

Annual General Meeting for the financial year ended 30 June 2018

Inabox Group Limited

17 October 2018



Dear Shareholder,

It is my pleasure to invite you to the 2018 Annual General Meeting of Inabox Group Limited, to be held on Monday 19 November 2018 at CEDA, Level 14, 9-13 Hunter Street, Sydney 2000, NSW at 10.30am, or immediately after the Extraordinary General Meeting of the Company which has been convened to consider the disposal of the Indirect business (**EGM**).

I enclose a notice of Annual General Meeting with its Explanatory Memorandum, together with a proxy form for Shareholders. You can return the hard copy form in the reply-paid envelope enclosed if you are not able to attend the meeting.

The annual report of Inabox Group Limited for the financial year is available on-line at <https://www.inaboxgroup.com.au> and a hardcopy is enclosed if you have requested to receive one.

I look forward to welcoming you to the meeting.

Yours faithfully,

A handwritten signature in grey ink, appearing to read "DR", followed by a horizontal line.

David Rampa  
Chairman  
Inabox Group Limited

# Notice of Annual General Meeting

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Notice is hereby given that the Annual General Meeting of the Shareholders of Inabox Group Limited will be held on Monday 19 November 2018 at Level 14, 9-13 Hunter Street, Sydney 2000, NSW at 10.30am, or immediately after the EGM.

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum and the Proxy Form forms part of this Notice.

## AGENDA

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### A. Address by the Chairman

### B. Financial Reports

To receive and consider the financial report, director's report and auditor's report for the Company and its controlled entities for the year ended 30 June 2018.

### C. Proposed Resolutions

#### ORDINARY BUSINESS

##### Resolution 1: Remuneration Report

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

**"That approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the year ended 30 June 2018."**

*The vote on this resolution is advisory only and does not bind the directors of the Company.*

##### 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: Re-election of David Rampa as Director

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

**"That, for the purpose of Rule 4.3(b) of the Company's constitution and for all other purposes, David Rampa, a director of the Company, retires and, being eligible is re-elected as a director of the Company."**

By order of the Board

Lisa Dadswell  
Company Secretary

17 October 2018

# Explanatory Memorandum

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This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

## **Resolution 1 – Remuneration Report**

The Corporations Act 2001 requires that a resolution must be put to Shareholders that the Remuneration Report of the Company be adopted. However, such a resolution is advisory only and does not bind the Company or the Directors.

The Remuneration Report of the Company forms part of the Directors Report which is contained in the Annual Report accompanying this Notice of Meeting. The Remuneration Report sets out the Company's remuneration policy and reports the remuneration arrangements in place for Executive Directors, Non-Executive Directors and certain executives whose remuneration arrangements are required to be disclosed.

If at least 25% of the votes cast on the adoption of the Remuneration Report at two consecutive AGMs are against the adoption of the Remuneration Report, the Company is required to put to Shareholders at the second annual general meeting a resolution proposing the calling of a further general meeting to consider the appointment of Directors of the Company. At the Company's previous Annual General Meeting the votes cast against the remuneration report considered at that Annual General Meeting were less than 25% of the total.

## **Proxy voting restrictions**

Shareholders appointing a proxy for this Resolution should be aware of the following considerations:

- If you appoint a member of the Key management personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy, you must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.
- If you appoint the Chair as your proxy, you do not need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you must mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.
- If you appoint any other person as your proxy you do not need to direct your proxy how to vote on this Resolution, and you do not need to mark any further acknowledgement on the Proxy Form.

## **Resolution 2: Re-election of David Rampa as Director**

David Rampa has been a director of the Company since 24 January 2014 and serves as its Chairman.

David has held senior executive positions in both Telstra and Singtel Optus, where he was Director of the Wholesale Division, prior to working in Investment Banking based out of New York. Recently, David was a Non-Executive Director of the M2 Group (prior to the merger with Vocus) where he was also Chair of the Nominations and Remuneration Committee. David is the current Chairman of the advisory board at Aviation Logistics Pty Ltd, a ground and air, patient transfer operation. He is also a Senior Consultant at TMT Partners, a Sydney based advisory firm specialising in capital raises, IPOs, and M&A in the Telco, Media, and Technology sector. Previously David was Deputy Chairman of the Service Provider Association, and whilst residing in the United States, the President of ANZACC (Australian, New Zealand, and American Chamber of Commerce) Midwest.

The Board, with David Rampa abstaining in respect of his own re-election, unanimously recommends that Shareholders vote to re-elect David Rampa as a Director.

## Glossary

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**Annual General Meeting** or **Meeting** means the meeting convened by this Notice.

**ASX** means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

**Listing Rules**, or **Rule** means the relevant Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Chair** means the chair of the 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 dependent 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 *Corporations Regulations 2001* (Cth).

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Extraordinary General Meeting** or **EGM** means the Extraordinary General Meeting to be held at 10.00am on Monday 19 November 2018 at CEDA, Level 14, 9-13 Hunter Street, Sydney 2000, NSW, immediately before the Annual General Meeting.

**Key Management Personnel** has the same meaning given by section 9 of the Corporations Act. The Key Management Personnel of the Company are the Directors.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

## Voting and Proxies

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### Voting Entitlements

The Directors have determined that the shareholding of each Shareholder for the purpose of ascertaining the voting entitlements for the General Meeting will be as it appears on the Company's share register at 7.00pm (AEDT) on Saturday, 17 November 2018. Accordingly, transactions registered after that time will be disregarded in determining Shareholders entitled to attend and vote at the General Meeting.

### Proxies

A Shareholder has the right to appoint a proxy, who need not be a Shareholder of the Company. A member may appoint not more than 2 proxies to attend and act for the member. A member may specify the percentage of votes each proxy is appointed to exercise.

The Proxy Form must be received by the share registry of the Company, Boardroom Pty Limited, no later than 10.30am (AEDT) on Saturday, 17 November 2018. Instructions for lodging the Proxy Form are printed on the Proxy Form itself.



#### 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](http://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 (AEDT) on Saturday 17 November 2018.**

### 🖥 TO VOTE ONLINE

**STEP 1:** VISIT <https://www.votingonline.com.au/iabagm2018>

**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 (AEDT) on Saturday 17 November 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/iabagm2018>

📠 **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.

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#### 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 **Inabox Group Limited** (Company) and entitled to attend and vote hereby appoint:

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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 **Level 14, 9-13 Hunter Street, Sydney NSW 2000 on Monday, 19 November, 2018 at 10:30am (AEDT)** 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 Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is 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 Resolution 1). 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	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of David Rampa as Director	<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