

Altium®



**NOTICE OF
ANNUAL GENERAL
MEETING
2018**

Altium Limited
ACN 009 568 772

Notice of Annual General Meeting

Altium Limited ACN 009 568 772

Dear Shareholder,

The Altium Limited Board ('Board') would like to invite you, or your representatives, to attend the 2018 Annual General Meeting ('Meeting') of Altium Limited ('Altium' or 'Company').

Date: Friday, 16 November 2018
Time: 2pm (AEDT)
Venue: Water @Pier One, Pier One Sydney Harbour,
11 Hickson Road, Walsh Bay, Sydney, NSW, 2000, Australia

Prior to the Meeting, all shareholders are invited to attend a technology presentation delivered by Altium senior management commencing at 10am (expected to run for approximately 2 hours), this will be followed by lunch.

General Business

Financial statements and reports

1. To receive the Financial Report, Directors' Report and Auditor's Report for the Company for the financial year ended 30 June 2018.

Remuneration Report

2. To receive, consider and adopt the Remuneration Report of the Company for the financial year ended 30 June 2018, which forms part of the Directors' Report. Please note that the vote on the Remuneration Report is advisory only and does not bind the Directors or the Company.

Note: A voting exclusion applies to this resolution.

Election of directors

3. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
Sergiy Kostynsky, a director retiring from office in accordance with Articles 7.5-7.6 of the Constitution of the Company, is re-elected as a director of the Company.
4. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
Wendy Stops, a director retiring from office in accordance with Articles 7.5-7.6 of the Constitution of the Company, is re-elected as a director of the Company.
5. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
Samuel Weiss, a director retiring from office in accordance with Articles 7.2-7.4 of the Constitution of the Company, is re-elected as a director of the Company.

Annual Report & Corporate Governance Statement

- The 2018 Altium Limited Annual Financial Report is now available at:
www.altium.com/company/investor-relations/publications-and-reports/annual-reports
- The 2018 Corporate Governance Statement is now available at:
www.altium.com/company/investor-relations/publications-and-reports/key-documents

Dated 15 October 2018

By Order of the Board



Alison Raffin
Company Secretary

Notes to the Notice of Meeting

Explanatory Notes

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

Voting Exclusion - there is a voting exclusion in place on Item 2

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

However, the Company need not disregard a vote on Item 2 if:

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

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

For the purposes of these voting exclusion statements:

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

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

Proxies

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

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

Notes to the Notice of Meeting

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

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

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

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

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

The Proxy Form together with the authority (if any) under which it is signed or a notarially certified copy of that authority must be received at the Company's registered office or by the Company's share register, Computershare Investor Services Pty Ltd (PH: 1300 850 505) no later than **2pm (AEDT), Wednesday, 14th November 2018**. Please note that the Company's registered office and the Company's share registry office are closed outside of regular business hours.

The completed Form of Proxy may be lodged:

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

Custodian Voting

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

Voting Entitlement Cut-offs

Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* and Article 6.1 of the Company's Constitution, the time nominated by the Board for the purposes of determining the voting entitlements at the Meeting is **7pm (AEDT), Wednesday, 14th November 2018**.

Item 1: Financial statements and reports

As required by section 317 of the *Corporations Act 2001 (Cth)* ("**Corporations Act**"), the Financial Report, Directors' Report and Auditor's Report of Altium Limited ("Altium" or the "Company") for the financial year ended 30 June 2018 will be laid before the Meeting. There is no requirement for a formal resolution on this item. Shareholders will be given reasonable opportunity to ask questions and make comments on these reports at the Meeting.

Item 2: Remuneration Report

Section 300A of the Corporations Act requires listed companies to include a Remuneration Report within the Directors' Report. The Remuneration Report must be put to a vote of members at the Meeting. The vote on the resolution will be advisory only and will not bind the directors or the Company. However, under changes to the Corporations Act which came into effect on 1 July 2011, if the Remuneration Report receives a "no" vote of at least 25% at the Meeting, and then again at the 2019 Annual General Meeting, a resolution will be required to be put to shareholders at the 2019 Annual General Meeting as to whether another meeting of shareholders should be held within 90 days at which all Directors (other than the Chief Executive Officer) who were in office at the date of the relevant Directors' Report must stand for re-election.

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

Recommendation

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

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

This resolution is subject to a Voting Exclusion.

Items 3-5: Election of directors

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

Retirement and re-election

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

Casual vacancy and addition to board

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



Title

Executive Director,
Chief Technology
Officer & Head of
Engineering

Qualification

B.A.M

Item 3: Sergiy Kostynsky

Sergiy Kostynsky was appointed to the Board on the 1 January 2018 and has recently been appointed as Chief Technology Officer (CTO) at Altium, whilst continuing to hold the role of Head of Engineering, which he has held since May 2014.

Sergiy has 20 years of extensive experience at a senior management level in CAD software development and web-based technology. Prior to rejoining Altium as VP Engineering in 2010, as part of the Morfik Technology acquisition, Sergiy served as Director, Product Development. Sergiy was also one of the founding members of the Dream Company, a Ukraine component development company which was acquired by Altium in 2001. He is outstanding in creating, directing and managing complex software engineering projects and products, and has been the driving force behind Altium R&D.

Sergiy is responsible for driving optimal performance in all aspects of our engineering efforts and leads a global team of high calibre engineers. In his role as CTO, Sergiy is responsible for developing and shaping the technological direction of Altium to underpin the company's bid for PCB market leadership and going beyond to bring about a transformation to electronics design.

Recommendation

The Board believes it is vital to have product and industry experience as part of the board skills mix. As an experienced industry expert, Sergiy has been an essential part of Altium's success and his contributions to board strategy and planning will be crucial to the continued success of the company. The Board (other than each director in relation to their own election) unanimously recommends that shareholders vote in favour of Item 3.



Title

Independent
Non-Executive Director

Qualification

BAppSc (Information
Technology), GAICD

Item 4: Wendy Stops

Wendy Stops was appointed to the Altium Board on 1 February 2018 as a Non-Executive Independent Director.

Wendy had a distinguished career spanning more than 32 years at Accenture, the leading global strategy, consulting, digital, technology and operations professional services company. Her leadership roles there included Senior Managing Director for Technology, Asia Pacific, and Global Managing Director for Technology, Quality. She is a flexible and adaptable leader, with broad experience across multiple industry sectors, and multiple countries (including living in Australia, USA, Singapore and Malaysia), working with diverse technologies and solutions ranging from traditional to digital and managing P&L up to \$3.5 billion and 11,500 personnel across 13 countries.

Wendy brings to the Altium Board a deep understanding of technology and its applications in a range of industries that are important to Altium as it expands its business into new areas of electronic design. Her skills and experience at people management and motivation, leadership development and optimizing organization design for high performance will assist Altium to achieve its goal of market leadership through growth in revenue and earnings.

Since retiring from Accenture Wendy has been appointed to the Board of the Commonwealth Bank of Australia (ASX: CBA), the Council of The University of Melbourne and the Board of Fitted for Work.

Wendy is the Chair of the Human Resources Committee. Altium has experienced sustained growth in revenue and earnings in recent years and this has been accompanied by equally significant expansion geographically and in our employee base. Wendy will use the skills honed in her Accenture career to bring the perspective, knowledge, and experience of the human capital requirements to operate a global enterprise to Altium through her leadership of the Human Resources Committee.

Recommendation

The Board conducted a comprehensive search before appointing Wendy and looks forward to her contribution to the Company for many years to come. The Board (other than each director in relation to their own election) unanimously recommends that shareholders vote in favour of Item 4.



Title

Independent
Non-Executive Chairman

Qualifications

AB MS FAICD

Item 5: Samuel Weiss

Sam Weiss joined the Altium Board as a Non-Executive Director on 1 January 2007 and was elected Chairman of the Board on 4 October of that year.

Sam is a highly experienced Company Chairman and Non-executive Director. He has been instrumental in the growth and leadership of Altium Limited over the past ten years as the Company has generated shareholder value through superior technology and strategy, capital and financial controls, and strong corporate governance. His experience in global markets has helped the Company on its journey to market leadership in electronics design for Printed Circuit Boards.

Sam is Chairman of 3PLearning Limited and former Chairman of Open Universities Australia Pty Ltd, The Benevolent Society and The Sydney Festival. He has been a Non-executive Director of Breville Group Limited, iProperty Group Limited and Oroton Group Limited. Sam brings to Altium more than twenty years of valuable Boardroom experience in remuneration policy and planning, people management and leadership development and global brand building as well as in depth knowledge of public and capital markets and the regulatory environment. Sam has lived and worked in Asia, the United States, Europe as well as Australia with executive roles in large multi-national corporations.

Recommendation

The Board has significantly benefited from the contribution of Sam especially in terms of his leadership skills and strong governance values. The Board (other than each director in relation to their own election) unanimously recommends that shareholders vote in favour of Item 5.

The Chair of the Meeting intends to vote undirected proxies in favour of Items 3, 4 & 5.

Annual Report Note

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

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

Email: investor.relations@altium.com

Phone: +61 2 9410 1005

Post: Attention: Company Secretary
PO Box 6006
Frenchs Forest
NSW 2086 Australia

Altium®

www.altium.com

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

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(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

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

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au 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: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 2pm (AEDT) on Wednesday, 14 November 2018**

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 Altium Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Altium Limited to be held at Water @Pier One, Pier One Sydney Harbour, 11 Hickson Road, Walsh Bay, Sydney, NSW 2000 on Friday, 16 November 2018 at 2pm (AEDT) and at any adjournment or postponement of that Meeting.

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

STEP 2 Items of Business

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

	For	Against	Abstain
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director - Sergiy Kostynsky	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Director - Wendy Stops	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Director - Samuel Weiss	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

ALU

999999A

Computershare +



Altium Limited
ABN 93 009 568 772

All Correspondence to:
Computershare Investor Services P/L
GPO Box 2975
MELBOURNE VIC 3001

ALURM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Altium Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Altium Limited

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