

ASX: 9SP

ASX Release

6 September 2018

Notice of Annual Meeting of Shareholders

9 Spokes International Limited (ARBN 610 518 075) (ASX: 9SP) (**9 Spokes** or **Company**) gives Notice of its 2018 Annual Meeting to be held in Auckland on Friday, 21 September 2018 at 12 pm NZT, 10 am AEST.

The Notice of Meeting is enclosed, together with a copy of the shareholder proxy form.

Yours faithfully,



Neil Hopkins

Chief Financial Officer/Company Secretary

About 9 Spokes

9 Spokes is a tracking tool designed to help SMEs enhance their performance and be their best business self. It collates and sorts the SMEs data, so they can more easily see their progress against the things that matter most to their business.

SMEs can connect their cloud software to 9 Spokes to get a comprehensive picture of their business performance through a single smart dashboard—so it's easier to make the big and small decisions required to manage and grow their business effectively. As well as connecting their existing supported software to the dashboard, businesses can choose from a selection of other recommended and accredited apps to suit their industry.

9 Spokes is provided under a direct model to small businesses and as a white labelled platform allowing key Banking Partners to offer 9 Spokes to their SME customers under their own brand.

Find out more at www.9spokes.com

Dear Shareholder,

On behalf of 9 Spokes International Limited (ARBN 610 518 075) (ASX: 9SP) (**9 Spokes** or **Company**), I invite you to attend our 2018 Annual Meeting of Shareholders (**Meeting**) at 12 pm NZT, 10 am AEST on Friday, 21 September 2018.

The Meeting will be held at Level 4, AECOM House, 8 Mahuhu Crescent, Auckland, New Zealand. At the Meeting we will undertake the business outlined on pages 2 to 3 of this Notice of Meeting, which involves authorising the Company to set the fees for its auditor for the financial year ending 2019 and the rotation, and re-election of one Director. In addition, the Chairman and CEO will provide an update on business progress and there will be an opportunity to raise questions to the Board and Management.

If you do not plan on attending the Meeting you are encouraged to cast a postal vote or appoint a proxy to attend and vote on your behalf by lodging your proxy appointment. Details regarding how you can submit your postal vote or proxy appointment can be found on page 4 of this Notice of Meeting.

Instructions on how to appoint a proxy or cast a postal vote are detailed in the enclosed voting / proxy form. Proxies need to be received no later than 12 pm NZT on Wednesday, 19 September 2018 to be valid for the Meeting.

Finally, please do let us know of any questions you may have before the Meeting. Details of how to lodge those questions prior to the Meeting are on page 5 of this Notice of Meeting.

We look forward to seeing you at the Meeting.

Yours faithfully,

A handwritten signature in black ink that reads 'Paul Reynolds'.

Paul Reynolds
Chairman

Notice is hereby given to all Shareholders that the 2018 Annual Meeting of Shareholders of 9 Spokes International Limited (ARBN 610 518 075) (ASX: 9SP) (**9 Spokes** or **Company**) will be held on Friday, 21 September 2018 at Level 4, AECOM House, 8 Mahuhu Crescent, Auckland, New Zealand and will commence at 12 pm NZT, 10 am AEST.

An Explanatory Memorandum has been prepared to assist Shareholders to determine how to vote on the Resolutions set out in this Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

Ordinary Business

Annual Report

To table and consider the Company's Annual Report which includes the Financial Statements, Directors' Report and the Auditor's Report for the financial year ended 31 March 2018.

Note: The Financial Statements, Directors' Report and Auditor's Report for the financial year ended 31 March 2018 will be laid before the Meeting. However, there is no requirement for the Shareholders to approve those reports. Shareholders will be given an opportunity to ask the Directors and the Company's auditor questions on those reports at the Meeting.

Resolution 1 – Fees of Auditor

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

"That the Directors of the Company be authorised to fix the fees of the auditor for the financial year ending 31 March 2019."

Resolution 2 – Rotation and re-election of Paul Reynolds as a Director of the Company

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

"That Paul Reynolds, who retires by rotation in accordance with clause 12.5 of the Company's constitution, be re-elected as a Director of the Company."

Explanatory Memorandum for the Resolutions

Resolution 1

1. PwC New Zealand is the existing auditor of the Company and has indicated its willingness to continue in office. Under section 207T of the Companies Act, PwC New Zealand is automatically reappointed at this Meeting as auditor of the Company. Resolution 1 authorises the Directors to fix the auditor's remuneration for the following year for the purposes of section 207S of the Companies Act.
2. The Board unanimously recommends that Shareholders vote in favour of this Resolution 1.

Resolution 2

3. Resolution 2 seeks the re-election of the Director who is retiring by rotation. Pursuant to clause 12.5 of the Company's constitution, at every annual meeting one third of the Directors (or, if their number is not a multiple of three, then the number nearest to but not more than one third) must retire. However, those retiring Directors are eligible for re-election at the meeting.
4. Executive Directors, Mark Estall and Adrian Grant are not subject to, and are not to be taken into account in determining the retirement by rotation of Directors.
5. Wendy Webb, who retires as 9 Spokes' Director by rotation in accordance with clause 12.5 of the Company's constitution, will not stand for re-election due to increased professional obligations in the U.S.
6. Therefore, in accordance with the paragraph 3 above, Paul Reynolds, being the Director due for retirement by rotation and who has been longest in office, retires by rotation and, being eligible, offers himself for re-election as a Director.
7. Paul was appointed to the Board in September 2014, bringing experience gained from 30 years leading telecommunications and technology businesses around the world including director and Chief Executive Officer of Telecom New Zealand between 2007 and 2012. Paul was appointed Chairman of 9 Spokes in May 2016.

He has held Board level positions as an executive or non-executive in the U.K., Ireland, Australia, New Zealand and Japan and has extensive knowledge of Telecoms, technology, operations, strategy and business development. Paul helps oversee 9 Spokes' European interests, taking an executive role in partner and investor relations, as well as corporate development. Paul chairs the Remuneration and Nomination Committee and serves on the Audit and Risk Committee.
8. The Board (except Paul Reynolds) unanimously recommends that Shareholders vote in favour of this Resolution 2.

Record Date

Any person who is registered as a Shareholder at 9 pm NZT, 7 pm AEST on Wednesday, 19 September 2018, is entitled to attend and vote at the Meeting or to cast a postal vote or to appoint a proxy to attend and vote in their place.

Postal Voting

Any Shareholder who is entitled to attend and vote at the Meeting may cast a postal vote by completing the voting / proxy form enclosed with this Notice of Meeting.

For the postal vote to be valid, the proxy form must be received by the Company's registry, Boardroom Pty Limited either by post to GPO Box 3993 Sydney NSW 2001 Australia or cast online at www.votingonline.com.au/9spagm2018 or as otherwise set out in the proxy form at least 48 hours before the start of the Meeting.

Proxies

Any Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote in their place by completing the voting / proxy form enclosed with this Notice of Meeting.

For the appointment of a proxy to be valid, the proxy form must be received by the Company's registry, either by post to GPO Box 3993 Sydney NSW 2001 Australia or cast online at www.votingonline.com.au/9spagm2018 or as otherwise set out in the proxy form at least 48 hours before the start of the Meeting.

A proxy need not be a Shareholder. If the proxy form is returned without direction as to how the proxy shall vote on the resolution, then the proxy may vote as they think fit on a Resolution.

All joint holders of a Share must sign the proxy form. Companies may sign under the hand of a duly authorised officer or by power of attorney. If the proxy form has been signed under a power of attorney, the original or a certified copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be delivered to the Company with the proxy form.

Corporate Representatives

A corporation that is a shareholder may appoint a representative to attend the Meeting on its behalf in the same manner as that which it could appoint a proxy. Corporate representatives should bring along to the Meeting a certified copy of evidence of their authority to act for the relevant corporation.

Important Information

Powers of attorney

Any person representing a shareholder(s) by virtue of a power of attorney must bring the original or a certified copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company.

Questions

If you would like to ask a question of the Directors, Management or the Company's auditor at the Meeting, you may submit your questions by emailing investors@9spokes.com.

Questions for the Meeting (including written questions to the auditor) must be received by 9 pm NZT, 7 pm AEST on Wednesday on Wednesday, 19 September 2018. The Chairman will answer as many of the frequently asked questions as possible.

Shareholders will also be given a reasonable opportunity to ask questions at the Meeting. The Chairman will endeavor to answer those questions during the Meeting, where possible.

A copy of the Chairman and Chief Executive Officer's address at the Meeting will be available on the Company's website following the Meeting.

Glossary

Capitalised terms in this Notice of Meeting have the meaning set out below:

AEST	Australian Eastern Standard Time
ASX	means ASX Limited (ABN 98 008 624 691), or the financial market it operates, as the context requires.
ASX Listing Rules	means the listing rules of the ASX as amended or waived from time to time.
Board	means the board of directors of the Company.
Companies Act	means the <i>Companies Act 1993</i> (NZ).
Company or 9 Spokes	means 9 Spokes International Limited (New Zealand company number 3538758) (ARBN 610 518 075).
Explanatory Memorandum	means the explanatory memorandum accompanying the Resolutions contained in this Notice of Meeting.
Meeting	means the Company's 2018 annual meeting the subject of this Notice of Meeting.
Notice of Meeting	means this notice of meeting and includes the Explanatory Memorandum.
NZT	New Zealand time
Resolution	means either resolution 1 and 2 the subject of the Meeting, as the context requires.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a person who is a registered holder of the Company's ordinary securities.



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 12:00pm (NZT) 10:00am (AEST) on Wednesday, 19 September 2018.**

🖨 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/9spagm2018>

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 OR APPOINTMENT OF A PROXY

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:

- (a) 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.
- (b) 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 **12:00 pm (NZT) on Wednesday, 19 September 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** <https://www.votingonline.com.au/9spagm2018>

☎ **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.

9 Spokes International Limited

ARBN 610 518 075

☐

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 **9 Spokes International 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 **Level 4, AECOM House, 8 Mahuhu Crescent, Auckland 1010, New Zealand on Friday, 21 September, 2018 at 12:00pm (NZT)** 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.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

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	Fees of Auditor	☐	☐	☐
Resolution 2	Re-election of Paul Reynolds as a Director of the Company	☐	☐	☐

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