 years. In accordance with section 648G of the Corporations Act these proportional takeover approval provisions cease to apply unless otherwise renewed.

#### Effect of the provisions

If articles 3.17 to 3.18 of the Company's Constitution are renewed and a proportional takeover bid is made for a class of securities in the Company, the Directors will be required to convene a general meeting of the holders in that class to vote on a resolution to approve the proportional takeover bid or to conduct a postal ballot to approve the proportional takeover bid. The resolution must be voted on at least 15 days before the bid closes. The bidder and any associates of the bidder will be excluded from voting.

If the resolution is rejected by the holders, then the bid will be deemed to be withdrawn and registration of any transfer of securities resulting from the proportional takeover bid will be prohibited. Acceptances will be returned and any contracts formed by acceptances will be rescinded.

If the resolution is approved, transfers of securities to the bidder will be registered provided they comply with the other provisions of the Constitution.

If no resolution is voted on at least 15 days before the close of the bid, then a resolution to approve the proportional takeover bid will be deemed to have been passed.

The renewed provisions will expire after three years, unless again renewed by the holders by a special resolution.



### Reasons for proposing resolution

Part 6.5 Subdivision 5 C of the Corporations Act 2001 (Cwlth) permits the inclusion and renewal of proportional takeover approval provisions in the Constitution.

The Directors consider that the holders should continue to have the opportunity to vote on a proposed proportional takeover bid. Without the provisions, a proportional takeover bid for the Company might enable a bidder to obtain control of the Company without the holders having the opportunity to dispose of all their securities. The provisions give the holders the opportunity to decide whether a proportional takeover bid should proceed. If it does proceed, individual holders can make a separate decision as to whether they wish to accept the bid for their securities.

### Present acquisition proposals

As at the date of this statement, none of the Directors are aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

Review of the advantages and disadvantages of the proportional takeover approval provisions during the period they have been in effect. During the period in which articles 3.17 to 3.18 have been in effect there have been no proportional takeover bids made for the Company and the article has therefore not been activated. It may be argued that during the period for which articles 3.17 to 3.18 have been in effect it has had the disadvantage of discouraging proportional takeover bids and reducing any takeover speculation element in the Company's share price.

### Potential advantages and disadvantages

The provisions enable the Directors to ascertain the views of the holders on a proportional takeover bid. Apart from this, there is no specific advantage for Directors, as Directors, in renewing the proportional takeover approval provisions.

The provisions also ensure that all holders will have an opportunity to study a proportional takeover bid proposal and vote on whether it should be permitted to proceed. This should ensure that the terms of any future proportional bids are structured to be attractive to a majority of independent holders.

It may be argued that the proportional takeover approval provisions make a proportional takeover more difficult to achieve and therefore proportional bids will be discouraged. This in turn may reduce opportunities which the holders may have to sell some of their securities at an attractive price to persons securing control of the Company, and it may reduce an element of takeover speculation from the Company's security price. It may also be argued that the provisions constitute an additional restriction on the ability of the holders to deal freely with their securities.

### Recommendation

The Directors consider that, on balance, renewal of the provisions in the Constitution is in the best interests of the holders and accordingly recommend that you vote in favour of the resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of Item 5.

### Annual Report Note

- Altium Limited moved to on-line annual reporting after notification to shareholders in 2007.
- Hard copies of the Annual Report are only sent to shareholders who have registered to receive one with our share register Computershare. If in future you would like to receive a hard copy of the annual report please change your preferences and update your online details at [www-au.computershare.com/investor](http://www-au.computershare.com/investor)

If you would like a hard copy of the Annual Report, please contact Altium.

Email: [investor.relations@altium.com](mailto:investor.relations@altium.com)

Phone: +61 2 9410 1005

Post: Attention: Company Secretary

PO Box 6006

Frenchs Forest

NSW 2086 Australia



## Lodge your vote:



Online:

[www.investorvote.com.au](http://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](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

ALU

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form

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### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://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:

Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

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 9am (AEDT) on Monday 6 November 2017**

### How to Vote on Items 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 each 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 an item your vote will be invalid on that item.

**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](http://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** ➔

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SURBURB  
SAMPLETOWN VIC 3030



**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.



IND

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1

### Appoint a Proxy to Vote on Your Behalf

XX

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

☐

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 Annual General Meeting of Altium Limited to be held at Pier One Sydney Harbour, 11 Hickson Road, Walsh Bay, Sydney, NSW 2000 on Wednesday 8 November 2017 at 9am (AEDT) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** If the Chairman of the Meeting is your proxy or is appointed as your proxy by default, and you do not direct your proxy how to vote on Items 2 or 4 below, you are expressly authorising the Chairman of the Meeting to vote in favour of these items, even if that item is connected directly or indirectly with the remuneration of a member of the key management personnel. Therefore, if you do not wish to have the Chairman vote in favour of these items as a result of your undirected proxy, you should direct the Chairman to vote "against" or "abstain".

### STEP 2

### Items of Business



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

	For	Against	Abstain
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director - Lynn Mickleburgh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Grant of performance rights to Director FY18 - Aram Mirkazemi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Renewal of Proportional Takeover Provision	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each 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 / /

ALU

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Computershare +