

NETCOMM WIRELESS LIMITED

ACN 002 490 486

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is given that an Annual General Meeting of the members of NetComm Wireless Limited ACN 002 490 486 will be held at the office of Maddocks Lawyers, Level 27, Angel Place, 123 Pitt Street, Sydney, NSW 2000, Australia, on Wednesday, 22 November 2017 at 9.30 am (Sydney time)

BUSINESS

A RECEIPT OF ANNUAL REPORTS

To receive and consider the Financial Report, Directors' Report and Auditor's Report for NetComm Wireless Limited ACN 002 490 486 ("**Company**") for the year ending 30 June 2017.

Note: there is no requirement for shareholders to approve these reports.

B RESOLUTIONS

1. REMUNERATION REPORT (RESOLUTION 1)

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

"That the Company's Remuneration Report for the year ended 30 June 2017 be adopted."

A voting exclusion statement applies to this Resolution 1, and is set out in full in the Explanatory Memorandum to this Notice of Annual General Meeting.

Note: this resolution is advisory only and does not bind the Company or the Directors. The Directors will consider the outcome of the vote and comments made by shareholders on the Company's Remuneration Report at the meeting when reviewing the Company's remuneration policies.

2. RE-ELECTION OF MR JUSTIN MILNE AS A DIRECTOR (RESOLUTION 2)

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

"That, for the purposes of Article 12.3 of the Constitution of the Company, ASX Listing Rule 14.4 and for all other purposes, Mr Justin Milne, who retires by rotation from office and being eligible for re-election, be re-elected as a Director of the Company."

Note: the Directors, other than Mr Justin Milne, unanimously support the re-election of Mr Justin Milne.

3. ELECTION OF MR DAVID SPENCE AS A DIRECTOR (RESOLUTION 3)

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

"That, for the purposes of Article 12.12 of the Constitution of the Company, ASX Listing Rule 14.4 and for all other purposes, Mr David Spence, who retires due to cessation of a casual vacancy and being eligible for election, be elected as a Director of the Company."

Note: the Directors, other than Mr David Spence, unanimously support the election of Mr David Spence.

4. APPROVAL TO ISSUE SHARE APPRECIATION RIGHTS TO MR KENNETH SHERIDAN AND TO SETTLE THEM WITH SHARES OR CASH (RESOLUTION 4)

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

"That, for the purposes of Listing Rule 10.14 and section 195(4) of the Corporations Act, and for all other purposes, shareholders approve the issue of 400,000 Share Appreciation Rights to Mr Kenneth Sheridan (or his nominee) and the settlement of those Share Appreciation Rights with Shares or cash under the Company's Long Term Incentive Plan, for the purpose and on the terms set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting."

A voting exclusion statement applies to this Resolution 4, and is set out in full in the Explanatory Memorandum to this Notice of Annual General Meeting.

C OTHER BUSINESS

To transact any other business which may be properly brought before this Annual General Meeting.

Dated at Sydney, 17 October 2017

By order of the Board

Chris Last
CFO & Company Secretary

EXPLANTORY MEMORANDUM
for Annual General Meeting of NetComm Wireless Limited

A. RECEIPT OF ANNUAL REPORTS

The Financial Report, Directors' Report and Auditor's Report will be laid before the Annual General Meeting. There is no requirement for shareholders to vote on, approve or adopt these reports.

Shareholders will have a reasonable opportunity at the Annual General Meeting to ask the Chairman questions and make comments on the business, operations and management of the Company. The auditor of the Company will also be available to take shareholders' questions and comments about the conduct of the audit, the preparation and content of the Auditor's Report.

In addition to taking questions at the Annual General Meeting, written questions to the Company's auditor about the conduct of the audit of the Financial Report and the preparation and content of the Auditor's Report, may be submitted no later than the fifth business day before the day on which the Annual General Meeting is held (i.e. no later than 5:00 pm (Sydney time) on Wednesday, 15 November 2017) to:

The Company Secretary
Chris Last
Level 5, 18-20 Orion Road
Lane Cove, NSW 2066
Australia
Phone number: +61 (2) 9424 2441
Fax number: +61 (2) 9424 2010
Email: chris.last@netcommwireless.com

The Company will pass all written questions on to the auditor. The auditor will prepare and provide to the Company a question list which sets out the questions that the Company has passed on to the auditor and that the auditor considers to be relevant to the conduct of the audit of the Financial Report or the content of the Auditor's Report. Please note that a question may not be included in the question list if the question list includes a question that is substantially the same as that question or if it is not practicable to include the question in the question list because of the time when the question is passed on to the auditor.

There is no requirement for the auditor to provide written answers to the questions, however, if the auditor chooses to prepare written answers to any of the questions, the Chairman may permit the auditor to table the written answers at the Annual General Meeting. The auditor will also answer questions asked at the Annual General Meeting, however, where questions concern issues raised in the written questions, the auditor may refer shareholders to the written answers (if any). For the benefit of the Annual General Meeting, the auditor will briefly outline to the Annual General Meeting the matters covered in the written questions.

A list of written questions, if any, so submitted by shareholders will be made available at the start of the Annual General Meeting and any written answer, if any, tabled by the auditor at the Annual General Meeting will be made available as soon as practicable after the Annual General Meeting.

B. RESOLUTIONS

1. RESOLUTION 1 - REMUNERATION REPORT

The Corporations Act requires the Remuneration Report be adopted at the Annual General Meeting by a resolution. While there is a requirement for a formal resolution, the shareholders' vote is advisory only and does not bind the Company, nor will it require the Company to alter any arrangements detailed in the Remuneration Report should the resolution not be passed. The Directors will, however, consider the outcome of the vote and shareholders' views expressed at the Annual General Meeting when reviewing the remuneration policies of the Company in the future.

The Remuneration Report is set out on pages 8 to 16 of the Company's 2017 Annual Report (the Annual Report is available on the Company's website at www.netcommwireless.com on the "Investors" page under the heading "Annual and Financial Reports"). The Remuneration Report explains the structure of, and policy behind, the Company's remuneration practices and the link between the remuneration of employees and the Company's performance. The Remuneration Report also sets out remuneration details of each Director and for any specified executive.

Shareholders will have a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Remuneration Report.

All shareholders of the Company are encouraged to cast their vote on Resolution 1.

Voting exclusion statement with regard to Resolution 1

In accordance with s250(R)(4) of the Corporations Act, the Company will disregard any votes cast on Resolution 1:

- a) by any member of the Company's Key Management Personnel, or a Closely Related Party of such a member of the Key Management Personnel;
- b) as a proxy by a member of the Company's Key Management Personnel, or a Closely Related Party of such a member of the Key Management Personnel unless the vote is cast as a proxy for a person who is entitled to vote on this resolution:
 - i. in accordance with their directions of how to vote set out in the proxy appointment; or
 - ii. by the Chairman pursuant to an express authorisation set out in the proxy appointment.

The Company's proxy voting form has been prepared on the basis that where a shareholder grants a proxy to the Chairman, or the Chairman is their proxy by default, the shareholder provides express authorisation for the Chairman to exercise the proxy as the Chairman decides in relation to Resolution 1. The Chairman will vote undirected proxies and intends to vote such proxies in favour of Resolution 1.

Shareholders entitled to vote on Resolution 1, who appoint as their proxy, a member of the Company's Key Management Personnel or a Closely Related Party (other than the Chairman), should direct their proxy as to how to vote by marking either "**For**", "**Against**" or "**Abstain**" on the proxy voting form for Resolution 1. Failing to direct such a proxy will result in that shareholder's vote on Resolution 1 being disregarded.

Board recommendation and Chairman's vote

The Directors recommend that shareholders vote in favour of Resolution 1.

As noted above in Resolution 1, the Chairman intends to vote all available proxies in favour of this Resolution 1.

2. RESOLUTION 2 - RE-ELECTION OF MR JUSTIN MILNE AS A DIRECTOR

The ASX Listing Rules requires the Company to hold an election of Directors each year. The Constitution also requires one third of the Directors (other than the Managing Director, or if there is more than one Managing Director, only one Managing Director and a Director appointed to fill a casual vacancy) to retire from office at each Annual General Meeting, together with any Director who has held office without re-election for 3 or more years (Article 12.3 of the Constitution).

Mr Justin Milne, who retires at the coming Annual General Meeting by rotation under Article 12.3, being eligible, offers himself for re-election as a Director under Article 12.4 of the Constitution.

Mr Milne has substantial telecommunications industry experience and he is an experienced company director having served in diverse industry sectors with a multinational focus. He had an executive career in telecommunications, marketing and media. From 2002 to 2010 he was Group Managing Director of Telstra's broadband and media businesses, and headed up Telstra's New Media businesses in China. Prior to that he was CEO of OzEmail and MSN Australia. He is currently Chairman of the ABC and MYOB Holdings Ltd., and Non-Executive Director of nbn, Tabcorp Holdings Limited, and Members Equity Bank Ltd.

Board recommendation and Chairman's vote

The Directors, with Mr Milne abstaining, recommend that shareholders vote in favour of Resolution 2.

The Chairman intends to vote all available proxies in favour of this Resolution 2.

3. RESOLUTION 3 - ELECTION OF MR DAVID SPENCE AS A DIRECTOR

The ASX Listing Rules requires the Company to hold an election of Directors each year. The Constitution also requires any Director appointed to fill a casual vacancy to retire from office at the next Annual General Meeting (Article 12.12 of the Constitution).

Mr David Spence, who retires at the coming Annual General Meeting by cessation of a casual vacancy under Article 12.12 of the Constitution, being eligible, offers himself for election as a Director under Article 12.12 of the Constitution.

Mr Spence has extensive network communications technology experience in building satellite, wireless and fibre networking businesses as well as working with large global networking and carrier companies. He was the Non-Executive Chairman of Vocus Group Limited (until 3 October 2017, and remains a Non-Executive Director until 24 October 2017), the leading business-only telecommunications provider in Australia and New Zealand; and is Chairman of PayPal Australia and founder and Chairman of the National Narrowband Network. Mr Spence was the CEO of Unwired Limited from 2003 to 2009, the Company that pioneered wireless broadband to households in Australia.

Board recommendation and Chairman's vote

The Directors, with Mr Spence abstaining, recommend that shareholders vote in favour of Resolution 3.

The Chairman intends to vote all available proxies in favour of this Resolution 3.

4. RESOLUTION 4 APPROVAL TO ISSUE SHARE APPRECIATION RIGHTS TO MR KENNETH SHERIDAN AND TO SETTLE THEM WITH SHARES OR CASH)

Resolution 4 is concerned with the grant of Share Appreciation Rights to Mr Kenneth Sheridan, the CEO and Managing Director of the Company under the Long Term Incentive Plan (LTIP) approved by the Shareholders at the Company's Annual General Meeting on 18 November 2015.

The grant of 400,000 Share Appreciation Rights to Mr Kenneth Sheridan the subject of Resolution 4 was approved by the Board on 14 July 2017 (with Mr Kenneth Sheridan abstaining), effective 1 July 2017, however, the issue of the Share Appreciation Rights and the conversion of them to Shares and/or cash on vesting remains subject to shareholder approval. The Base Price for the Share Appreciation Rights will be \$1.76, being the Market Value of a Share on 1 July 2017, being the date of the relevant Offer to Mr Kenneth Sheridan.

The LTIP intends to incentivise Participants to help the Company to grow the Share price. The amount of any entitlement from a vested and exercised Share Appreciation Right awarded under the LTIP is wholly dependent on an appreciation in the underlying Share price from issue date to the date of exercise of the Share Appreciation Right.

The Company proposes to issue a total of 400,000 Share Appreciation Rights for nil consideration under Resolution 4.

Each vested Share Appreciation Right, subject to the satisfaction or waiver of Conditions, entitles the Participant to exercise that Share Appreciation Right to convert it into:

- a) a number of Shares based on the difference in the Base Price and Exercise Reference Price. For example, if a Participant is awarded 1,000 Share Appreciation Rights with a \$1.50 Base Price and the Exercise Reference Price is \$2.50, that Participant would be entitled to be issued Shares worth \$1,000.00 being 400 Shares ($\$1,000/\2.50 per Share)*; and/or
- b) cash based on the difference in the Base Price and Exercise Reference Price. For example, if a Participant is awarded 1,000 Share Appreciation Rights with a \$1.50 Base Price and the Exercise Reference Price is \$2.50, that Participant would be entitled to be paid \$1,000.00 in cash*.

*These are simplified worked examples only. Amounts may be withheld by the Company at the time of exercise of a vested Share Appreciation Right in respect of tax, duties, or other liabilities which may arise upon paying cash or allocating Shares to a Participant.

It is the current intention of the Board that the Share Appreciation Rights are to be issued on the basis that they will be Share-settled. Subject to the Corporations Act, ASX Listing Rules and the LTIP Rules, the Board may elect to settle vested and exercised Share Appreciation Rights in cash.

Subject to obtaining necessary shareholder approval for the grant of Share Appreciation Rights, the Board will issue the Share Appreciation Rights to Mr Kenneth Sheridan.

For further details, please refer to the summary of the terms of the LTIP at Schedule 1 to this Explanatory Memorandum.

Regulatory requirements

Resolution 4 seeks Shareholder approval in order to comply with the requirements of ASX Listing Rule 10.14 and section 195(4) of the Corporations Act.

Section 195(4) of the Corporations Act

Mr Kenneth Sheridan has a material personal interest in the outcome of Resolution 4 given that Resolution 4 is concerned with the issue of Share Appreciation Rights to him in his capacity as CEO and Managing Director and the settlement of those Share Appreciation Rights with Shares or cash.

Under Section 195 of the Corporations Act, a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered. In the absence of Shareholder approval under section 195(4) of the Corporations Act, the Directors may not be able to form a quorum at Board meetings necessary to carry out the terms of these Resolutions.

The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue to shareholders to determine at a general meeting.

ASX Listing Rule 10.14, ASX Listing Rule 10.15A and ASX Listing Rule 7.1

ASX Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of holders of ordinary securities of the acquisition:

- a) a director of the entity;
- b) an associate of a director of the entity; or
- c) a person whose relationship with the entity or a director or their associates is such that, in ASX's opinion, approval should be obtained.

Shareholder approval of Resolution 4 is sought under ASX Listing Rule 10.14 as Resolution 4 proposes to award Share Appreciation Rights to an executive Director (or his nominee) which, upon their vesting and subject to satisfaction or waiver of the Conditions, may be exercised by the executive Director (or his nominee) for the allotment of Shares.

As Shareholder approval is being sought under ASX Listing Rule 10.14, approval is not also required under ASX Listing Rule 7.1, and any Shares issued with shareholder approval under Resolution 4 will not count towards the Company's 15% capacity under ASX Listing Rule 7.1.

ASX Listing Rule 10.15A sets out the information which must be provided in a notice of meeting for the purpose of obtaining the approval of shareholders to an acquisition of Shares to which ASX Listing Rule 10.14 applies. The information is set out below.

Importantly, ASX Listing Rule 10.15A.9 requires details as to the date by which an entity will issue the securities which must be not later than 3 years after the meeting in which approval is given. Given the Vesting Date for Share Appreciation Rights may be 3 years after the issue date, absent early vesting in accordance with the Rules, the Share Appreciation Rights proposed to be issued to Mr Kenneth Sheridan under Resolution 4, if passed, may vest after this 3 year period.

Notwithstanding this, the Company is seeking the approval of shareholders for the issue of Share Appreciation Rights and the settlement of those Share Appreciation Rights with Shares or cash to enable early vesting or vesting in accordance with the Rules. For further details, see items 13 and 17 of Schedule 1 to this Explanatory Memorandum.

Absent early vesting or vesting of the Share Appreciation Rights within this 3 year period, the Company will seek the approval of shareholders to the allotment of Shares

pursuant to the Share Appreciation Rights at a future Annual General Meeting of the Company.

In the event that shareholders subsequently do not approve the allotment of Shares to settle Share Appreciation Rights issued under Resolution 4, the Board may determine to settle those Share Appreciation Rights by paying cash, subject to the Corporations Act, ASX Listing Rules and the LTIP Rules.

In compliance with the information requirements of ASX Listing Rule 10.15A, the shareholders are advised that:

- a) Mr Kenneth Sheridan is the person to whom the Share Appreciation Rights are proposed to be issued under Resolution 4. He does not propose to renounce his offer of Share Appreciation Rights to a nominee and, if Resolution 4 is passed, will hold his Share Appreciation Rights personally.
- b) If all Share Appreciation Rights the subject of Resolution 4 vest, and the Participating Director (or their nominee) exercises those Share Appreciation Rights, the maximum aggregate number of Shares to be issued will be:
 - i. 400,000 multiplied by the applicable Exercise Reference Price; less
 - ii. any amounts withheld to meet tax, duties and other liabilities of the Company and/or Director(s) in accordance with the LTIP Rules; less
 - iii. 400,000 multiplied by the applicable Base Price; divided by
 - iv. the Exercise Reference Price,
(see Schedule 1 for details).
- c) The price for each Share to be issued pursuant to Resolution 4 under the LTIP will be nil.
- d) The LTIP was approved by Shareholders in annual general meeting on 18 November 2015. At the date of this Notice of Annual General Meeting, Mr Kenneth Sheridan holds 500,000 Share Appreciation Rights under the LTIP, the issue of which was approved by Shareholders in annual general meeting on 18 November 2015. The 500,000 Share Appreciation Rights were issued on 8 December 2015 at a Base Price of \$2.98.
- e) A voting exclusion statement for Resolution 4 is included in this Explanatory Memorandum to the Notice of Annual General Meeting.
- f) No loan has been made, or proposed, in relation to the issue of Share Appreciation Rights under Resolution 4.
- g) Details of any securities issued under the LTIP will be published in each annual report of the Company relating to a period in which securities have been issued and will state that approval for the issue of securities was obtained under Listing Rule 10.14.
- h) The Company will, subject to the Board's discretion to settle the Share Appreciation Rights in cash or in Shares, allot the Shares upon receipt of a valid exercise notice and otherwise in accordance with the LTIP Rules. If the Company does not receive a valid exercise notice in respect of the Share Appreciation Rights the subject of Resolution 4 within 3 years after the date of the meeting during which Resolution 4 was passed, the Company will seek an ASX waiver to allow the issue to occur on the applicable date or seek shareholder re-approval to issue the Shares.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision by a public company of financial benefits to related parties of that public company. Chapter 2E prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- b) prior shareholder approval is obtained to the giving of the financial benefit.

The Directors of the Company (and their nominees, if any) are related parties of the Company for the purposes of section 208 in Chapter 2E of the Corporations Act.

Awarding Share Appreciation Rights under the LTIP is the giving of a financial benefit for the purposes of section 229 of the Corporations Act (including the example given in section 229(3)(e) of the Corporations Act, being issuing securities or granting an option to a related party).

The issue of Share Appreciation Rights under Resolution 4 and the settlement of them with Shares or cash constitute the provision of a financial benefit to a related party for the purposes of Chapter 2E of the Corporations Act.

Under section 211(1) of the Corporations Act, shareholder approval is not required to give a financial benefit to a related party if the benefit is remuneration to that related party as an officer or employee of the company, and provided that the giving of the benefit is reasonable given the company's circumstances and the related party's (director's) circumstances (including their responsibilities).

In the Board's opinion, the proposed issue of Share Appreciation Rights in accordance with Resolution 4 to Mr Kenneth Sheridan is reasonable remuneration for the purposes of section 211(1) of the Corporations Act

Notwithstanding the Board's opinion referred to above, the Board has considered that it is prudent and in the Company's best interests to provide the following information to shareholders:

- a) Identity of the related party to whom Resolution 4 permits financial benefits to be given:

Mr Kenneth Sheridan

- b) Nature of the financial benefit:

Resolution 4 seeks approval from Shareholders to allow the Company to issue Share Appreciation Rights to the related party as set out above for nil consideration under the Company's LTIP.

A Share Appreciation Right may be settled by Shares or cash upon its exercise. Any Shares to be issued will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's existing Shares. The Company will apply for official quotation of the Shares on ASX.

- c) Valuation of financial benefit

The Company is proposing to issue a total of 400,000 Share Appreciation Rights under Resolution 4. The fair value of these Share Appreciation Rights is set out below.

Based on fair values, the total value of all of the Share Appreciation Rights proposed to be issued under Resolution 4 is up to \$349,492. This value has been determined using the following methodology:

- i. Share-settled Share Appreciation Rights will entitle the holder to a payment, in shares, equal in value to the amount by which the underlying Share has appreciated since the right was granted.
- ii. The economic benefits to the holder of the Share Appreciation Rights will be akin to them holding call options with an exercise price equal to the Share price at the time of issue.
- iii. In valuing the Share Appreciation Rights, the Company has adopted a modified Black-Scholes option pricing model.
- iv. The values determined are consistent with the concept of fair value, being the amount for which an asset would be exchanged, or a liability settled, between knowledgeable willing parties in an arm's length transaction.
- v. The date of the valuation is 1 July 2017. The closing Share price on 30 June 2017 was \$1.72 and the 5 day volume weighted average price as at 1 July 2017 was \$1.76.

d) Dilution

The issue of Shares to settle the 400,000 vested and exercised Share Appreciation Rights the subject of Resolution 4 has the potential to dilute the percentage interest of existing Shareholders' holdings.

The Shares to be issued upon the exercise of a Share Appreciation Right is to be calculated as set out in Schedule 1. As the number of Shares to be issued on the exercise of the Share Appreciation Rights is determined by reference to a future share price, it is not possible to determine the dilutive impact of the Share Appreciation Rights. It is, however, a term of the LTIP that the maximum number of Shares that may be issued on exercise of the Share Appreciation Rights in any three year period is 5% of the total issued share capital (on a fully diluted basis).

e) Existing interests in the Company of related parties the subject of Resolution 4

The direct and indirect interests of the related party the subject of Resolution 4 in Shares of the Company as at the date of this Notice of Annual General Meeting are:

Name of Related Party (a Director)	Interest
Mr Kenneth Sheridan	680,000 Shares
	500,000 Share Appreciation Rights issued on 8 December 2015 with a Base Price of \$2.98

f) Remuneration of Directors

Details of the remuneration of the Director the subject of Resolution 4, including his related entities and as at the date of the Company's 2017 Annual Report, is set out in the table below.

Year	Short Term Employee Benefits			Post-Employment Benefits	Long Term benefits	Total Excluding Charge for Share based allocations	Share Based Payments	Other Benefits	Total	% of Remuneration that is performance based	% of Remuneration that consists of Shares	
	Salary & Fees	Short Term Incentive Plan	Non-Monetary Benefits	Super-annuation	Long Service Leave		Shares Appreciation Rights Expense	Termination Benefits				
Independent Non-Executive Directors												
K J P Sheridan ³ Chief Executive Officer and Executive director	2017	471,941	252,000	-	31,233	32,002	787,176	271,483	-	1,058,659	24%	26%

Resolution 4 - Board recommendation and Chairman's vote

Mr Kenneth Sheridan has an interest in the outcome of Resolution 4 and is excluded from voting on Resolution 4, and accordingly does not, make a voting recommendation to shareholders in respect of Resolution 4.

The Directors, with Mr Kenneth Sheridan abstaining, recommend that shareholders vote in favour of Resolution 4.

The Chairman intends to vote all available proxies in favour of Resolution 4.

Voting exclusion statement with regard to Resolution 4.

The Company will disregard any votes cast on Resolution 4 by any Director of the Company who is eligible to participate in the LTIP in respect of which the approval is sought, and any of their associates. However, the Company will not disregard any votes cast on Resolution 4 if:

- a) the person is acting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- b) the person is the Chairman of the Annual General Meeting acting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Company will also disregard any votes cast on Resolution 4 by a member of the Key Management Personnel or their Closely Related Parties, as proxy for another person, where the Proxy Form does not specify how the proxy is to vote, with the exception that votes cast by the Chairman as proxy appointed in writing, in accordance with a direction on the Proxy Form to vote as the proxy decides, will not be excluded.

DEFINITIONS

In this Explanatory Memorandum, unless the context otherwise requires:

Annual General Meeting	means the 2017 annual general meeting of the Company;
ASX	means ASX Limited ACN 008 624 691;
ASX Listing Rules	means the listing rules of the ASX;
Board	means the board of Directors of the Company;
Chairman	means Justin Milne;
Closely Related Party	means in relation to a KMP, a KMP's spouse, child, spouse's child, dependant of the KMP or their spouse, a company the KMP controls or family member of a KMP that may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealings with the Company;
Company	means NetComm Wireless Limited ACN 002 490 486;
Constitution	the constitution of the Company;
Corporations Act	means the <i>Corporations Act 2001</i> (Cth);
Director	means a director of the Company;
Executive Director	means a Director appointed as an executive director under Article 14.30 of the Constitution (i.e. employed by the Company in an executive capacity);
Explanatory Memorandum	means the explanatory memorandum accompany this Notice of Annual General Meeting;
Key Management Personnel or KMP	means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;
LTIP	has the meaning given to that term in Resolution 4.
LTIP Rules	means the rules of the LTIP approved by the Shareholders at the Company's Annual General Meeting on 18 November 2015, a summary of which is included at Schedule 1 and a full copy of which is available from the Company on request by an Eligible Employee or Shareholder;
Non-Executive	means a Director other than an Executive Director;

Director	
Participant	has the meaning given to that term in the LTIP Rules;
Participating Director	means a Director who is a Participant;
Proxy Form	means the form attached to this Notice of Annual General Meeting marked 'Proxy Form';
Share Appreciation Right or SAR	has the meaning given to that term in the LTIP Rules;
Shareholder	means a shareholder in the Company; and
Share	means a share in the Company.

VOTING INSTRUCTIONS

Entitlement to vote

For the purposes of the Corporations Regulation 7.11.37, the Board has determined that in relation to the Annual General Meeting being convened by this Notice of Annual General Meeting and the entitlement to attend and vote at the Annual General Meeting, shares will be taken to be held by the persons who are registered holders at 7:00 pm (Sydney time) on Monday, 20 November 2017.

Accordingly share transfers registered after that date will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Shareholders who are entitled to attend and vote at the Annual General Meeting may elect to vote directly or appoint an individual or body corporate as a proxy.

If more than one joint holder of shares is present at the Annual General Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Voting by proxy

1. A shareholder entitled to attend and vote, is entitled to appoint a proxy.
2. A person who is entitled to cast two or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy appointed is entitled to exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise up to half of the shareholder's votes.
3. Appointment of a proxy by a shareholder who is a corporation must be under its common seal.
4. A proxy need not be a shareholder.
5. To be effective, the proxy voting form (must be received by the Company at:

Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235, Australia, or received by facsimile on (02) 9287 0309 (within Australia) or +61 2 9287 0309 (outside Australia) not less than forty-eight (48) hours prior to the time for holding the Annual General Meeting (i.e. no later than 9.30 am (Sydney time) on Monday, 20 November 2017).

Shareholders should refer to the proxy voting form for further instructions on appointing a proxy.

Directing your proxy

When appointing a proxy, shareholders can direct the proxy as to how to vote on each item of business by marking either "**For**", "**Against**" or "**Abstain**" on the proxy voting form for that item of business (i.e. a directed proxy), and the proxy must vote in that manner.

The above information on directing your proxy should be read together with any voting exclusion statement relevant to a particular resolution as the voting exclusion statement for a particular resolution might mean that the proxy vote must be disregarded as may the relevant directions in the Proxy Form.

If a shareholder does not direct the proxy as to how to vote (i.e. an undirected proxy), the proxy appointed by the shareholder may vote as he or she sees fit, subject to the voting exclusion statements for Resolutions 1 and 4.

If you appoint a member of the Key Management Personnel or their Closely Related Party (other than the Chairman) as your proxy for Resolution 1 and 4, you are encouraged to direct that proxy how to vote on Resolutions 1 and 4. Failing to direct such a proxy will result in your vote on Resolutions 1 and 4 being disregarded.

If you appoint the Chairman of the meeting as your proxy, or if the Chairman of the meeting is appointed as your proxy by default, and you do not direct the Chairman how to vote on a resolution by marking "**For**", "**Against**" or "**Abstain**" then for Resolutions 1, 2, 3 and 4, by submitting the Proxy Form, you will be giving the Chairman of the meeting your express authority to vote your undirected proxy as the Chairman sees fit.

If you do not wish for your vote to be cast at the discretion of your proxy in respect of any resolutions put to the vote at the Annual General Meeting, you should direct your proxy how to vote on these resolutions.

Default to the Chairman

If you sign the enclosed proxy voting form and do not mark the appropriate box to appoint a proxy or your named proxy does not attend the Annual General Meeting, you will have appointed the Chairman as your proxy by default in accordance with his intentions set out below.

The Chairman's voting intentions

The Chairman intends to vote undirected proxies on, and in favour of, all of the proposed resolutions. If there is a change to how the Chairman intends to vote undirected proxies, the Company will make an announcement to the market.

Corporate representatives attending

If your holding is registered in a company name and you would like to attend the Annual General Meeting (and do not intend to return a proxy voting form), please bring with you to the Annual General Meeting a duly completed Certificate of Appointment of Corporate Representative to enable you to attend and vote at the Annual General Meeting. Alternatively contact the Company's share registry, Link Market Services Limited, general shareholder enquiries on 1300 554 474 (within Australia) or +61 2 8280 7111 (outside Australia), who will forward to you a form for completion.

Shareholders questions

If you wish a question to be put to the Chairman of the Annual General Meeting or auditor and you are not able to attend the Annual General Meeting please email your question to the Company at shareholdersAGM2017@netcommwireless.com.

To allow time to collate questions and prepare answers, questions are to be received by the Company Secretary by 5:00 pm (Sydney time) on Wednesday, 15 November 2017.

**SCHEDULE 1 – SUMMARY OF THE TERMS OF THE LONG TERM INCENTIVE PLAN
APPROVED BY THE SHAREHOLDERS AT THE COMPANY’S ANNUAL GENERAL MEETING
ON 18 NOVEMBER 2015**

This summary is not a replacement of the LTIP Rules. Capitalised terms used, but not defined, in this summary have the meaning given to those terms in the LTIP Rules. The Company will provide a complete copy of the LTIP Rules to an Eligible Employee or a shareholder upon request.

1.	Eligibility	<p>Eligible Employee means a person who at the time of the Offer (defined below):</p> <p>(a) is a full time employee of a member of the Group (being the Company, its related bodies corporate, within the meaning of the Corporations Act, any body corporate that has voting power in the Company of 20% or more and any body corporate in which the Company has voting power of 20% of more);</p> <p>(b) is a contractor, casual employee or permanent part-time employee of a member of the Group who is engaged to work such number of hours that are the pro-rata equivalent of 40% or more of a comparable full time position;</p> <p>(c) is an Executive (being an executive or non-executive Director, and such other person as the Board determines from time to time);</p> <p>(d) can only accept the Offer if an arrangement has been entered into that will result in that person becoming a person referred to in any one of paragraphs (a) to (c) (inclusive) of this definition; or</p> <p>(e) has been determined by the Board to be eligible to accept the Offer (subject to the Corporations Act, ASX Listing Rules and ASIC Class Order 14/1000 (Class Order)).</p>
2.	Offers	<p>The Board may from time-to-time in its absolute discretion decide to make an invitation made under the LTIP to an Eligible Employee to apply for Share Appreciation Rights under the LTIP in accordance with the terms and conditions of that invitation (Offer) to an Eligible Employee to participate in a grant of Share Appreciation Rights upon the terms set out in the LTIP.</p> <p>The Board may, in its discretion, make more than one Offer to an Eligible Employee in any one calendar year.</p> <p>An Eligible Employee who is deemed to have accepted an Offer under the terms of the Offer and the LTIP Rules, and if applicable, their Nominee (defined below) and to whom an award is made under the LTIP, is a participant for the purposes of the LTIP (Participant).</p>
3.	Conditions	<p>The Offer made to a Participant, or in the LTIP Rules, may set out a condition which must be satisfied before a Share Appreciation Right can vest to that Participant (Condition).</p>
4.	Consideration	<p>Unless the Board otherwise determines, no amount is payable by an Eligible Employee in relation to any offer of a Share Appreciation Right or on the exercise of a Share Appreciation Right or Allocation of a Share under the LTIP.</p>
5.	Participation	<p>Share Appreciation Rights do not entitle the holder to notice of, or to vote or attend at, a meeting of shareholders of the Company, or to receive any dividends declared by the Company.</p> <p>Share Appreciation Rights granted under the Plan will not be quoted on ASX or any other recognised exchange.</p> <p>Other than a prospective right to cash or Shares upon satisfaction of Conditions and vesting and exercise of a Share Appreciation Right, a Participant is not entitled to vote or receive any other entitlement in respect of any Share Appreciation Right that they hold.</p>
6.	Transferability/ Renunciation	<p>Subject to renunciation in accordance with the LTIP Rules (described below), Offers are personal and not transferrable or assignable, and each Share Appreciation Right shall immediately lapse if it is transferred.</p> <p>A Participant may renounce an Offer upon acceptance of an Offer in favour of a</p>

		<p>person who is:</p> <p>(f) an Immediate Family Member of the Participant; or</p> <p>(g) a company whose members comprise no persons other than the Participant or Immediate Family Members of the Participant,</p> <p>(Nominee).</p> <p>Participants must procure that their Nominee accepts the Offer and that both the Participant and the Nominee agree to be bound by the Rules.</p> <p>An Eligible Employee who renounces an Offer remains a Participant for the purposes of the LTIP Rules, and where the LTIP Rules apply so that the Participant's Share Appreciation Rights would be forfeited or lapse (if held by that Participant) the Share Appreciation Rights held by that Participant's Nominee shall be forfeited or lapse, as applicable.</p>
7.	Source of Share Appreciation Rights	In accordance with the LTIP Rules, the Company may from time-to-time allocate Shares to Participants for the purposes of the LTIP and in satisfaction of the Company's obligations in respect of allocations of Shares on the exercise of vested Share Appreciation Rights.
8.	Vesting	Share Appreciation Rights automatically vest on the date which is 3 years from their date of issue (unless otherwise specified in an Offer) (Vesting Date), subject to satisfaction of any Conditions in the Offer, and the LTIP Rules in relation to forfeiture, lapsing, or the amendment of a Vesting Date (summarised below).
9.	Exercise	<p>Share Appreciation Rights may be exercised within 12 months from their Vesting Date, if on their exercise date:</p> <p>(h) the Share Appreciation Right has vested in accordance with the LTIP Rules;</p> <p>(i) the Exercise Reference Price exceeds the Base Price; and</p> <p>(j) the Share Appreciation Right has not lapsed under the LTIP Rules,</p> <p>where:</p> <p>Base Price means, in respect of a Share, the Market Value of the Share on the date of an Offer;</p> <p>Exercise Reference Price means the Market Value of the Shares on the exercise date; and</p> <p>Market Value of a Share on a date means the market value of a Share on the relevant date as determined by the Board in its discretion, but will not be less than the volume weighted average price of Shares over the five (5) days on which the ASX is open for trading (each a Business Day) up to and including that date.</p>
10.	Share Entitlement	<p>Where the Board determines that a Participant's Share Appreciation Rights are to be Share-settled, the Company must Allocate to the Participant (or their Nominee) the number of Shares calculated as follows:</p> $\text{Number of Shares to be Allocated} = \frac{(n\text{SARs} \times (\text{Exercise Reference Price} - \text{Base Price})) - \text{Withheld Amount}}{\text{Exercise Reference Price}}$ <p>Where:</p> <p>nSARs means the number of vested Share Appreciation Rights held by the Participant and exercised on the Exercise Date; and</p> <p>Withheld Amount means the amount of any appropriate withholdings in relation to tax, superannuation or other liabilities of the Company or a Participant in relation to settlement of that Participant's Share Appreciation Rights (whether settled by the allocation of Shares or payment of cash).</p> <p>The Company must, subject to having first obtained necessary approval under the Corporations Act, ASX Listing Rules and the LTIP Rules, allocate to each Participant such number of Shares to which they are entitled in accordance with the formula above within 10 Business Days of the relevant exercise date of that Participant's Share-settled Share Appreciation Rights.</p>
11.	Cash Entitlement	Where the Board determines that a Participant's Share Appreciation Rights are to be cash-settled in accordance with the LTIP Rules, the Company must pay to the

		<p>Participant a cash amount to be calculated as follows:</p> <p><i>Cash amount =</i></p> <p><i>nSARs x (Exercise Reference Price – Base Price) – Withheld Amount</i></p> <p>The Company must pay to each Participant the amount of cash calculated in accordance with the formula above within 10 Business Days of the relevant exercise date of that Participant's cash-settled Share Appreciation Rights.</p>
12.	Lapsing and forfeiture of Share Appreciation Rights	<p>Subject to the absolute discretion of the Board and to the terms of the Offer made to a Participant, and unless the LTIP Rules on death, permanent disability or bona fide redundancy apply (summarised below), the Participant's rights in relation to any Share Appreciation Rights issued to that Participant will lapse immediately and all rights in respect of those Share Appreciation Rights will thereupon be lost if:</p> <p>(k) a Participant ceases to be an Eligible Employee (including without limitation resignation or redundancy);</p> <p>(l) one or more Conditions in an Offer of Share Appreciation Rights is not satisfied or waived by the Board in its absolute discretion or otherwise cannot be satisfied by the relevant Vesting Date;</p> <p>(m) the Share Appreciation Rights are forfeited pursuant to the LTIP Rules summarised immediately below; or</p> <p>(n) the Share Appreciation Rights are not exercised by 11:59pm (AEST) on the last date of the Exercise Period.</p> <p>Notwithstanding any other provision of the LTIP Rules, unless otherwise determined by the Board, a Participant (and any person claiming through him or her) will forfeit any Share Appreciation Rights they hold if:</p> <p>(o) the Participant is dismissed by a company in the Group for cause, including unlawful or serious misconduct, as determined by the Board in its absolute discretion;</p> <p>(p) in the Board's reasonable opinion the Participant acts fraudulently or dishonestly, is in serious breach of duty (under a contract or otherwise) to the Company or Group, or commits any act of harassment or discrimination;</p> <p>(q) in the Board's reasonable opinion, the Participant has brought the Company into serious disrepute; or</p> <p>(r) the Participant is in material breach of the LTIP Rules.</p>
13.	Death, permanent disability or bona fide redundancy	<p>Subject to the Corporations Act, ASX Listing Rules and Class Order, if a Participant dies, becomes permanently disabled or is given a bona fide redundancy by the Company or a member of the Group (Ceasing Event), and at that time the Participant holds Share Appreciation Rights, then the Board may resolve that the Participant's rights in relation to those Share Appreciation Rights will not lapse upon the occurrence of the Ceasing Event, and if each relevant Condition is satisfied (except continuation as an Eligible Employee) the Board may further resolve to:</p> <p>(s) exercise the Share Appreciation Rights held by the Participant on their Vesting Date; or</p> <p>(t) on the grounds of compassion, amend the Vesting Date for the Share Appreciation Rights held by the Participant to the date of the Board's resolution in respect of the same, or some other date which is earlier than the original Vesting Date, and exercise the Share Appreciation Rights on that or some other date; and</p> <p>(u) amend the terms of the relevant Offer so that any Share Appreciation Rights to be settled by Shares are instead settled by cash.</p>
14.	Rights of Shares	<p>(v) Shares allocated under the LTIP rank equally with all other existing Shares in all respects, including voting rights and entitlement to participate in dividends and in future rights and bonus issues.</p> <p>(w) If Shares of the same class as the Share allocated under the LTIP are quoted on the ASX, the Company must apply to the ASX within the period applicable under the ASX Listing Rules, if any, for any Shares allocated by the Company under the LTIP to be quoted on the ASX.</p>
15.	Share disposal restrictions	<p>Each Eligible Employee and/or Participant, as applicable, must;</p> <p>(x) comply at all times with the Company's "Dealing Rules for Employees</p>

		<p>and Directors", as amended from time to time and available on the Company's website, which at the date of this Plan is www.netcommwireless.com;</p> <p>(y) not dispose of, acquire or otherwise deal in Shares during the period:</p> <ol style="list-style-type: none"> i. commencing on the date that they receive an Offer and, subject to their acceptance of that Offer, ending on the issue date of the Share Appreciation Rights issued pursuant to that Offer; and ii. thirty (30) days immediately before the exercise date of any Share Appreciation Rights that they hold, subject to the LTIP Rules in respect of death, permanent disability or bona fide redundancy (summarised above) and the Rule in respect of a control event (summarised below). <p>At the determination of the Board, an Offer may require that Shares allocated to a Participant following the conversion of Share Appreciation Rights to Shares must not be sold, transferred or otherwise dealt with for a specified period of time commencing from the date of allocation of those Shares.</p>
16.	Adjustments	<p>In the event of any reorganisation or alteration of the issued capital of the Company the Board may in its absolute discretion make an adjustment to a Participant's award of Share Appreciation Rights (including, without limitation to, the number of Share Appreciation Rights to which a Participant is entitled, and/or the Conditions and/or the Base Price) to the extent necessary to comply with the Corporations Act and the ASX Listing Rules (where relevant and as they apply to a reorganisation of capital of a body corporate), to minimise any advantage or disadvantage accruing to the Participant as a result of such reorganisation or alteration.</p>
17.	Takeover, reconstruction and winding up	<p>(z) Upon a Control Event (defined below) occurring, then the Board may, in its discretion, resolve that the Company notify each Participant in writing that:</p> <ol style="list-style-type: none"> i. some or all of the Conditions applying to their Share Appreciation Rights are waived and that their Share Appreciation Rights may vest accordingly, with the relevant Vesting Date to be varied to be the date of the notice; and ii. any Share Disposal Restrictions no longer apply. <p>If the Board does not make a determination in relation to a Control Event, or determines that only some of the Participant's unvested Share Appreciation Rights will vest, all Share Appreciation Rights that remain unvested will lapse, unless the Board determines otherwise.</p> <p>Control Event means:</p> <p>(aa) either:</p> <ol style="list-style-type: none"> i. a change of Control of the Company; or ii. Transactions have occurred or will occur which have resulted in or will or are highly likely to result in: <ol style="list-style-type: none"> A. changes in the identity of more than one half of the existing Board members; B. the appointment of new Board members such that more than one half of the Board is newly appointed; or C. persons who were entitled to cast more than one half of the votes that could be cast at a Board meeting prior to the changes occurring not being entitled to cast more than one half of the votes after the changes have occurred, <p>which the Board determines in its discretion, acting reasonably, to constitute or be equivalent to a change of Control for the purposes of the Plan;</p> <p>(bb) when a Court sanctions a compromise or arrangement for the purposes of or in connection with a scheme for the amalgamation of the Company with any other company or companies under Part 5.1 of the Corporations Act; or</p> <p>(cc) when the Company passes a resolution for voluntary winding up or if an order is made for the compulsory winding up of the Company.</p>
18.	Right of	<p>Unless the subject of an express provision of an employment contract, the rights</p>

	Participants	<p>and obligations of any Eligible Employee under the terms of their office, employment or contract with the Group are not affected by their participation in the LTIP.</p> <p>The LTIP Rules do not form part of, and are not incorporated into, any contract of any Eligible Employee (whether or not they are an employee of a Group company).</p> <p>Amongst other things, nothing in the LTIP Rules:</p> <p>(dd) confers on any Eligible Employee the right to become or remain an Eligible Employee or to participate in the LTIP; and</p> <p>(ee) confers on any Participant the right to receive any Share Appreciation Rights, Shares or cash amounts other than provided under the LTIP and in an Offer.</p> <p>No Participant has any right to compensation for any loss in relation to the LTIP.</p>
19.	Amendment	<p>Subject to the Corporations Act, ASX Listing Rules and the preservation of an existing Participant's rights (subject to law), the Board may:</p> <p>(ff) amend all or any of the provisions of the LTIP Rules; or</p> <p>(gg) amend the terms and conditions of any award of Share Appreciation Rights granted under the LTIP.</p>
20.	Plan Limits	<p>The Board must ensure that Share Appreciation Rights are not converted to Shares, and Shares are not allocated under the LTIP, if the Board has reasonable grounds to believe that the number of Shares to be Allocated, when aggregated with:</p> <p>(hh) the number of Shares in the same class which would be allocated if each outstanding offer with respect to Shares, units of Shares and rights and options to acquire unissued Shares, under an employee share scheme (including the LTIP) were taken to be accepted, vested or exercised (as the case may be); and</p> <p>(ii) the number of Shares in the same class allocated or otherwise issued during the previous 3 years pursuant to the Plan or any other employee incentive scheme (including the LTIP) to Eligible Employees,</p> <p>would exceed 5% of the total number of Shares in that class on issue (on a fully diluted basis).</p>
21.	Attorney	<p>Each Participant irrevocably appoints the Company and any person nominated by the Company (severally) from time to time as the Participant's attorney to complete and execute any documents and to do all acts or things on behalf of and in the name of the Participant which may be convenient or necessary for the purpose of giving effect to the provisions of the LTIP Rules</p>
22.	Governing Law	<p>The LTIP is governed by and shall be construed and take effect in accordance with the laws of New South Wales.</p>



LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

NetComm Wireless Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474

PROXY FORM

I/We being a member(s) of NetComm Wireless Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **9:30am on Wednesday, 22 November 2017 at Maddocks Lawyers, Level 27, Angel Place, 123 Pitt Street, Sydney, NSW, 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

STEP 2

Resolutions

	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Mr Justin Milne as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Mr David Spence as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to issue share appreciation rights to Mr Kenneth Sheridan and to settle them with shares or cash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:30am on Monday, 20 November 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

NetComm Wireless Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**