



SIMBLE SOLUTIONS LIMITED
ABN 17 608 419 656

NOTICE OF ANNUAL GENERAL MEETING

TAKE NOTICE that the Annual General Meeting of Shareholders of the Company will be held at the time, date and place specified below:

Time:	10.30am (AEST)
Registration:	From 10.00am (AEST)
Date:	Tuesday, 15 May 2018
Place:	Offices of Boardroom Pty Limited, Level 12, 225 George St Sydney NSW 2000



NOTICE OF ANNUAL GENERAL MEETING 2018

Notice is given that the 2018 Annual General Meeting of Shareholders of Simble Solutions Limited will be held at 10.30am (AEST) on Tuesday, 15 May 2018 at the offices of Boardroom Pty Limited, Level 12, 225 George Street Sydney NSW 2000 for the purpose of transacting the following business:

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive the Financial Statements, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 31 December 2017.

Resolution 1 Adoption of the Remuneration Report

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

"That the Company adopt the Remuneration Report for the year ended 31 December 2017 in accordance with Section 250R(2) of the Corporations Act."

Note: This resolution is advisory only and does not bind the Company or the Directors.

Voting Exclusion Statement:

In accordance with sections 250BD(1) and 250R(4) of the Corporations Act, no member of the Key Management Personnel (KMP) of the Company, details of whose remuneration are included in the Remuneration Report, or a member of the KMP of the Group at the date of the meeting acting as proxy or a Closely Related Party of any such member may vote on Resolution 1.

However, in accordance with the Corporations Act, a person described above may vote on Resolution 1 if:

- it is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the proxy form how to vote; or*
- it is cast by the Chair of the Meeting as proxy for a person who is permitted to vote, in accordance with an express direction specified on the proxy form to vote as the proxy decides even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.*

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chair will vote any proxies which do not indicate on their proxy form the way the Chair must vote, in favour of Resolution 1.

Resolution 2 Election of Director – Mr Philip Tye

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

"That, Mr Philip Tye, being a Director, who retires by rotation in accordance with clause 47(c) of the Company's Constitution and ASX Listing Rule 14.4 and being eligible, be re-elected as a Director of the Company."

Resolution 3 Election of Director – Mr Phillip Shamieh

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

"That, Mr Phillip Shamieh, being a Director, who retires by rotation in accordance with clause 47(c) of the Company's Constitution and ASX Listing Rule 14.4 and being eligible, be re-elected as a Director of the Company."

Resolution 4 Election of Director – Mr David Astill

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

"That, Mr David Astill, being a Director, who retires by rotation in accordance with clause 47(b) of the Company's Constitution and ASX Listing Rule 14.4 and being eligible, be re-elected as a Director of the Company."

Resolution 5 Non-Executive Directors Fee Pool

To consider, and if thought fit, pass as an ordinary resolution, with or without amendment, the following:

"That, the maximum aggregate amount of annual remuneration that may be paid to Non-executive Directors of the Company be \$180,000 per annum, with effect from 1 January 2018."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the resolution by on behalf of:

- A director of the Company; and
- An associate of a director.

However, the Company need not disregard a vote if:

- 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
- 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.

Resolution 6 Re-appointment of Company Auditor

To consider, and if thought fit, pass as an ordinary resolution, with or without amendment, the following:

"That, for the purpose of section 327B(1) of the Corporations Act and for all other purposes, Deloitte Touche Tohmatsu, having been nominated by a shareholder and having consented in writing to act in the capacity of auditor, be appointed as the auditor for the Company."

Note: A copy of the nomination is attached to the Explanatory Memorandum.

BY ORDER OF THE BOARD



Tharun Kuppana
Company Secretary

13 April 2018

NOTES

1. Explanatory Memorandum

The Explanatory Memorandum and the annexure accompanying this Notice of Annual General Meeting are incorporated in and comprise part of this Notice of Annual General Meeting and should be read in conjunction with this Notice of Annual General Meeting.

2. Who may vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 10.30am (AEST) on 13 May 2018. This means that any Shareholder registered at 10.30am (AEST) on 13 May 2018 is entitled to attend and vote at the Meeting.

3. Proxies

A Shareholder entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- (a) A proxy need not be a Shareholder.
- (b) If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- (c) If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.
- (d) Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- (e) A Proxy Form accompanies this Notice.
- (f) Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstain from voting.
- (g) If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- (h) The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- (i) If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- (j) The Proxy Form (together with any relevant authority) must be received by no later than 10.30 am (AEST) on 13 May 2018 before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).
- (k) The completed Proxy Form may be:
 - Mailed to the address on the Proxy Form; or
 - Faxed to

Simble Solutions Limited
Attention: Company Secretary

on facsimile number +61 2 9290 9655.

4. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholder of Simble Solutions Limited (**Company**) to be held at 10.30am (AEST) on 15 May 2018 at BoardRoom Pty Limited, Level 12, 225 George St Sydney NSW 2000.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

RESOLUTION 1:

Adoption of the Remuneration Report

The Corporations Act requires that at a listed Company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 31 December 2018.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Voting consequences

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting. All of the Directors of the Company who were in office when the Directors' Report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, other than the Executive Directors of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders will be the Directors of the Company.

This is the Company's first Annual General Meeting and accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

Voting Restrictions

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution put to Shareholders that the Remuneration Report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

The Voting Restriction does not apply where:

- (a) The Chairman or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company; or
- (b) the Chairman is appointed in writing (by a Shareholder who is not Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the Chairman to do so.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act.

RESOLUTION 2 AND RESOLUTION 3:

Election of Director – Mr Philip Tye and Mr. Phillip Shamieh

Clause 47(c) of the Company's Constitution and ASX Listing Rule 14.4, provides that a director appointed in addition to the current board is required to submit themselves for election by shareholders at each annual general meeting.

Election of Director – Mr Philip Tye

Mr Philip Tye retires in accordance with clause 47(c) of the Company's constitution and ASX Listing Rule 14.4 and being eligible, offers himself for re-election. Mr Tye was appointed as a Director of the Company on 8 December 2017.

Philip has been involved in the Asian capital markets for over 20 years, having most recently established HFL Advisors Limited as a platform to provide independent directorship and advisory services to various corporates and alternative investment funds. He is a leading figure in the Asian hedge fund industry as member of the AIMA Global Council and immediate past Chair of the AIMA Hong Kong Chapter. Philip built and ran DragonBack Capital, a multi-strategy hedge fund manager and then hedge fund platform based in Hong Kong, between 2007 and 2012.

At DragonBack he was responsible for all non-trading aspects of the hedge fund business, with particular oversight over risk control, compliance, operations, financial control and IT.

Philip has lived in Hong Kong for 20 years and has held various senior roles since he moved to Hong Kong with KPMG. He was CFO and Director for PMA Investment Advisors, a Director at Credit Suisse (where his roles included Prime Brokerage sales, COO for NJA Cash Equities and Head of the Strategic Projects Group for the regional finance department), and he also worked at KPMG focusing on banking and securities companies across the region. Philip is a member of the Listing Committee of the Hong Kong Stock Exchange and is also a Senior Fellow Member and Director of The Hong Kong Securities and Investment Institute and a Fellow Member of the Hong Kong Institute of Directors. Philip holds a Bachelor of Science degree from the University of Essex and is a member of the Institute of Chartered Accountants in England & Wales.

Election of Director – Mr Phillip Shamieh

Mr Phillip Shamieh retires in accordance with clause 47(c) of the Company's constitution and ASX Listing Rule 14.4 and being eligible, offers himself for re-election. Mr Shamieh was appointed as a Director of the Company on 14 September 2016.

Phillip is a seasoned senior level executive with 20 years of experience in research, operations, financial management and reporting, business development and strategy, merger and acquisitions. Phillip has been the Founding Director and Chief Financial Officer of Allied Resources Limited since 2011, a diversified mining company that holds assets in Africa. He was previously the Managing Director and Head of Natural Resources for Clarksons Investment Services, a subsidiary of the world's largest integrated supplier of shipping services, Clarksons plc.

Phillip has also been involved with an ASX300 listed company, for a period of 7 years in various capacities including strategic advisor. For this Company he was instrumental in helping restructure their balance sheet, which included a successful US\$150m Senior Secured note and has secured more than US\$350m from global institutional investors for Australia's largest privately funded irrigation project. Phillip was also the founding director and shareholder of Incipient Holdings Limited a boutique merchant-banking firm with investments spanning technology, telecommunications, financial services, mining and petroleum across Africa, Asia and Australia.

He holds a Bachelors of Commerce Degree and a Postgraduate Degree in Applied Finance and Investments from the Securities Institute of Australia. Phillip has raised and advised on over \$2billion worth of equity, debt and convertible transactions in his career. Phillip is currently a Director of Greenvale Energy Ltd (ASX:GRV).

Board Recommendation

The Board unanimously (with Mr Tye and Mr. Shamieh abstaining in relation to their own appointments) supports the election of Mr. Philip Tye and Mr. Phillip Shamieh. The Board recommends that Shareholders vote in favour of Resolution 2 and Resolution 3.

RESOLUTION 4:

Election of Director – Mr David Astill

Clause 47(b) of the Company's Constitution and ASX Listing Rule 14.5, provides that one third of all existing Directors, excluding the Managing Director, must retire by rotation each annual general meeting. Mr David Astill retires in accordance with clause 47(b) of the Company's constitution and ASX Listing Rule 14.5 and being eligible, offers himself for re-election. Mr Astill was appointed as a Director of the Company on 24 September 2015.

David is a Legal Practitioner Director of the Astill Legal Group which has been in operation for over forty years and retains active panel appointments with major banks and corporations in Australia. During the last ten years David has built a Corporate Advisory and Governance practice and has provided advice on strategic matters, project planning and management for major transactions.

David's experience extends to capital markets, mergers and acquisitions and corporate restructuring, and he has acted on transactions and capital raisings (equity and debt) across various sectors for many listed and unlisted companies in Australia. David has range of clientele ranging from banking and financial institutions, mortgage trusts, property and development corporations, and individuals who he advises in relation to a wide range of commercial and corporate issues and shareholder contests (including managing related litigation). David is admitted as a solicitor of the Supreme Court of Queensland and High Court of Australia and he obtained his Bachelor of Laws from the Queensland University of Technology. He is also a member of the Australian Institute of Company Directors.

Board Recommendation

The Board unanimously (with Mr Astill abstaining in relation to his own appointment) supports the election of Mr. Astill. The Board recommends that Shareholders vote in favour of Resolution 4.

RESOLUTION 5:

Non-Executive Directors Fee Pool

The ASX Listing Rules (Listing Rule 10.17) and the Company's Constitution provide that the maximum amount of Non-executive Director remuneration must not be increased without the approval of the Company's shareholders at a general meeting.

Resolution 5 seeks Shareholder approval to set the non-executive fee pool to A\$180,000 per year. The aggregate amount approved by Shareholders excludes remuneration paid to executive Directors.

If approved, the Annual Fee Pool will take effect on 1 January 2018.

In accordance with ASX Listing Rules, shareholders are advised that:

- (a) no shares or other securities in the Company have been issued by the Company to Non-executive Directors under ASX Listing Rule 10.11 (Approval required for an issue of securities) in the preceding three years; and
- (b) no shares or other securities in the Company have been acquired by Non-executive Directors under ASX Listing Rule 10.14 (Approval required to acquire securities under an employee incentive scheme) in the preceding three years.

The confirmation of the fee pool for non-executive directors would provide headroom and provide flexibility to allow for temporary fluctuations in the size of the Board. The proposed fee pool would also allow for future increases in fees to maintain market competitiveness to reflect increasing demands on Non-executive Directors, with a view to attracting and retaining high quality Non-executive Directors with an appropriate range of skills, expertise and diversity. The proposed fee pool reflects a maximum limit and it does not impose an obligation for directors to pay out the entire fee pool.

Board Recommendation

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 5 (with Mr. Tye and Mr. Astill abstaining).

RESOLUTION 6:

Re-appointment of Company Auditor

Resolution 6 seeks member approval for the re-appointment of Deloitte as the auditor for the Company whose tenure as auditor ceases at this meeting of members being the first annual general meeting of the Company.

Section 327A(2) of the Corporations Act requires that the initial auditor of a public company holds office only until the Company's first annual general meeting. Under section 327B(1) of the Corporations Act, the Company must appoint an auditor at its first annual general meeting.

The Company has received a nomination for Deloitte to act as its auditor. A copy of the nomination is annexed to this Explanatory Memorandum. The Company confirms that Deloitte has given and not withdrawn its consent to act as auditor as at the date of the Notice.

Board Recommendation

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

GLOSSARY

Throughout this Explanatory Memorandum the following various words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

"**Annual General Meeting**" means the meeting convened by the Notice of Meeting;

"**ASIC**" means the Australian Securities & Investments Commission;

"**ASX**" means ASX Limited (ACN 008 624 691);

"**ASX Listing Rules**" or "**Listing Rules**" means the Official Listing Rules of the ASX;

"**Board**" means the board of Directors of the Company;

"**Chairman**" means chairman of the annual general meeting;

"**Closely Related Party**" of a member of the Key Management Personnel means:

- (a) A spouse or child of the member;
- (b) A child of the member's spouse;
- (c) A dependant of the member or the member's spouse;
- (d) Anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) A company the member controls; or
- (f) A person prescribed by the Corporation Regulations

"**Company**" or "**SIS**" means Simble Solutions Limited ABN 17 608 419 656;

"**Constitution**" means the Company's constitution;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

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

"**Deloitte**" means Deloitte Touche Tohmatsu;

"**Directors**" means the current Directors of the Company;

"**Explanatory Memorandum**" means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time;

"**Group**" means the Company and its controlled entities;

"**Key Management Personnel**" or "**KMP**" has the same meaning as in the accounting standards and broadly includes 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) of the Company;

"**Meeting**" or "**Annual General Meeting**" means the annual general meeting convened by this Notice;

"**Notice**" or "**Notice of Meeting**" means the notice convening the annual general meeting of the Company to be held on 15 May 2018 which accompanies this Explanatory Memorandum;

"**Proxy Form**" means the proxy form that is enclosed with and forms part of this Notice;

"**Remuneration Report**" means the remuneration report set out in the Directors' Report section of the Company's Annual Financial Report for the year ended 31 December 2017.

"**Resolution**" means a resolution in the form proposed in the Notice of Meeting; and

"**Shareholder**" means a registered holder of a share in the Company.

10 April 2018

The Directors
Simble Solutions Limited
Level 12, 6 O'Connell St
Sydney NSW 2000

Dear Directors,

AUDITOR NOMINATION

The undersigned, being a shareholder of Simble Solutions Limited (Simble), hereby gives written notice pursuant to section 328B(1) of the *Corporations Act 2001* (Cth) of the nomination of Deloitte Touche Tohmatsu for appointment as auditor of the Company at the forthcoming Annual General Meeting.

Yours faithfully,



Mark Duke
Shareholder



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10.30am (AEST) on Sunday 13 May 2018.**

🖥 TO VOTE ONLINE

STEP 1: VISIT www.votingonline.com.au/simbleagm2018

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10.30am (AEST) on Sunday 13 May 2018**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** www.votingonline.com.au/simbleagm2018

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Simple Solutions Limited

ABN 17 608 419 656

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Simple Solutions Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the Offices of **Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000 on Tuesday 15 May, 2018 at 10.30am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 and 5, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 and 5 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1 and 5). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To elect Mr Philip Tye as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To elect Mr Phillip Shamieh as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	To elect Mr David Astill as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	To approve the Non-Executive Directors Fee Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Re-appointment of Company Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2018