

Notice of Annual General Meeting

MSL Solutions Limited ACN 120 815 778

Notice of Annual General Meeting

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Notice is given that the Annual General Meeting of MSL Solutions Limited ACN 120 815 778 (**Company**) will be held at:

Location	McCullough Robertson Lawyers, Level 11, 66 Eagle St, Brisbane QLD 4000
Date	Monday, 27 November 2017
Time	3:00pm (Brisbane time)

Ordinary Business

Financial statements and reports

To consider and receive the financial report, the Directors' report and the auditor's report for the year ended 30 June 2017.

Directors' remuneration report

To consider and, if in favour, pass the following resolution in accordance with section 250R(2) Corporations Act:

- 1 'That the Remuneration Report be adopted.'

Note: This resolution shall be determined under section 250R(2) Corporations Act. Votes must not be cast on this resolution by Key Management Personnel and closely related parties in contravention of section 250R or 250BD Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to this resolution.

Re-election of Dr Richard Holzgrefe

To consider and, if in favour, pass the following resolution as an ordinary resolution:

- 2 'That Dr Richard Holzgrefe, who retires by rotation in accordance with rule 19.3 of the Company's constitution, and being eligible, be re-elected as a Director of the Company.'

Note: Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Dr Holzgrefe abstaining) unanimously recommend that you vote in favour of this resolution.

Election of Ms Kaylene Gaffney

To consider and, if in favour, pass the following resolution as an ordinary resolution:

- 3 'That Ms Kaylene Gaffney, who retires having previously been appointed to fill a casual vacancy in accordance with rule 19.2(b) of the Company's constitution, and having consented to act and being eligible, be elected as a Director of the Company.'

Note: Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Ms Gaffney abstaining) unanimously recommend that you vote in favour of this resolution.

Election of Mr David Trude

To consider and, if in favour, pass the following resolution as an ordinary resolution:

- 4 'That Mr David Trude, who retires having previously been appointed to fill a casual vacancy in accordance with rule 19.2(b) of the Company's constitution, and having consented to act and being eligible, be elected as a Director of the Company.'

Note: Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Mr Trude abstaining) unanimously recommend that you vote in favour of this resolution.

Special business

10% capacity to issue shares under Listing Rule 7.1A

To consider and, if in favour, to pass the following as a special resolution:

- 5 'That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having the additional capacity to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum.'

The Directors unanimously recommend that you vote in favour of this resolution.

Re-appointment of Auditor

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 6 'That, for the purposes of section 372(c) Corporations Act and for all other purposes, Pricewaterhouse Coopers, having consented in writing to act as auditors of the Company, be appointed as auditors of the Company.'

The Directors unanimously recommend that you vote in favour of this resolution.

Dated: 27 October 2017

By order of the Board

A handwritten signature in black ink, appearing to read 'Andrew Ritter', written in a cursive style.

Andrew Ritter

Company Secretary

Voting exclusion statement

Resolution 1 - The Company will disregard votes cast by a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member, in contravention of section 250R or 250BD Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

In accordance with the Listing Rule 14.11, the Company will disregard votes cast by:

Resolution 5 - Approval of additional capacity to issue shares under Listing Rule 7.1A

A person who may participate in the proposed issue and a person whom might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, or an associate of such person.

NB. In accordance with Listing Rule 14.11.1 and the relevant note under that rule concerning Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

However, for the purposes of Listing Rule 14.11, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions 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, in accordance with a direction on the proxy form to vote as the proxy decides.

For the purposes of section 224 Corporations Act, the Company will not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party.

Notes

- (a) Terms used in this Notice of Meeting which are defined in the Explanatory Memorandum have the meaning given to them in the Explanatory Memorandum.
- (b) Subject to the Corporations Act, including sections 250R and 250BD, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (c) The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (d) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form. To be effective, the proxy must be received at the share registry of the Company no later than 3.00pm (Brisbane time) on Saturday, 25 November 2017 (48 hours before the commencement of the meeting).
- (e) A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (f) The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00pm (Sydney time) on Saturday, 25 November 2017.
- (g) If you have any queries on how to cast your votes then call Andrew Ritter, Company Secretary, on 1800 679 701 during business hours.

Explanatory Memorandum

MSL Solutions Limited ACN 120 815 778 (**Company**)

This Explanatory Memorandum accompanies the notice of Annual General Meeting of the Company to be held at McCullough Robertson Lawyers, Level 11, 66 Eagle St, Brisbane, QLD 4000 on Monday, 27 November 2017 at 3:00pm (Brisbane time).

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

Financial statements and reports

- 1 The *Corporations Act 2001* (Cth) (**Corporations Act**) requires that the report of the Directors, the auditor's report and the financial report be laid before the Annual General Meeting.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.
- 3 Shareholders will be given a reasonable opportunity at the meeting to raise questions and make comments on these reports.
- 4 In addition to asking questions at the meeting, Shareholders may address written questions to the chairman about the management of the Company or to the Company's auditor, Pricewaterhouse Coopers, if the question is relevant to:
 - (a) the content of the auditor's report; or
 - (b) the conduct of its audit of the annual financial report to be considered at the meeting.

Note: Under section 250PA(1) Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

- 5 Written questions for the auditor must be delivered by 5.00pm on Monday, 20 November 2017. Please send any written questions for Pricewaterhouse Coopers to:

The Company Secretary
GPO Box 233
Brisbane, Queensland 4001

or via email to: andrew.ritter@mpowermsl.com

Resolution 1: Remuneration Report

- 6 The Remuneration Report is contained in the Annual Report. A copy is available on the Company's website.
- 7 The Corporations Act requires that the Remuneration Report be put to a vote of Shareholders.
- 8 The resolution of Shareholders is advisory only and not binding on the Company. The Board will take the discussion at the meeting into consideration when determining the Company's

remuneration policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.

9 The Remuneration Report:

- (a) reports and explains the remuneration arrangements in place for non-executive Directors, executive Directors and senior management; and
- (b) explains Board policies in relation to the nature and value of remuneration paid to non-executive Directors, executives and senior managers within the Company.

10 The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

Directors' Recommendation

As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of good corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this resolution.

Resolution 2: Re-election of Dr Richard Holzgrefe

- 11 Rule 19.3 of the Constitution requires an election of directors to take place at every Annual General Meeting. The Director to retire under rule 19.3 is the director who has been in office the longest since being appointed (by agreement between them when appointment occurred at the same time). Accordingly, Dr Richard Holzgrefe will retire from office under rule 19.3 of the Constitution and stand for re-election.
- 12 Dr Richard Holzgrefe was appointed as a non-executive Director in December 2007, and brings corporate experience across multiple industry sectors to the Company. He joined MSL Solutions from VLRQ Pty Ltd where he served as a Director from 1998 to 2004. He was a Director of Kenlynn Property Syndicates Pty Ltd from 1997 to 2000, and co-founded The BOH Dental Group, in 1976. He left in 1997 to pursue interests in the Property and Retirement Living sectors. He currently serves as Chairman of Urana Road Developments Pty Ltd and is a Director of Holmac Holdings Pty Ltd. Richard holds a Bachelor of Dental Science degree from the University of Queensland.

Directors' Recommendation

- 13 The Directors (with Dr Holzgrefe abstaining), unanimously recommend the re-appointment of Dr Richard Holzgrefe to the Board.

Resolution 3: Election of Ms Kaylene Gaffney

- 14 Rule 19.2(b) of the Constitution provides that a Director appointed by the Board to fill a casual vacancy or as an addition to the existing Directors will hold office until the end of the next annual general meeting of the Company, at which the director may be elected.
- 15 Ms Kaylene Gaffney retires from office under rule 19.2(b) of the Constitution and stands for election.
- 16 Kaylene joined the MSL Board in 2017, having enjoyed a 26-year career in senior financial roles. She has previously served as non-executive director and chair of the audit and risk committee for Wotif.com. Her senior financial role experience is in the retail, aviation, telecommunications and

information technology sectors. Kaylene is a non-executive director and chair of the audit and risk committee for National Veterinary Care Limited.

- 17 Kaylene holds a masters degree in International Business from the Queensland University of Technology, and is a graduate member of The Australian Institute of Company Directors and is a fellow of The Institute of Chartered Accountants Australia and New Zealand.

Directors' Recommendation

- 18 The Directors (with Ms Gaffney abstaining), unanimously recommend the election of Ms Gaffney to the Board.

Resolution 4: Election of Mr David Trude

- 19 Rule 19.2(b) of the Constitution provides that a Director appointed by the Board to fill a casual vacancy or as an addition to the existing Directors will hold office until the end of the next annual general meeting of the Company, at which the director may be elected.
- 20 Mr David Trude retires from office under Listing Rule 14.5 and rule 19.2(b) of the Constitution and stands for election.
- 21 David joined the Board in 2017 bringing over 40 years' experience as a senior corporate executive within the banking and securities industries. He was formerly Managing Director, Australian Chief Executive Officer/Country Manager of Credit Suisse, Australia for 10 years from 2001.
- 22 He has served as Chairman of Baillieu Holst Limited since 2010 having been a Board member since 2007, is Chairman of Waterford Retirement Village, Hansen Technologies Limited and East West Line Parks Limited, a member of the Board of Chi-X Australia Pty Ltd and non-executive Director of Acorn Capital Investment Fund Limited, an ASX listed entity.
- 23 David holds a Bachelor of Commerce Degree from the University of Queensland, is a Senior Associate of the Financial Services Institute of Australasia, a member of the Australian Institute of Company Directors and Master Member of the Stockbrokers and Financial Advisers Association.

Directors' Recommendation

- 24 The Directors (with Mr Trude abstaining), unanimously recommend the election of Mr Trude to the Board.

Special business

Resolution 5: Approval of additional 10% capacity under Listing Rule 7.1A

- 25 Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12 month period without requiring Shareholder approval. In accordance with the Listing Rule 7.1A, eligible entities (companies that are outside the S&P/ASX 300 index and that also have a market capitalisation of \$300 million or less) can issue a further 10% of the Company's share capital over a 12 month period following the Annual General Meeting (provided Shareholder approval is obtained at the Annual General Meeting) on a non-pro rata basis.
- 26 The Company falls within the eligibility criteria required by Listing Rule 7.1A.

- 27 The number of shares that may be issued (if Shareholder approval is obtained at the Annual General Meeting) will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

$$(A \times D) - E$$

- A** is the number of fully paid shares on issue 12 months before the date of issue or agreement:
- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
 - (B) plus the number of partly paid shares that became fully paid in the 12 months;
 - (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% capacity pursuant to Listing Rule 7.1 without Shareholder approval; and
 - (D) less the number of fully paid shares cancelled in the 12 months.
- D** is 10%.
- E** is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

- 28 Additional disclosure obligations are imposed when the special resolution is proposed, when securities are issued and when any further approval is sought. For the purposes of Listing Rule 7.3A the Company provides the following information:

Minimum price at which the equity securities may be issued	<p>The issue price of each Share must be no less than 75% of the volume weighted average price for the Shares calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price at which the securities are to be issued is agreed; or (b) if the securities are not issued within 5 trading days of the date in paragraph (a), the date on which the securities are issued.
Risk of economic and voting dilution	<p>An issue of shares under Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:</p> <ul style="list-style-type: none"> (a) the market price for Shares may be significantly lower on the issue date than on the date of the approval under Listing rule 7.1A; and (b) the equity securities may be issued at a price that is at a discount to the market price for the Shares on the issue date. <p>In accordance with Listing Rule 7.3A.2 a table describing the notional possible dilution, based upon various assumptions as stated, is set out below.</p>

Date by which the Company may issue the securities	<p>The period commencing on the date of the Annual General Meeting at which approval is obtained and expiring on the first to occur of the following:</p> <p>(a) the date which is 12 months after the date of the annual general meeting at which approval is obtained; and</p> <p>(b) the date of the approval by holders of the Company's ordinary securities of a transaction under Listing Rules 11.1.2 or 11.2.</p> <p>The approval under Listing Rule 7.1A will cease to be valid in the event that holders of the Company's ordinary securities approve a transaction under Listing Rules 11.1.2 or 11.2.</p>
Purposes for which the equity securities may be issued, including whether the Company may issue them for non-cash consideration	<p>It is the Board's current intention that any funds raised pursuant to an issue of securities will be applied towards the Company's growth strategies. This may include:</p> <p>(a) securing new customers (existing and new sectors);</p> <p>(b) expanding services, including value added services; and</p> <p>(c) possible acquisitions of complementary businesses.</p> <p>The Company reserves the right to issue shares for non-cash consideration, including as non-cash consideration for any acquisition.</p>
Details of the Company's allocation policy for issues under approval	<p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to the factors including but not limited to the following:</p> <p>(a) the methods of raising funds that are available to the Company including but not limited to, rights issues or other issues in which existing security holders can participate;</p> <p>(b) the effect of the issue of the Listing Rule 7.1A shares on the control of the Company;</p> <p>(c) the financial situation and solvency of the Company; and</p> <p>(d) advice from corporate, financial and broking advisers (if applicable).</p> <p>The allottees under the Listing Rule 7.1A facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.</p>
Previous approvals under Listing Rule 7.1A	<p>As this is the Company's first Annual General Meeting since listing on ASX, no previous approval has been given.</p>

Information under Listing Rule 7.3A.6(a)

- 29 The table below shows the total number of equity securities issued in the past 12 months preceding the date of the AGM and the percentages those issues represent of the total number of equity securities on issue at the commencement of the 12 month period.

Equity securities on issue at the commencement of the Company's listing on the ASX	249,248,965 ordinary shares and 4,678,572 unquoted options
Equity securities issued in the period since the Company's listing on the ASX	Nil.

Percentage previous issues represent of total number of equity securities on issue at commencement of the Company's listing on the ASX	N/A
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Information under Listing Rule 7.3A.6(b)

- 30 There have been no issue of securities since the Company listed on the Australian Stock Exchange.

Information under Listing Rule 7.3A.2

- 31 The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.
- 32 The table also shows:
- (a) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
 - (b) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.125 50% decrease in Issue Price	\$0.25 ¹ Current Market Price	\$0.50 100% increase in Issue Price
Current Variable A* 249,248,965 Shares	10% Voting Dilution	24,924,896 shares	24,924,896 shares	24,924,896 shares
	Funds raised	\$3,115,612	\$6,231,224	\$12,462,448
50% increase in current Variable A* 373,873,448 Shares	10% Voting Dilution	37,387,448 shares	37,387,448 shares	37,387,448 shares
	Funds raised	\$4,673,418	\$9,346,836	\$18,693,672
100% increase in current Variable A* 498,497,930 Shares	10% Voting Dilution	49,849,793 shares	49,849,793 shares	49,849,793 shares
	Funds raised	\$6,231,224	\$12,462,448	\$24,924,896

*Note: Current Variable A refers to the calculation required by Listing Rule 7.1A.2 which, in the Company's case, equates to the current issued share capital of the Company.

- 33 The table has been prepared on the following assumptions:
- (a) the Company issues the maximum number of Shares available under the 10% Listing Rule 7.1A approval;
 - (b) no options are exercised to convert into Shares before the date of the issue of the Shares available under Listing Rule 7.1A;
 - (c) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
 - (d) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of a share issue under Listing Rule 7.1A, based on that Shareholder's holding at the date of the Annual General Meeting;
 - (e) the table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;
 - (f) the issue of Shares under Listing Rule 7.1A consists only of Shares; and
 - (g) the issue price is \$0.25, being the closing price of the shares on ASX on 10 October 2017.
- 34 As at the date of the Notice of Meeting, the Company has on issue 249,248,965 Shares. Subject to Shareholder approval being obtained for Resolution 5, the Company will have capacity to issue the following equity securities as at the date of the Annual General Meeting:
- (a) 37,387,344 Shares (under Listing Rule 7.1); and
 - (b) 24,924,896 Shares (under Listing Rule 7.1A).¹
- 35 Listing Rule 7.1A requires Resolution 5 to be passed as a special resolution. A special resolution needs approval by at least 75% of the votes cast by members entitled to vote on the resolution.

Directors' recommendation

- 36 The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

Resolution 6: Reappointment of Auditor

- 37 It is proposed that the Company appoint Pricewaterhouse Coopers as auditors of the Company with effect from this meeting, following the receipt of BDO's resignation.
- 38 In accordance with the Corporations Act:
- (a) Pricewaterhouse Coopers holds office as auditor until this AGM of the Company and is standing for re-appointment as auditor pursuant to this Resolution 6; and
 - (b) the Company has sought and obtained a nomination from a shareholder for Pricewaterhouse Coopers to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Statement as Annexure A.

¹ The actual number of Shares the Company will have capacity to issue under Listing Rule 7.1A may vary and will be determined at the date of issue in accordance with Listing Rule 7.1A.2 (as illustrated in the table above).

- 39 Pricewaterhouse Coopers have given their written consent to act as the Company's auditor subject to shareholder approval of this Resolution 6.

Directors' Recommendation

- 40 The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

Glossary

MSL Solutions Limited ACN 120 815 778

Annual General Meeting	means the Company's annual general meeting the subject of this Notice of Meeting.
Annual Report	means the 2017 annual report of the Company.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the board of directors of the Company.
Company	means MSL Solutions Limited ACN 120 815 778.
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
Directors	means the directors of the Company.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice of Meeting.
Key Management Personnel	means those 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).
Listing Rules	means the listing rules of ASX.
Notice of Meeting	means the notice of meeting and includes the Explanatory Memorandum.
Remuneration Report	means the section of the Directors' report for the 2017 financial year that is included under section 300A(1) Corporations Act.
Shares	means the existing fully paid ordinary shares in the Company.
Shareholder	means a person who is the registered holder of Shares.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Mr Andrew Ritter (Company Secretary):

MSL Solutions Limited

Level 1, 307 Queen Street

Brisbane QLD 4000

Tel: 1800 679 701

Email: andrew.ritter@mpowermsl.com

Annexure

Nomination of auditor

The Directors
MSL Solutions Limited
Level 1, 307 Queen Street
Brisbane QLD 4000

20 October 2017

Dear Sirs

NOMINATION OF AUDITOR

Pursuant to section 328B(1) of the Corporations Act, I Craig Kinross, being a shareholder of MSL Solutions Limited, provide notice of nomination of Pricewaterhouse Coopers for appointment as the company auditor of MSL Solutions Limited.

It is intended that this nomination will be put forward as an item of business for consideration of shareholders at the company's forthcoming annual general meeting.

Yours sincerely



Craig Kinross



MSL SOLUTIONS

ABN 96 120 815 778

MPW

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

Lodge your vote:



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www.investorvote.com.au



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GPO Box 242 Melbourne
Victoria 3001 Australia

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(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

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(custodians) www.intermediaryonline.com

For all enquiries call:

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

Proxy Form

XX



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

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 3:00pm (Brisbane time) Saturday, 25 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 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 SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE 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.



I 9999999999

I ND

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 MSL Solutions 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 MSL Solutions Limited to be held at **McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane QLD 4000 on Monday, 27 November 2017 at 3:00pm (Brisbane time)** and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 1** (except where I/we have indicated a different voting intention below) even though **Item 1** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 1** by marking the appropriate box in step 2 below.

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.

ORDINARY BUSINESS

	For	Against	Abstain
1 Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Dr Richard Holzgrefe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Ms Kaylene Gaffney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Mr David Trude	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS

5 10% capacity to issue shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Re-appointment of Auditor	<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 / /

MPW

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