

Pureprofile Ltd

Level 20
233 Castlereagh Street,
Sydney NSW 2000
ACN: 167 522 901

<https://www.pureprofile.com/au/>



Pureprofile Ltd

Notice of 2018 Annual General Meeting

Explanatory Statement | Proxy Form

30 November 2018

11:00AM AEDT

Address

Level 17, 383 Kent Street, Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Contents

Venue and Voting Information	3
Notice of Annual General Meeting (setting out the proposed Resolutions)	4
Explanatory Statement (explaining the proposed Resolutions)	16
Glossary	32
Annexure A – Notice of Nomination of Auditor	34
Annexure B – Summary of terms of the EIP	35
Proxy Form	Attached

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:00am AEDT on 30 November 2018 at: Level 17, 383 Kent Street, Sydney NSW 2000.

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

Voting by proxy

To vote by proxy, please use one of the following methods:

1. Lodge the Proxy Form online at <https://investor.automic.com.au/#/loginsah> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form.
2. Complete and sign the enclosed Proxy Form and return the form:
 - (a) by post to:
Automic, GPO Box 5193, Sydney NSW 2001; or
 - (b) by hand to:
Automic, Level 5, 126 Phillip Street, Sydney NSW 2000; or
 - (c) by fax to: (02) 8583 3040

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Pureprofile Ltd ACN 167 522 901 will be held at 11:00am AEDT on 30 November 2018 at Level 17, 383 Kent Street, Sydney NSW 2000. **(Meeting)**.

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm AEDT on 28 November 2018. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2018 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Part A: Remuneration Report

1. **Resolution 1** – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2018.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as **Restricted Voter**). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

Part B: Appointment of Auditor

2. **Resolution 2** – Appointment of Auditor

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of section 327B(1) of the Corporations Act and for all other purposes, Grant Thornton Audit Pty Ltd 130 913 594, having been nominated by shareholders and consented in writing to act as auditor of the Company, be appointed as auditor of the Company, effective immediately."

Part C: Election and Re-election of Directors

3. **Resolution 3** – Election of Nicholas Jones as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That Nicholas Jones, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately."

4. **Resolution 4** – Election of Susan Klose as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That Susan Klose, a Director appointed as an additional Director and holding office until the next general meeting of the Company after her appointment in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately."

5. **Resolution 5** – Election of Marcelo Ulvert as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That Marcelo Ulvert, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately."

6. **Resolution 6** – Re-election of Andrew Edwards as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That Andrew Edwards, a Director who retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.4 and being eligible offers himself for re-election as a Director of the Company, effective immediately."

7. **Resolution 7** – Re-election of Clifford Rosenberg as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That Clifford Rosenberg, a Director who retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.4 and being eligible offers himself for re-election as a Director of the Company, effective immediately."

Part D: Adoption of Equity Incentive Plan and Issue of Incentive Securities

8. **Resolution 8** – Adoption of Equity Incentive Plan

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.2 (exception 9(b)), and for all other purposes, the Shareholders of the Company approve the adoption of an Equity Incentive Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) any Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company); or
- (b) an Associate of those persons.

However, the Company will not disregard a vote if:

- (i) 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
- (ii) it is cast by the Chair 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.

9. **Resolution 9** – Approval of Issue of Incentive Securities to Nicholas Jones

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, subject to Resolution 8 being passed, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of the following:

- (a) 718,907 deferred shares; and*
- (b) 876,000 options (which may be exercised into 876,000 shares in accordance with its terms), to Nicholas Jones, Managing Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- (a) any Director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought; or
- (b) an Associate of those persons.

However, the Company will not disregard a vote if:

- (i) 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
- (ii) it is cast by the Chair 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.

10. **Resolution 10** – Approval of Issue of Incentive Securities to Susan Klose

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, subject to Resolution 8 being passed, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 200,001 options (which may be exercised into 200,001 shares in accordance with its terms) to Susan Klose a non-executive Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- (a) any Director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought; or
- (b) an Associate of those persons.

However, the Company will not disregard a vote if:

- (i) 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
- (ii) it is cast by the Chair 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.

11. **Resolution 11** – Approval of Issue of Incentive Securities to Marcelo Ulvert

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, subject to Resolution 8 being passed, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 200,001 options (which may be exercised into 200,001 shares in accordance with its terms) to Marcelo Ulvert, a Non-Executive Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- (a) any Director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought; or
- (b) an Associate of those persons.

However, the Company will not disregard a vote if:

- (i) 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
- (ii) it is cast by the Chair 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.

12. **Resolution 12** – Approval of Issue of Incentive Securities to Andrew Edwards

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, subject to Resolution 8 being passed, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 200,001 options (which may be exercised into 200,001 shares in accordance with its terms) to Andrew Edwards, a Non-Executive Director and Chairman of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:

- (a) any Director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought; or
- (b) an Associate of those persons.

However, the Company will not disregard a vote if:

- (i) 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
- (ii) it is cast by the Chair 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.

13. **Resolution 13** – Approval of Issue of Incentive Securities to Clifford Rosenberg

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, subject to Resolution 8 being passed, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 200,001 options (which may be exercised into 200,001 shares in accordance with its terms) to Clifford Rosenberg, a Non-Executive Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 13 by or on behalf of:

- (a) any Director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought; or
- (b) an Associate of those persons.

However, the Company will not disregard a vote if:

- (i) 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
- (ii) it is cast by the Chair 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.

Part E: Ratification of Prior Issue of Equity Securities

14. **Resolution 14** – Ratification of Prior Issue of Performance Rights

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 950,000 performance rights, issued on 12 December 2017 (**Tranche A Performance Rights**) and 1,150,000 performance rights, issued on 12 December 2017 (**Tranche B Performance Rights**), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 14 by or on behalf of:

- (a) a person who participated in the issue and received Tranche A or Tranche B Performance Rights; or
- (b) an Associate of those persons.

However, the Company will not disregard a vote if:

- (i) 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
- (ii) it is cast by the Chair 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.

Part F: ASX Listing Rule 7.1A

15. **Resolution 15** – ASX Listing Rule 7.1A Approval of Future Issue of Securities

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 15 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of those persons.

However, the Company will not disregard a vote if:

- (i) 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
- (ii) it is cast by the Chair 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.

Part G: Share Buyback

16. **Resolution 16** – Approval of selective share buyback of shares

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"That, for the purposes of Section 257D Corporations Act and for all other purposes, the Shareholders approve the selective share buyback of up to \$400,000 of the Company's shares calculated in accordance with the terms of the Business Sale Deed and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 16 by or on behalf of:

- (a) a person whose shares are proposed to be bought back; or
- (b) an Associate of those persons.

However, the Company will not disregard a vote if:

- (i) 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
- (ii) it is cast by the Chair 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.

BY ORDER OF THE BOARD

Kohei Katagiri
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 11:00am AEDT on 30 November 2018 at Level 17, 383 Kent Street, Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2018 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at <https://businesses.pureprofile.com/investors>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by 23 November 2018.

Resolutions

Part A: Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <https://businesses.pureprofile.com/investors>.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2019 Annual General Meeting (**2019 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2019 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2019 AGM. All of the Directors who were in office when the 2019 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed him to vote in accordance with his stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Part B: Appointment of Auditor

Resolution 2 – Appointment of Auditor

On 3 January 2018, pursuant to section 327C(1) of the Corporations Act, Grant Thornton Audit Pty Ltd was appointed as auditor of the Company to fulfil a casual vacancy.

Under section 327C(2) of the Corporations Act, an auditor who has been appointed under section 327C(1) of the Corporations Act only holds office until the company's next annual general meeting.

The Company is required to appoint an auditor to fill any vacancy at each annual general meeting (after its first annual general meeting) pursuant to section 327B(1) of the Corporations Act.

Pursuant to section 328B of the Corporations Act, the Company received a valid notice of nomination which nominated Grant Thornton Audit Pty Ltd to be appointed as the new auditor of the Company. A copy of the notice of nomination is set out in Annexure A of this Notice of Meeting.

Grant Thornton Audit Pty Ltd has provided the Company its written consent to act, subject to Shareholder approval being obtained, as the Company's auditor in accordance with section 328A(1) of the Corporations Act.

Accordingly, under this Resolution, Shareholder approval is being sought to appoint Grant Thornton Audit Pty Ltd as the auditor of the Company.

Directors' recommendation

The Board of Directors recommends that Shareholders vote for this Resolution.

Part C: Election and Re-election of Directors

Resolution 3 – Election of Nicholas Jones as Director

The Company's Constitution requires that a Director appointed as an addition to the existing Directors holds office until the next annual general meeting of the Company and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Nicholas Jones was appointed as an additional Director of the Company on 5 February 2018 and has since served as a Director of the Company.

Under this Resolution, Nicholas Jones seeks election as a Director of the Company at this AGM.

Mr Jones holds a bachelor's degree in Social Psychology and Sociology and brings a wide and deep range of experience in online and digital media. His impressive career spans over 30 years, including as Managing director of Yahoo! Australia & New Zealand; Managing Director (News Digital Media) at News Corp; Managing Director (Digital) AUNZ and Chief Digital Officer (EMEA) at Starcom MediaVest Group; and most recently as Chief Revenue Officer of music video publisher, Vevo, based in both London and San Francisco. Mr Jones is also chairman of Advertising Week APAC's advisory council.

Directors' recommendation

The Directors (excluding Nicholas Jones) recommend that Shareholders vote for this Resolution.

Resolution 4 – Election of Susan Klose as Director

The Company's Constitution requires that a Director appointed as an addition to the existing Directors holds office until the next annual general meeting of the Company is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next general meeting and is then eligible for election as a Director of the Company.

Susan Klose was appointed as an additional Director of the Company on 1 September 2018 and has since served as a Director of the Company.

Under this Resolution, Susan Klose seeks election as a Director of the Company at this AGM.

Susan is an experienced executive, board director and team leader, with a diverse background in digital business growth, corporate development, strategy and marketing. Previously the Chief Marketing Officer of GraysOnline, she was responsible for brand strategy, marketing operations and digital product strategy.

In prior roles in consulting and global media companies, including 12WBT and News Ltd, Sue has led strategic planning and development and is passionate about helping teams continually seek new opportunities for growth and innovation. As Director of Digital Corporate Development for News Ltd, Sue screened hundreds of potential investments, leading multiple acquisitions, establishing the CareerOne and Carsguide joint ventures, and holding multiple board roles in high-growth digital and SaaS business.

Sue has an MBA in Finance, Strategy and Marketing from the J.L. Kellogg School of Management at Northwestern University, and a Bachelor of Science in Economics from the Wharton School of the University of Pennsylvania. Sue is a Non-Executive Director of Nearmap, a provider of aerial imagery (ASX: NEA) and Aftercare, one of Australia's largest mental health care providers.

Directors' recommendation

The Directors (excluding Susan Klose) recommend that Shareholders vote for this Resolution.

Resolution 5 – Election of Marcelo Ulvert as Director

The Company's Constitution requires that a Director appointed as an addition to the existing Directors holds office until the next annual general meeting of the Company is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next general meeting and is then eligible for election as a Director of the Company.

Marcelo Ulvert was appointed as an additional Director of the Company on 1 September 2018 and has since served as a Director of the Company.

Under this Resolution, Marcelo Ulvert seeks election as a Director of the Company at this AGM.

With 25 years sales and marketing experience, Marcelo oversaw the inception, development and growth of the global sales and marketing strategy for Cohort, delivering \$30m in annual revenue.

A commercial innovator, Marcelo has a proven ability to drive strategic partnerships with blue chip brands and conceptualise and develop mutually profitable relationships across a global client base. He executes independently whilst mentoring and driving the teams around him, ensuring a level of continuity through the business. Marcelo is a compelling and sought-after speaker with a natural ability to engage clients and stakeholders and build confidence within internal teams.

A member of the Australian Institute of Company Directors, since leaving Cohort, Marcelo has mentored the founders of Lusio Rehab, a medical tech start-up that is part of Remarkable's Accelerator programme, which is funded by the Telstra Foundation. He is also the Founding Director of Give a Little Love Foundation, which has delivered over \$500,000 in funding to many leading charities including Cerebral Palsy Alliance and ChildFund Australia.

Directors' recommendation

The Directors (excluding Marcelo Ulvert) recommend that Shareholders vote for this Resolution.

Resolution 6 – Re-election of Andrew Edwards as Director

The Company's Constitution requires that at the Annual General Meeting in every year one-third of the Directors for the time being and any other Director not in such one-third who has held office for 3 years or more (except the Managing Director), must retire from office. A retiring director is eligible for re-election.

ASX Listing Rule 14.4 also provides that a Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

Andrew Edwards was appointed a Director of the Company on 12 June 2015 and was last re-elected as a Director at the 2015 AGM.

Under this Resolution, Andrew Edwards has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Andrew has more than 30 years of marketing experience and, prior to joining Pureprofile, was the Chairman and CEO of internationally-renowned advertising and marketing agency Leo Burnett Group UK and President of Leo Burnett Central Europe. Andrew also sat on its Global Executive Leadership Team with the specific remit of M&A (EMEA) and the rollout of the groups Social and Mobile Strategy.

Prior to his roles for Leo Burnett, Andrew ran Australia's most-awarded direct marketing company, Cartwright Williams.

Andrew now focuses his time on his portfolio of business interests.

Directors' recommendation

The Directors (excluding Andrew Edwards) recommend that Shareholders vote for this Resolution.

Resolution 7 – Re-election of Clifford Rosenberg as Director

The Company's Constitution requires that at the Annual General Meeting in every year one-third of the Directors for the time being and any other Director not in such one-third who has held office for 3 years or more (except the Managing Director), must retire from office. A retiring director is eligible for re-election.

ASX Listing Rule 14.4 also provides that a Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

Clifford Rosenberg was appointed a Director of the Company on 12 June 2015 and was last re-elected as a Director at the 2017 AGM.

Under this Resolution, Clifford Rosenberg has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Mr Rosenberg has spent more than 20 years working at digital companies leading innovation and

change in the industry, both as an entrepreneur and senior executive. He was most recently the Managing Director for LinkedIn South East Asia, Australia and New Zealand.

Prior to joining LinkedIn, Mr Rosenberg was the Managing Director of Yahoo! Australia and New Zealand, and previously the founder and Managing Director of iTough Australia and New Zealand, one of the largest mobile content and application service providers in Australia.

He currently serves as a Non-Executive Director to ASX-listed companies Afterpay Touch Group Limited, Nearmap Limited and Cabcharge Australia Limited.

Directors' recommendation

The Directors (excluding Cliff Rosenberg) recommend that Shareholders vote for this Resolution.

Part D: Adoption of Equity Incentive Plan and Issue of Incentive Securities

Resolution 8 – Adoption of Equity Incentive Plan

Background

This Resolution seeks Shareholder approval for the Company to adopt an employee incentive scheme entitled the "Equity Incentive Plan" (**EIP**).

The Company has established this EIP to encourage its employees to share in the ownership of the Company and to promote the long-term success of the Company as a goal shared by all employees.

A summary of the key terms of the EIP is set out in Annexure B, and a copy of the rules of the EIP is available upon request from the Company.

ASX Listing Rules

Shareholder approval of the EIP is sought for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 9(b)), so that Shares issued in accordance with the EIP will be excluded from the calculation of the maximum number of new shares that can be issued by the Company in any 12 month period (currently 15% of shares previously on issue) for a period of three years from the date of approval.

If this Resolution is approved by Shareholders, it will have the effect of enabling the securities issued by the Company under the EIP to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period under Listing Rule 7.1 (the 15% placement capacity) during the next three-year period.

The following further information is provided for the purposes of Listing Rule 7.2 (exception 9(b)):

- (a) Summary of the EIP is attached as Annexure B of this Notice of Meeting.
- (b) The Company advises that approval for the EIP has not previously been sought from Shareholders. Accordingly, no securities have been issued to, or for the benefit of, eligible participants under the EIP to date. The EIP will commence after Shareholder approval is obtained for this Resolution.

Directors Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Resolution 9 to 13 – Approval of Issue of Incentive Securities to Directors

Background

Shareholder approval is being sought to adopt an employee incentive scheme entitled “Employee Incentive Plan” (**EIP**) under Resolution 8 of this Notice of Meeting.

Subject to Resolution 8 being passed, and Shareholder approval being obtained which is being sought under Resolutions 9-13 of this Notice of Meeting, the Company seeks to invite Nicholas Jones, Susan Klose, Marcelo Ulvert, Andrew Edwards and Clifford Rosenberg to participate in the EIP by subscribing for the following securities under the EIP (**Incentive Securities**):

- (a) Nicholas Jones, 718,907 deferred shares and 876,000 options;
- (b) Susan Klose, 200,001 options;
- (c) Marcelo Ulvert, 200,001 options;
- (d) Andrew Edwards, 200,001 options; and
- (e) Clifford Rosenberg, 200,001 options.

A summary of the material terms of the Incentive Securities are as follows:

Type of Incentive Security	Material terms
Options	<ul style="list-style-type: none">• each option is exercisable into one share• issued for nil consideration• vests in one third tranches on 1 September 2019, 1 September 2020, 1 September 2021, subject to continued service• exercise price of \$0.15 per option• expires seven (7) years from vesting
Deferred shares	<ul style="list-style-type: none">• issued for nil consideration• number of deferred shares awarded is based on successful achievement of the share component of Nic Jones’ short-term incentive plan, which was outlined in an announcement to the ASX on 29 November 2017• number of deferred shares awarded is calculated as \$100,000 divided by the 5-day VWAP following release of the Preliminary Financials (\$0.1391)• it is not expected that a restriction period on the sale or disposal of deferred shares will be imposed and Nic Jones will receive the immediate benefit of those shares upon issue

A summary of the key terms of the EIP is set out in Annexure B of this Notice of Meeting.

The terms of the Incentive Securities, which all have vesting conditions, have been designed to assist in aligning the interests of the recipients to the Shareholders of the Company, and where applicable, to remunerate each of them appropriately.

Director and Related Party Approvals

ASX Listing Rule 10.14 provides that a listed company must not permit a Director of the Company to acquire securities under an employee incentive scheme without Shareholder approval.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 4), separate approval is not required under Listing Rule 10.11, and in accordance with Listing Rule 7.2 (14), separate approval is not required under Listing Rule 7.1.

The proposed issue of Incentive Securities under the EIP to Nicholas Jones, Susan Klose, Marcelo Ulvert, Andrew Edwards and Clifford Rosenberg constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14.

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Incentive Securities constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

As Nicholas Jones, Susan Klose, Marcelo Ulvert, Andrew Edwards and Clifford Rosenberg are current Directors of the Company, Nicholas Jones, Susan Klose, Marcelo Ulvert, Andrew Edwards and Clifford Rosenberg are each a “related party” of the Company. Therefore, the proposed issue of Incentive Securities to Nicholas Jones, Susan Klose, Marcelo Ulvert, Andrew Edwards and Clifford Rosenberg requires Shareholder approval under Listing Rule 10.14.

In respect of each of Resolutions 9 to 13 of this Notice of Meeting, and for purposes of Chapter 2E of the Corporations Act, the non-conflicted members of the Board have determined that the issue of Incentive Securities forms part of the remuneration of the Directors as Officers of the Company and that the type and amount of Incentive Securities issued to each Director is reasonable having regard to the Company’s and Directors’ circumstances.

Each of the non-conflicted members of the Board have formed this view, based on the following factors:

- (a) in respect of each Non-Executive Director, the issue of Incentive Securities (in this case, options) was contemplated within their letter of appointment as part of their remuneration package;
- (b) as of the date of this Notice of Meeting, the exercise price of options proposed to be issued is currently higher than the market price of the shares and accordingly the benefit of the options will only be realised on the successful long term performance of the Company, reflected by an associated increase to the share price; and
- (c) in respect of the deferred shares proposed to be issued to Nic Jones, this forms part of his remuneration package, which was disclosed to ASX on 29 November 2017.

Accordingly, each of the non-conflicted members of the Board believe that the issue of Incentive Securities to Nicholas Jones, Susan Klose, Marcelo Ulvert, Andrew Edwards and Clifford Rosenberg falls within the “reasonable remuneration” exception as set out in section 211 of the Corporations Act and relies on this exception for the purposes of Resolutions 9-13 of this Notice of Meeting.

Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of Incentive Securities to Nicholas Jones, Susan Klose, Marcelo Ulvert, Andrew Edwards and Clifford Rosenberg is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- (a) Nicholas Jones, Susan Klose, Marcelo Ulvert, Andrew Edwards and Clifford Rosenberg are current Directors of the Company.
- (b) The maximum number of Incentive Securities to be issued to each of the Directors are as follows:
 - (i) Nicholas Jones: 718,907 deferred shares and 876,000 options;
 - (ii) Susan Klose: 200,001 options;
 - (iii) Marcelo Ulvert: 200,001 options;
 - (iv) Andrew Edwards: 200,001 options; and
 - (v) Clifford Rosenberg: 200,001 options.
- (c) The deferred shares and options are being issued for nil consideration pursuant to the terms of the EIP.
- (d) The Company advises that approval for the LTIP has not previously been sought from Shareholders. Accordingly, no Incentive Securities have been issued to, or for the benefit of, eligible participants under the EIP to date. Subject to Shareholder approval being obtained under Resolution 8 of this Notice of Meeting, the EIP will be adopted by the Company.
- (e) Each existing director of the Company are all the persons referred to in Listing Rule 10.14 who are eligible to participate in the EIP.
- (f) A summary of the key terms of the EIP is set out in Annexure B to this Notice of Meeting.
- (g) The Incentive Securities will be issued within 12 months from the date of this Meeting, if approved by Shareholders of the Company.

Part E: Ratification of Prior Issue of Equity Securities

Resolution 14 – Ratification of Prior Issue of Performance Rights

Background

On 12 December 2017, the Company issued:

- (a) 950,000 performance rights (**Tranche A Performance Rights**); and
- (b) 1,150,000 performance rights (**Tranche B Performance Rights**)

utilising the Company's existing capacity under Listing Rule 7.1.

On 2 November 2017, the Company announced the issue of performance rights for nil consideration to the Lucerne Composite Fund. The performance rights were issued as part of the agreement for the A\$10 million debt facility and will expire at the end of the term of the facility. The performance rights were issued on the following terms:

- 950,000 performance rights, which will convert to fully paid-up ordinary shares upon the 60-day volume weighted average price (**VWAP**) of Pureprofile shares reaching \$0.40 per share; and

- 1,150,000 performance rights, which will convert to fully paid-up ordinary shares upon the 60-day VWAP of Pureprofile Shares reaching \$0.60 per share.

The Tranche A Performance Rights and Tranche B Performance Rights were issued on 12 December 2017 using the Company's existing capacity under Listing Rule 7.1.

ASX Listing Rule 7.4

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of the Tranche A Performance Rights and Tranche B Performance Rights.

Listing Rule 7.1 allows the Board of an ASX listed entity to issue up to 15% of the Company's issued capital in any 12 month period without the approval of the Shareholders of the Company.

Listing Rule 7.4 provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with Shareholder approval for the purposes of Listing Rule 7.1.

The effect of approval of this Resolution is to allow the Board of the Company to issue additional securities within the 15% limit under Listing Rule 7.1 after this Resolution is adopted, instead of having to wait 12 months after the issue.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) On 12 December 2017, the Company issued:
 - (i) 950,000 Tranche A Performance Rights; and
 - (ii) 1,150,000 Tranche B Performance Rights.
- (b) Each of the Tranche A Performance Rights and Tranche B Performance Rights were issued for nil consideration.
- (c) The Tranche A Performance Rights and Tranche B Performance Rights did not rank equally in all respects from the issue date with an existing class of securities. On conversion of the performance rights to fully paid ordinary shares, the shares will rank equally with the existing fully paid ordinary shares.
- (d) The Tranche A Performance Rights and Tranche B Performance Rights were issued as part of the terms of a debt financing arrangement as announced on the ASX on 2 November 2017.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Part F: ASX Listing Rule 7.1A

Resolution 15 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

ASX Listing Rule 7.1A enables eligible entities to seek Shareholder approval by Special Resolution passed at an annual general meeting to issue equity securities (which must be in the same class as an existing quoted class of equity securities of the Company) which do not exceed 10% of the existing ordinary share capital without further Shareholder approval. The ability of the Company to make an

issue under Listing Rule 7.1A is in addition to its 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As of the date of this Notice of Meeting, the Company is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

Approval under this Resolution is sought for the Company to issue equity securities under Listing Rule 7.1A.

If this Resolution is approved the Company may make an issue of equity securities under Listing Rule 7.1A at any time (either on a single date or progressively) up until the earlier of:

- (a) the date which is 12 months after the date of the 2018 Annual General Meeting; or
- (b) the date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking);

or such longer period if allowed by the ASX.

Accordingly, the approval given if this Resolution is passed will cease to be valid on the earlier of 30 November 2019 or the date on which holders of the Company's ordinary securities approve a transaction under Listing Rules 11.1.2 or 11.2.

The maximum number of equity securities which may be issued in the capital of the Company under the approval sought by this Resolution will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

(A x D) – E

where:

A is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement to issue:

- (i) plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- (iii) plus the number of fully paid ordinary securities issued in the 12 months with approval of the holders of ordinary securities under Listing Rules 7.1 or 7.4 (this does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without Shareholder approval); and
- (iv) less the number of fully paid ordinary securities cancelled in the 12 months.

D is 10%.

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of holders of ordinary securities under Listing Rules 7.1 or 7.4.

The ability of the Company to make an issue under Listing Rule 7.1A is in addition to its 15% placement capacity under Listing Rule 7.1. The effect of the Resolution will be to allow the Company to issue equity securities under Listing Rule 7.1A without using the Company's 15% placement capacity under Listing Rule 7.1.

As at 30 September 2018, the Company has on issue 120,495,628 ordinary shares and therefore has capacity to issue:

- (a) 18,074,344 equity securities under Listing Rule 7.1; and
- (b) subject to Shareholder approval being sought under this Resolution, 12,049,562 equity securities under Listing Rule 7.1A.

The issue price of the equity securities issued under Listing Rule 7.1A will be determined at the time of issue. The minimum price at which the equity securities, the subject of this Resolution, will be issued is 75% of the volume weighted average market (closing) price (**VWAP**) of the Company's equity securities over the 15 days on which trades in that class were recorded immediately before either:

- (a) the date on which the price at which the equity securities are to be issued is agreed; or
- (b) if the equity securities are not issued within 5 ASX trading days of the date in paragraph (a) the date on which the securities are issued.

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' voting power in the Company will be diluted. There is a risk that:

- (a) the market price for the Company's equity securities may be significantly lower on the issue date than on the date of the approval of this Resolution; and
- (b) the equity securities issued under Listing Rule 7.1A may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue.

The table set out below shows the dilution of existing Shareholders on the basis of:

- The market price of the Company's ordinary shares and the number of ordinary shares as at 30 September 2018.
- Two examples where the number of ordinary shares on issue ("A") has increased, by 50% and 100%. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require Shareholder approval (for example, pro-rata entitlements issues) or as a result of future specific placements under Listing Rule 7.1 that are approved by Shareholders.
- Two examples of where the issue price of ordinary shares has decreased by 50% and increased by 100% as against the market price as at 30 September 2018.

Variable "A" ASX Listing Rule 7.1A.2		Dilution		
		\$0.0625 50% decrease in issue price	\$0.125 issue price **	\$0.250 100% increase in issue price
"A" is the number of shares on issue, being 120,495,628 *** shares	10% voting dilution	12,049,562	12,049,562	12,049,562
	Funds raised	\$753,097.63	\$1,506,195.25	\$3,012,390.50
"A" is a 50% increase in shares on issue, being 180,743,442 *** shares	10% voting dilution	18,074,344	18,074,344	18,074,344
	Funds raised	\$1,129,646.50	\$2,259,293.00	\$4,518,586.00
"A" is a 100%	10% voting	24,099,125	24,099,125	24,099,125

increase in shares on issue, being 240,991,256 *** shares *	dilution			
	Funds raised	\$1,506,195.31	\$3,012,390.62	\$6,024,781.25

Notes:

- (i) The table assumes that the Company issues the maximum number of equity securities available under Listing Rule 7.1A.
- (ii) The table assumes that no options are exercised in ordinary shares before the date of the issue of equity securities under Listing Rule 7.1A.
- (iii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (iv) The table shows the effect of an issue of equity securities under Listing Rule 7.1A, not under the Company's 15% placement capacity under Listing Rule 7.1.
- (v) The issue of equity securities under the Listing Rule 7.1A consists only of ordinary shares. If the issue of equity securities includes options, it is assumed that those options are exercised into ordinary shares for the purposes of calculating the voting dilution effect on existing Shareholders.

* Any issue of equity securities is required to be made in accordance with the Listing Rules. Any issue made other than under the Company's 15% capacity (Listing Rule 7.1) or the Company's additional 10% capacity (Listing Rule 7.1A) and not otherwise made under an exception in Listing Rule 7.2 (for example, a pro-rata rights issue) would require Shareholder approval.

** Based on the closing price of the Company's Shares on ASX on 30 September 2018.

*** Based on the Company's Share structure as at 30 September 2018.

If this Resolution is approved the Company will have the ability to issue up to 10% of its issued capital without further Shareholder approval and therefore allow it to take advantage of opportunities to obtain further funds if required and available in the future.

As at the date of this Explanatory Statement, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A to any particular person or at any particular time. The total amount that may be raised by the issue of equity securities under Listing Rule 7.1A will depend on the issue price of the equity securities which will be determined at the time of issue. In some circumstances, the Company may issue equity securities under Listing Rule 7.1A for non-cash consideration (for example, in lieu of cash payments to consultants, suppliers or vendors). While the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A, some of the purposes for which the Company may issue equity securities under Listing Rule 7.1A include (but are not limited to):

- (a) raising funds to further develop the Company's business;
- (b) raising funds to be applied to the Company's working capital requirements;
- (c) acquiring assets. In these circumstances, the issue of the ordinary shares may be made in substitution for the Company making a cash payment for the assets; and
- (d) paying service providers or consultants of the Company.

Details regarding the purposes for which any particular issue under Listing Rule 7.1A is made will be

more fully detailed in an announcement to the ASX made pursuant to Listing Rule 7.1A.4 and Listing Rule 3.10.5A at the time the issue is made. The identity of the allottees of equity securities under Listing Rule 7.1A will be determined at the time the Company decides to make an issue having regard to a number of factors including:

- (a) the capital raising and acquisition opportunities available to the Company and any alternative methods for raising funds or acquiring assets that are available to the Company;
- (b) the potential effect on the control of the Company;
- (c) the Company's financial situation and the likely future capital requirements; and
- (d) advice from the Company's corporate or financial advisors.

Offers made under Listing Rule 7.1A may be made to parties including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

The allocation policy the Company may adopt for a particular issue of equity securities under Listing Rule 7.1A and the terms on which those equity securities may be offered will depend upon the circumstances existing at the time of the proposed capital raising under Listing Rule 7.1A. Subject to the requirements of the Listing Rules and the Corporations Act, the Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

As the Company has previously obtained Shareholder approval under Listing Rule 7.1A, it is required by Listing Rule 7.3A.6 to provide details of all issues of equity securities in the 12 months preceding the date of the Meeting. The details of all issues of equity securities by the Company during the 12 months preceding the date of the Meeting are detailed below:

Number/Class of equity securities issued	Terms of the securities issued	Price and discount to closing market price on the date of issue (if any)	Consideration details	Allottees of the Securities
<i>Securities issued on 12 December 2017</i>				
950,000 performance rights (Tranche A Performance Rights) 1,150,000 performance rights (Tranche B Performance Rights)	Tranche A Performance Rights Unlisted performance rights that will convert to fully paid ordinary shares when the 60-day VWAP of the company reaches \$0.40 per share. Tranche B Performance Rights Unlisted	Closing market price on 11 December 2017 was \$0.18.	N/A - issued for nil consideration.	Performance rights were issued to the Lucerne Composite Fund as part of the terms of debt financing agreement as announced to the ASX on 2 November

	performance rights that will convert to fully paid ordinary shares when the 60-day VWAP of the Company reaches \$0.60 per share.			2017.
<i>Securities issued on 7 May 2018</i>				
435,128 fully paid ordinary shares.	Fully paid ordinary shares. The shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.	Closing market price on May 4 2018 was \$0.10 per share	N/A - issued for nil consideration.	Conversion of 2016 Deferred STI Service Rights to fully paid ordinary shares and issued to employees.

Total equity securities issued in previous 12 months* ("A")	2,535,128
Percentage that "A" represents based on the total number of equity securities on issue at the commencement of that 12 month period	2.05%

*Based on Company's fully diluted capital structure as at date of 2017 Annual General Meeting

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Part G: Selective Share Buyback

Resolution 16 – Approval of Selective Share Buyback of Shares

On 4 October 2018, the Company announced on the ASX that it had entered into a binding agreement with SM1 Global Pty Ltd for the sale of its media trading business unit (Business Sale Deed). Shareholders are referred to the announcement dated 4 October 2018 for the key terms of the sale.

Under the terms of the Business Sale Deed, the selling price of the media trading business unit is \$600,000. Of this amount, \$200,000 will be paid in cash and the remaining \$400,000 may be paid, at

the buyer's election, in cash or, subject to approval by special resolution of the shareholders, Pureprofile shares by way of a selective share buyback.

If shareholders approve the selective share buyback, the number of shares that will be bought back from the buyer (if the buyer so elects) will be calculated using a share price that is the higher of:

- (a) the 90-day volume weighted average price as at the completion date; and
- (b) the closing share price as at the completion date.

At the time of this notice, the completion date is expected to be midnight on 31 October 2018.

If shareholders do not approve the selective share buyback, the buyer must pay the remaining \$400,000 in cash within 3 months of the AGM.

SM1 Global Pty Ltd, is owned by the former owners of the Sparcmedia business, which was acquired by the Company in 2015 and who control a substantial shareholding in the Company.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Enquiries

Shareholders are asked to contact Kohei Katagiri, Company Secretary, +61 (0)2 9333 9700 if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2018 Annual Report to Shareholders for the period ended 30 June 2018 as lodged by the Company with ASX on 28 September 2018.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of Grant Thornton Audit Pty Ltd dated 28 September 2018 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of 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 dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Pureprofile Ltd ACN 167 522 901.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "**\$**" means Australian dollars.

EIP means the employee incentive scheme entitled "Equity Incentive Plan" for which Shareholder approval is being sought for the adoption of under Resolution 8 of this Notice of Meeting.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Incentive Securities means the Securities that may be granted by the Company pursuant to the terms of the EIP. It is proposed that Incentive Securities are granted to Directors of the Company, as set out

in Resolutions 9-13 of this Notice.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 26 October 2018 including the Explanatory Statement.

Option means an option to acquire a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Boardroom Pty Limited ACN 003 209 836.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2019 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2019 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2019 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and 2019 AGM.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

Annexure A - Notice of Nomination of Auditor

The Company Secretary
Pureprofile Limited
Level 20, 233 Castlereagh Street
Sydney NSW 2000

1 October 2018

Dear Sir,

Nomination of Auditor – Pureprofile Limited

For the purposes of Section 328B of the Corporations Act 2001, I, Andrew Edwards, being a member of Pureprofile Limited ("Company"), hereby nominate Grant Thornton Audit Pty Ltd (ACN 130 913 594) for appointment as auditor of the Company.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'A Edwards', with a horizontal line drawn through the signature.

Andrew Edwards

Annexure B – Summary of terms of the EIP

Under the proposed Equity Incentive Plan, the Company may, at the discretion of the Board, offer the following types of awards to the Company's employees:

- Options;
- Performance Rights;
- Service Rights;
- Deferred Share Awards;
- Exempt Share Awards;
- Cash Rights; and
- Stock Appreciation Rights.

Awards issued under the Equity Incentive Plan may be subject to additional conditions set by the Board. In addition, a restriction period, during which the securities must not be sold or disposed of, may apply.

Options

The Company may offer or issue Options, which are rights to be issued a share upon payment of the exercise price and satisfaction of specified vesting conditions.

Performance Rights

The Company may offer or issue Performance Rights, which are rights to be issued a Share for nil Exercise Price upon the satisfaction of Vesting Conditions specified in the Offer. rights to be issued a Share for nil Exercise Price upon the satisfaction of Vesting Conditions specified in the Offer.

Service Rights

The Company may offer or issue Service Rights, which are rights to be issued a Share for nil Exercise Price upon the satisfaction of Vesting Conditions specified in the Offer, which Vesting Conditions relate only to the continued employment of the Employee.

Deferred Share Awards

The Company may offer or issue Deferred Share Awards, which are Shares issued to Employees:

- (a) who elect to receive Shares in lieu of any wages, salary, director's fees, or other remuneration; or
- (b) by the Company in its discretion, in addition to their wages, salary and remuneration, or in lieu of any discretionary cash bonus or other incentive payment; and
- (c) that may be forfeited if Vesting Conditions specified in the Offer are not satisfied. which are Shares issued to Employees:

Exempt Share Awards

The Company may offer or issue Exempt Share Awards, which are Shares issued for no consideration or at an Issue Price which is a discount to the Market Price with the intention that up to \$1,000 (or such other amount which is exempted from tax under the relevant tax legislation from time to time) of the total value or discount received by each employee will be exempt from tax.

Cash Rights

The Company may offer or issue Cash Rights, which are rights to be issued a cash payment for nil Exercise Price upon the satisfaction of specified Vesting Conditions.

Stock Appreciation Rights

The Company may offer or issue Stock Appreciation Rights, which are rights to receive payment from the Company determined on the basis of the difference between the fair market value on the date of exercise of the Stock Appreciation Right and the fair market value on the date of grant of the Stock Appreciation Right, adjusted as necessary for changes to the Company's capital structure.

At the discretion of the Board, the payment upon exercise of a Stock Appreciation Right may be in cash, in shares of equivalent value, or in some combination of cash and shares. The Board's determination shall be made at any time on or before exercise of a Stock Appreciation Right.

Holder Number:

Vote by Proxy: PPL

Your proxy voting instruction must be received by **11.00 am (AEDT) on 28 November 2018**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you hold an Issued Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home>. Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, you must write to us that that individual is a body corporate. A proxy must not be a Shareholder of the Company. Otherwise if you leave the box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the space provided:

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



Contact

Return your completed form



BY MAIL:
Automatic
GPO Box 5193
Sydney NSW 2001



IN PERSON:
Automatic
Level 5, 126 Phillip Street
Sydney NSW 2000

Contact us – All enquiries to Automic



WECHAT: <https://automic.com.au/>



EMAIL: hello@automic.com.au



PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1: Appoint Your Proxy

Complete and return this form as instructed only if you do not vote online

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Pureprofile Ltd, to be held at **11.00 am (AEDT) on 30 November 2018 at Level 17, 383 Kent Street, Sydney NSW 2000**, hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the “for,” “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution(s) 1, 8, 9, 10, 11, 12 and 13 (except where I/we have indicated a different voting intention below) even though Resolution(s) 1, 8, 9, 10, 11, 12 and 13 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2: Your Voting Direction

Resolutions		For	Against	Abstain	Resolutions		For	Against	Abstain
1.	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Approval of Issue of Incentive Securities to Nicholas Jones	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11.	Approval of Issue of Incentive Securities to Susan Klose	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Election of Nicholas Jones as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12.	Approval of Issue of Incentive Securities to Marcelo Ulvert	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Election of Susan Klose as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13.	Approval of Issue of Incentive Securities to Andrew Edwards	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Election of Marcelo Ulvert as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14.	Ratification of Prior Issue of Performance Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Re-election of Andrew Edwards as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15.	ASX Listing Rule 7.1A Approval of Future Issue of Securities (Special)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Re-election of Clifford Rosenberg as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16.	Approval of selective share buyback of shares (Special)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Adoption of Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3: Sign Here + Contact Details

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

--

Sole Director and Sole Company Secretary

Securityholder 2

County of Los Angeles

Director

Securituholder 3

--

Director / Company Secretary

Contact Name:

[illegible]

Email Address:

[illegible]

Contact Daytime Telephone

[illegible]

Date (DD/MM/YY)

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By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).