



## **Notice of Annual General Meeting & Explanatory Statement**

**Axsesstoday Limited ACN 603 323 182**

**To be held at:** Axsesstoday Limited, Level 9, 360 Collins Street, Melbourne, Victoria 3000  
**To be held on:** Wednesday, 22<sup>nd</sup> November 2017  
**Commencing:** 10am (Melbourne time)

This Notice of Annual General Meeting and Explanatory Statement should be read in their entirety.  
If shareholders are in doubt as to how they should vote, they should seek advice from their  
accountant, solicitor or other professional adviser prior to voting.



## Letter from the Chairman

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Dear Shareholders

We are pleased to invite you to the Annual General Meeting of Axsesstoday Limited (**Company**).

In addition to customary resolutions, this Annual General Meeting seeks the approval of Shareholders for the shares issued and to be issued under the successful share placements to raise \$12,000,000 as announced by the Company on 18 October 2017. The placements include 6,922,600 Shares issued on 18 October 2017 (**Tranche 1 Placement**) and the placement of up to 1,077,400 Shares proposed to be issued on 24 November 2017 (**Tranche 2 Placement**).

The funds raised from the Tranche 1 Placement and the Tranche 2 Placement will be used for the following, to:

- continue funding the rapid growth in the Company's core hospitality and transport segment;
- provide capital for the development of new products; and
- cover capital raising costs.

This Annual General Meeting also seeks the approval of Shareholders to authorise the Directors to issue a further 10% of its issued share capital under Listing Rule 7.1A. This effectively gives Directors a 25% placement capacity less that part of its placement capacity not available under Listing Rule 7.1.

The Directors consider that the Tranche 1 Placement and the Tranche 2 Placement and the corresponding Resolutions along with the Resolution to increase the Company's placement capacity presented for Shareholder approval are in the best interests of Shareholders. Accordingly, all of the Directors entitled to make a recommendation in respect of a particular Resolution recommend that you vote in favour of adopting that Resolution.

With respect to the Annual General Meeting, this booklet contains the following:

- The notice of meeting for the Annual General Meeting which contains information about the business to be conducted at the Annual General Meeting, including the Resolutions to be put to the Annual General Meeting (see Part B);
- Information explaining the business to be conducted at the Annual General Meeting (see the Explanatory Statement at Part D); and
- How to vote, or appoint a proxy to vote on the Resolutions to be passed at the Annual General Meeting (see Part C).

The Directors also note that the Tranche 1 Placement and the Tranche 2 Placement will be accompanied by a Share Purchase Plan in accordance with ASX Listing Rules 7.2 (exception 15) and 10.12 (exception 8) and in compliance with ASIC Class Order 09/425. Shareholders should refer to [www.axsesstodaylimited.com.au](http://www.axsesstodaylimited.com.au) for further details on the Share Purchase Plan.

Please read the whole of this booklet carefully as it provides important information on the Annual General Meeting, items of business and the Resolutions that you, as a Shareholder, are being asked to vote on.

Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary, Mr Joe Flanagan, on (03) 9912 6900.

By order of the Board

Dated: 20 October 2017



Kerry Daly  
**Chairman**  
**Axsessstoday Limited**

## Important dates

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Date of issue of the Tranche 1 Placement Shares	18 October 2017
Despatch of this Notice of Annual General Meeting	20 October 2017
Deadline for lodgement of proxy forms for the Annual General Meeting	10:00am (Melbourne time) on 20 November 2017
Annual General Meeting	10:00am (Melbourne time) on 22 November 2017
Company notifies ASX that the Resolutions have been passed at the Annual General Meeting	22 November 2017
Presently anticipated date of issue of the Tranche 2 Placement Shares	24 November 2017

\*Dates are indicative only and subject to change. The occurrence of milestones after the Annual General Meeting are conditional on the passing of the Resolutions at the Annual General Meeting.

## Part A – Glossary

<b>\$</b>	Australian dollars.
<b>Annual General Meeting</b>	The 2017 annual general meeting of Shareholders.
<b>ASIC</b>	The Australian Securities & Investments Commission.
<b>ASX</b>	The Australian Securities Exchange operated by ASX Limited.
<b>ASX Listing Rules</b>	The listing rules of the ASX.
<b>Board</b>	The board of directors of the Company.
<b>Company</b>	Axesstoday Limited ACN 603 323 182.
<b>Constitution</b>	The constitution of the Company.
<b>Corporations Act</b>	The <i>Corporations Act 2001</i> (Commonwealth) for the time being in force together with the regulations of the Corporations Act.
<b>Directors</b>	The directors of the Company.
<b>Explanatory Statement</b>	The explanatory statement accompanying the Notice of Annual General Meeting and contained in Part D.
<b>Glossary</b>	The glossary contained in Part A to this booklet.
<b>Melbourne time</b>	Australian Eastern Standard Time in Melbourne.
<b>Notice of Annual General Meeting</b>	The notice of the Annual General Meeting accompanying the Explanatory Statement for the Annual General Meeting and contained in Part B.
<b>Part</b>	A part of this booklet.
<b>Tranche 1 Placement</b>	The placement of the Tranche 1 Placement Shares to sophisticated or professional investors which completed on 18 October 2017.
<b>Tranche 1 Placement Shares</b>	The 6,922,600 Shares issued within the Company's 15% limit permitted under ASX Listing Rule 7.1.
<b>Tranche 2 Placement</b>	The proposed placement of the Tranche 2 Placement Shares to sophisticated or professional investors to be completed on or about 5 December 2017.
<b>Tranche 2 Placement Shares</b>	The 1,077,400 Shares proposed to be issued pursuant to the Tranche 2 Placement.
<b>Proxy Form</b>	The proxy form accompanying this booklet.
<b>Resolution(s)</b>	The resolution(s) contained in the Notice of Annual General Meeting.
<b>Shareholders</b>	The holders of all shares issued in the Company and <b>Shareholder</b> means any one of them.
<b>Shares</b>	All of the shares on issue in the share capital of the Company and <b>Share</b> means any one of them.

## Part B – Notice of Annual General Meeting

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### Time and place

Notice is hereby given that the Annual General Meeting of the Company will be held as follows:

- Held at: Axesstoday Limited, Level 9, 360 Collins Street, Melbourne, Victoria 3000
- Commencing at: 10am (Melbourne time) on Wednesday, 22<sup>nd</sup> November 2017.

### Explanatory Statement

The Explanatory Statement which accompanies and forms part of this Notice of Annual General Meeting describes the matters to be considered at the Annual General Meeting.

### Defined terms

Defined terms used in this Notice of Annual General Meeting have the meanings given to them in the Glossary accompanying this Notice of Annual General Meeting at Part A.

## ORDINARY BUSINESS

### 1. Agenda Item 1 - Financial statements and reports

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To receive and consider the Company's 2017 Annual Report, which comprises the Directors' Report, the Auditor's Report and the Financial Report for the financial year ending 30 June 2017.

### 2. Agenda Item 2 - Resolutions

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#### Resolution 1 : Adoption of Remuneration Report

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

*"That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, Shareholders adopt the Remuneration Report for the financial year ended 30 June 2017 as disclosed in the Directors' Report for the year ending 30 June 2017."*

Please note that the vote on this resolution is advisory only, and does not bind the Directors or the Company.

**Short Explanation:** This Resolution is required as a result of section 250R(2) of the Corporations Act, which requires that a resolution that the Remuneration Report of the Company be adopted must be put to a vote. The vote on this resolution is advisory only and does not bind the Company.

**Voting exclusion statement:** In accordance with section 250R of the Corporations Act, a vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel whose remuneration details are included in the remuneration report; or
- a Closely Related Party of such member.

However, the above persons may cast a vote on Resolution 1 if:

- the person does so as a proxy; and
- the vote is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the remuneration report or a Closely Related Party of such a member; and
- either:
  - the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
  - the voter is the Chair of the Annual General Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chair to vote as the proxy even if the Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the

Company or, if the Company is part of a consolidated entity, for the entity.

#### **Resolution 2 : Re-election of Mr Kerry Daly**

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

*"That Mr Kerry Daly who retires as a Director of Axesstoday Limited in accordance with Rule 3.3 of the Constitution and, being eligible and offering himself for re-election, be re-elected as a Director of the Company."*

**Short Explanation:** This Resolution is required as Rule 3.3 of the Company's Constitution provides that any Director so appointed by the Board automatically retires at the next annual general meeting and is eligible for re-election by that annual general meeting.

#### **Resolution 3 : Re-election of Mr Matthew Reynolds**

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

*"That Mr Matthew Reynolds who retires as a Director of Axesstoday Limited in accordance with Rule 3.3 of the Constitution and, being eligible and offering himself for re-election, be re-elected as a Director of the Company."*

**Short Explanation:** This Resolution is required as Rule 3.3 of the Company's Constitution provides that any Director so appointed by the Board automatically retires at the next annual general meeting and is eligible for re-election by that annual general meeting.

#### **Resolution 4 : Re-election of Mr Yaniv Meydan**

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

*"That Mr Yaniv Meydan who retires as a Director of Axesstoday Limited in accordance with Rule 3.6(b) of the Constitution and, being eligible and offering himself for re-election, be re-elected as a Director of the Company."*

**Short Explanation:** This Resolution is required as Rule 3.6(b) of the Company's Constitution provides that any Director other than the managing director, who would, if that Director remained in office until the next annual general meeting, have held that office for more than three years since last being elected or appointed, must retire from office and are eligible for re-election.

#### **Resolution 5 : Re-election of Mr Michael Sack**

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

*"That Mr Michael Sack who retires as a Director of Axesstoday Limited in accordance with Rule 3.6(b) of the Constitution and, being eligible and offering himself for re-election, be re-elected as a Director of the Company."*

**Short Explanation:** This Resolution is required as Rule 3.6(b) of the Company's Constitution provides that any Director other than the managing director, who would, if that Director remained in office until the next annual general meeting, have held that office for more than three years since last being elected or appointed, must retire from office and are eligible for re-election.

#### **Resolution 6 : Approval of 10% placement facility**

To consider and, if thought fit, pass the following resolution as a **special resolution**:

*"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of the Annual General Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Statement."*

**Short Explanation:** This Resolution is required to authorise the Directors to issue a further 10% of its issued share capital under Listing Rule 7.1A during the 10% Placement Period in addition to and without using the Company's 15% placement capacity under Listing Rule 7.1.

**Voting exclusion statement:** The Company will disregard any votes cast on this Resolution 6 by a person (and any associates of such a person) who may participate in the issue of the Shares and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution 6 is passed.

However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**Important note:** The proposed allottees of any Equity Securities under the 10% Placement Facility are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of this Resolution), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

### **Resolution 7: Ratification of prior issue of Tranche 1 Placement Shares**

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue and allotment of 6,922,600 fully paid ordinary shares in the capital of the Company, at a price of \$1.50 per share, by the Company to raise \$10,383,900 on the terms and conditions set out in the Explanatory Statement."*

The Company will disregard any votes cast on this resolution by a person who participated in the issue of the Tranche 1 Placement Shares, and any associates of that person. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

### **Resolution 8: Approval of proposed issue of the Tranche 2 Placement Shares**

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue, not later than three (3) months after the date of this Annual General Meeting, of up to 1,077,400 fully paid ordinary shares in the capital of the Company, at a price of \$1.50 per share, to sophisticated or professional investors at the discretion of the Board, to raise \$1,616,100 on the terms and conditions set out in the Explanatory Statement."*

The Company will disregard any votes cast on this resolution by a person who may participate in the issue of the Tranche 2 Placement Shares, and any associate or associates of that person. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## **OTHER BUSINESS**

To transact any other business which may be brought forward in accordance with the Constitution.



## **Part C – How to vote**

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If you are entitled to vote at the Annual General Meeting, you may vote by attending the meeting in person or by attorney, proxy or, in the case of corporate shareholders, corporate representative.

### **1. How to vote**

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You may vote in one of two ways:

- attending the meeting and voting in person (if a corporate shareholder, by representative); or
- voting by proxy (see below on how to vote by proxy).

### **2. Your vote is important**

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

### **3. Corporations**

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To vote at the Annual General Meeting, a Shareholder that is a corporation must appoint an individual to act as its representative. The appointment must comply with section 250D of the Act. The representative should bring to the Annual General Meeting evidence of his or her appointment, including any authority under which it is signed.

Alternatively, a corporation may appoint a proxy.

### **4. Voting in person**

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To vote in person, attend the meeting on the date and at the time and place set out above.

### **5. Voting by proxy**

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed. Further details on these changes are set out below.

#### **Proxy vote if appointment specifies way to vote**

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

#### **Transfer of non-chair proxy to chair in certain circumstances**

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

## **6. Eligibility to vote**

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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 that are registered Shareholders at 7:00pm (Melbourne time) on 20 November 2017. If you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

## **7. Voting procedure**

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Every question arising at this Annual General Meeting will be decided in the first instance by a show of hands. A poll may be demanded in accordance with the Constitution. On a show of hands, every Shareholder entitled to vote who is present in person or by proxy, representative or attorney, will have one vote. Upon a poll, every person entitled to vote who is present in person or by proxy, representative or attorney will have one vote for each voting share held by that person.

## **8. Enquiries**

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For all enquiries, please contact the Company Secretary, Mr Joe Flanagan on (03) 9912 6923 (within Australia) and +61 3 9912 6923 (outside Australia).

## **Part D – Explanatory Statement**

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This Explanatory Statement forms part of the Notice of Annual General Meeting convening the Annual General Meeting of Shareholders of the Company to be held at Axesstoday Limited, Level 9, 360 Collins Street, Melbourne, Victoria 3000, commencing at 10:00am (Melbourne time) on Wednesday, 22<sup>nd</sup> November 2017.

This Explanatory Statement is to be read in conjunction with the Notice of Annual General Meeting.

### **Purpose**

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

The Directors recommend Shareholders read the Notice of Annual General Meeting and this Explanatory Statement in full before making any decisions relating to the Resolutions contained in the Notice of Annual General Meeting.

### **Defined terms**

Defined terms used in this Explanatory Statement have the meanings given to them in the Glossary accompanying this Explanatory Statement at Part A.

### **Further information**

If you have any queries in respect to any of the matters set out in this booklet, please contact the Company Secretary, Mr Joe Flanagan on (03) 9912 6900 (within Australia) and +61 3 9912 6900 (outside Australia).

## **1. Agenda Item 1 – Financial statements and reports**

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### **1.1 Purpose of Resolution**

The 2017 Annual Report for the year ending 30 June 2017 includes the Directors' Reports, the Auditor's Report and the Financial Report (which includes the financial statements and directors' declaration).

The Corporations Act requires that the report of the directors, the auditor's report and the financial report be laid before the annual general meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's constitution requires a vote of shareholders at the annual general meeting on the 2017 Annual Report.

### **1.2 Questions to the Chairman**

Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on the 2017 Annual Report.

In addition to asking questions at the meeting, shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, PricewaterhouseCoopers, if the question is relevant to:

- the content of the Auditor's Report; or
- the conduct of its audit of the Financial Report to be considered at the Annual General Meeting.

*Note: Under section 250PA(1) Corporations Act a shareholder must submit the question to the Company no later than the fifth business day before the day on which the AGM is held.*

Written questions for the auditor must be delivered by Wednesday, 15<sup>th</sup> November 2017. Please send any written questions for PricewaterhouseCoopers on the question form supplied with this Notice of Annual General Meeting, and forward to Link Market Services Limited using any of the methods identified on the form.

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

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### **2.1 Purpose of Resolution**

The Remuneration Report of the Company for the financial year ending 30 June 2017 is set out in the Directors' Report contained in the 2017 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for the executive and non-executive Directors and executive employees of the Company.

The Corporations Act at section 250R(2) requires that a resolution that the Remuneration Report of the Company be adopted must be put to a vote (**Remuneration Report Resolution**).

A reasonable opportunity will be given for the discussion of the Remuneration Report at the meeting.

Resolution 1 is an ordinary resolution.

### **2.2 Voting consequences**

In accordance with the Corporations Act, the vote on this Resolution is advisory only and does not bind the Company.

However, Part 2G.2, division 9 of the Corporations Act provides that if at least 25% of the votes cast on this Resolution are voted against the adoption of the Remuneration Report at the Annual General Meeting, then:

- (a) if comments are made on the Remuneration Report at the Annual General Meeting, the Company's Remuneration Report for the next financial year will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reason for this; and
- (b) if at the next Annual General Meeting, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report are against such adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting be called to consider the election of Directors of the Company (**Spill Resolution**). If a Spill Resolution is passed, all of the Directors, other than the managing director, will cease to hold office at the subsequent general meeting, unless re-elected at that meeting.

### **2.3 Voting exclusion and Directors' recommendations**

As set out in the notes to Resolution 1, a voting exclusion statement applies with respect to the voting on this Resolution by certain persons connected to the Company.

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

The Directors unanimously recommend that Shareholders vote in favour of adopting the Remuneration Report.

### **3. Resolution 2 and 3 - Re-election of Kerry Daly and Matthew Reynolds**

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#### **3.1 Purpose of Resolutions**

Given Kerry Daly and Matthew Reynolds were appointed by the Board on 19 October 2016 and 21 December 2016 (respectively). Kerry Daly and Matthew Reynolds must retire in accordance with Rule 3.3 of the Constitution, and being eligible, offers themselves for re-election as Directors pursuant to Resolution 2 and Resolution 3.

Resolution 2 and Resolution 3 are each ordinary resolutions.

#### **3.2 The law**

Rule 3.3 of the Company's Constitution provides that any Director so appointed by the Board automatically retires at the next annual general meeting and is eligible for re-election by that annual general meeting.

Given Kerry Daly and Matthew Reynolds have been appointed by the Board, Kerry Daly and Matthew Reynolds retire in accordance with Rule 3.3 of the Constitution, and being eligible, offer themselves for re-election as a Directors.

#### **3.3 Director resumes**

The resume of each of the directors are as follows:

##### Kerry Daly

Kerry has been an ASX Company Director continuously since 1992. Kerry was MD of The Rock Building Society Limited where he was responsible for its demutualisation and ASX listing. He also served as Executive Director of Grange Securities Limited and is current Non-Executive Director of Collection House Limited, Trustees Australia Limited and former Chairman Tamawood Limited. Kerry brings a wealth of experience in IPO and structured debt raisings, securitisation and subordinated debt financing.

Kerry is a Certified Practicing Accountant and holds a Bachelor of Business (Accountancy).

##### Matthew Reynolds

Mr Reynolds is a Partner at HWL Ebsworth lawyers who specialises in capital markets (retail and wholesale), debt capital markets (wholesale) and mergers and acquisitions (public and private) including private equity. He holds a Bachelor of Political Science & Economics (Hons) and a Bachelor of Laws (Hons) and is a member of both the Queensland Law Society and Company Law Committee, Queensland Law Society. Mr Reynolds is currently a director on the ASX listed BUBS Australia Limited (ASX: BUB), and holds directorships in unlisted companies including local subsidiaries of Thai-listed Minor International PLC, Ignite Energy Limited.

Mr Reynolds was a director in publically listed G8 Education Limited (ASX: GEM) retiring from the board on 31 August 2017.

#### **3.4 Directors' recommendations and interests**

The Board (with Kerry Daly abstaining) recommends that shareholders vote in favour of Resolution 2.

The Board (with Matthew Reynolds abstaining) recommends that shareholders vote in favour of Resolution 3.

The Chairman of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 2 and Resolution 3.

## **4. Resolution 4 and 5 - Re-election of Yaniv Meydan and Michael Sack**

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### **3.1 Purpose of Resolutions**

Yaniv Meydan and Michael Sack were both appointed as Directors of the Company on 11 December 2014, being the date the Company was incorporated.

Given Yaniv Meydan and Michael Sack will, if they remained in office until the 2018 annual general meeting, have held that office for more than three years since last being elected or appointed, they must retire in accordance with Rule 3.6 of the Constitution, and being eligible, offers themselves for re-election as Directors pursuant to Resolution 4 and Resolution 5.

Resolution 4 and Resolution 5 are each ordinary resolutions.

### **3.2 The law**

Rule 3.6.(b) of the Company's Constitution provides that any Director other than the managing director, who would, if that Director remained in office until the next annual general meeting, have held that office for more than three years since last being elected or appointed, must retire from office and are eligible for re-election.

Given Yaniv Meydan and Michael Sack were both appointed as Directors of the Company on 11 December 2014, Yaniv Meydan and Michael Sack retire in accordance with Rule 3.6(b) of the Constitution, and being eligible, offer themselves for re-election as Directors.

### **3.3 Director resumes**

The resume of each of the directors are as follows:

#### Yaniv Meydan

Yaniv is the CEO of the Meydan Group since 2004. He is responsible for the Meydan Group's worldwide operations in particular the Group's financial interests. Yaniv has extensive experience in structured and property finance. Yaniv was integrally involved in the establishment of an innovative consumer finance business. Yaniv has a key role in the strategic direction and senior management of all of the Meydan Groups finance, operational and new business activities within Australia and International markets. Yaniv holds a Bachelor of Commerce from Monash University.

#### Michael Sack

Michael has over 25 years financial services experience including 10 years in an Investment Bank heading up the leverage finance unit focused on providing structured debt solutions to businesses. Michael was previously the Senior Manager and Head of Pretoria for Mercantile Bank (South Africa) and later became Head of Mercantile Asset Management and Mercantile Trust Company (South Africa). Following this Michael was the Head of ANZ Private Bank Victoria. Michael holds Bachelor of Commerce (Honours), Higher Diploma in Banking and qualified as a Chartered Accountant.

### **3.4 Directors' recommendations and interests**

The Board (with Yaniv Meydan abstaining) recommends that shareholders vote in favour of Resolution 4.

The Board (with Michael Sack abstaining) recommends that shareholders vote in favour of Resolution 5.

The Chairman of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 4 and Resolution 5.

## **5. Resolution 6 – Approval of 10% placement facility**

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### **4.1 Purpose of resolution**

The purpose of Resolution 6 is to authorise the Directors to issue a further 10% of its issued share capital under Listing Rule 7.1A during the 10% Placement Period in addition to and without using the Company's 15% placement capacity under Listing Rule 7.1.

This effectively gives Directors a 25% placement capacity less that part of its placement capacity not available under Listing Rule 7.1.

Resolution 6 is a special resolution.

### **4.2 General information**

Listing Rule 7.1A enables "eligible entities" to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 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 of \$300 million or less.

The Company is an eligible entity.

The Company is seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Paragraph (a)(iii) below).

As disclosed in the Company's 2017 Annual Report and subsequent investor presentations and market announcements, the Company continues to experience strong growth in its core business of providing equipment finance to the hospitality and transport sectors. The Company is seeking approval for the extra 10% placement facility to ensure that the business has the ability to raise extra equity when required to maintain the optimal capital structure to support strong growth throughout FY18 and beyond.

### **4.3 Description of Listing Rule 7.1A**

#### **(a) General**

##### **(i) Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting. Hence, at least 75% of votes cast by Shareholders present and eligible to vote at the Annual General Meeting must be in favour of Resolution 6 for it to be passed.

##### **(ii) Equity Securities**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice of Annual General Meeting, has on issue one class of Equity Securities, namely Shares.

##### **(iii) Formula for calculating 10% Placement Facility**

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

**(A x D) – E**

**A** *is the number of shares on issue 12 months before the date of issue or agreement:*

- *plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;*
- *plus the number of partly paid shares that became fully paid in the 12 months;*
- *plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;*
- *less the number of fully paid shares cancelled in the 12 months.*

*Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

**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 shareholders under Listing Rule 7.1 or 7.4.*

(iv) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 ASX trading days immediately before:

- the date on which the price at which the Equity Securities are to be issued is agreed; or
- if the Equity Securities are not issued within 5 Trading Days of the date in the paragraph above, the date on which the Equity Securities are issued.

(v) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- the date of the approval by shareholders of a transaction under Listing Rules 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 (**10% Placement Period**).

(b) **Listing Rule 7.1 and Listing Rule 7.1A**



The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice of Annual General Meeting, the Company has on issue 46,150,704 Shares and therefore has a capacity to issue:

- 6,922,605 Equity Securities under Listing Rule 7.1; and
- subject to Shareholder approval being sought under Resolution 6, 4,615,070 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities, or the agreement date, in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section (a)(iii) (above)).

#### **4.4 Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, the below information is provided in relation to the approval of the 10% Placement Facility:

##### **(a) Minimum Issue Price**

The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 ASX trading days immediately before:

- the date on which the price at which the Equity Securities are to be issued is agreed; or
- if the Equity Securities are not issued within 5 ASX trading days of the date in the paragraph above, the date on which the Equity Securities are issued.

**(Minimum Issue Price).**

##### **(b) Risk of economic and voting dilution**

If Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table.

There is a risk that:

- the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

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

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice of Annual General Meeting.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example,

a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Shares on issue (Variable 'A' in Listing Rule 7.1A.2)		Dilution		
		\$0.79 50% decrease in Current Issue Price	\$1.58 Current Issue Price	\$2.37 50% increase in Current Issue Price
<b>Current Variable A</b> 46,150,704 Shares	<b>10% Voting Dilution</b>	4,615,070 Shares	4,615,070 Shares	4,615,070 Shares
	<b>Funds raised</b>	\$3,645,905	\$7,291,811	\$10,937,716
<b>50% increase in current Variable A</b> 69,226,056 Shares	<b>10% Voting Dilution</b>	6,922,606 Shares	6,922,606 Shares	6,922,606 Shares
	<b>Funds raised</b>	\$5,468,859	\$10,937,716	\$16,406,576
<b>100% increase in current Variable A</b> 92,301,408 Shares	<b>10% Voting Dilution</b>	9,230,141 Shares	9,230,141 Shares	9,230,141 Shares
	<b>Funds raised</b>	\$7,291,811	\$14,583,623	\$21,875,434

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- No options are exercised into Shares before the date of the issue of the Equity Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- The current issue price is \$1.58, being the closing price of the Shares on ASX on 9 October 2017, being the date prior to the date the Notice of Annual General Meeting was lodged with the ASX.

(c) **Expiry of approval**

The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 6 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).

(d) **Purpose of new issues**

The Company may seek to issue the Equity Securities for the following purposes:

- Fund predominately equipment finance for SMEs in the hospitality and transport sectors; or
- Provide equity support to maintain the most efficient capital structure for the Company.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities. In the event Resolution 6 is approved, when the Company issues Equity Securities pursuant to the 10% Placement Facility, it will give to the ASX:

- a list of allottees of the Equity Securities and the number of Equity Securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- the information required by Listing Rule 3.10.5A for release to the market.

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Annual General Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

If the Company is successful in acquiring new assets or investments, it may be that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

(f) **Detail of new issues under Listing Rule 7.1A for previous year**

Given the Company has not previously obtained Shareholder approval under Listing Rule 7.1A, no such information is required to be provided.

(g) **Voting exclusion statement**

A voting exclusion statement is included in the Notice of Annual General Meeting. At the date of the Notice of Annual General Meeting, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting.

#### **4.5 Directors' recommendations**

The Directors of the Company believe that Resolution 6 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 6.

## 6. Resolution 7 – Ratification of prior issue of Tranche 1 Placement Shares

### 5.1 Purpose of Resolution

On 18 October 2017, the Company completed a placement of 6,922,600 new ordinary shares at an issue price of \$1.50 per share (**Tranche 1 Placement Shares**) to raise \$10,383,900 (before costs).

The Tranche 1 Placement Shares were issued to institutional and sophisticated investors, who are not related parties or associates of related parties of the Company.

The funds raised from the issue of Tranche 1 Placement Shares was to fund the continued rapid growth in the Company's core hospitality and transport segments as well as new products and capital raising costs.

The Tranche 1 Placement Shares were issued within the Company's 15% Placement Capacity permitted under ASX Listing Rule 7.1.

Approval under ASX Listing Rule 7.4 is being sought so that the issue of the Tranche 1 Placement Shares is treated as having been made with approval of ASX Listing Rule 7.1 and hence so that it does not reduce the 15% Placement Capacity (defined in 5.2 below).

Resolution 7 is an ordinary resolution.

### 5.2 Overview of regulatory approval requirements

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period (**15% Placement Capacity**) without Shareholder approval.

ASX Listing Rule 7.4 provides that an issue of securities made without approval for the purpose of ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 (ie be in excess of, or bring the Company above, the 15% Placement Capacity) and Shareholders subsequently approve it.

### 5.3 Specific information

ASX Listing Rule 7.5 requires certain information to accompany a Notice of Annual General Meeting in relation to approval sought under ASX Listing Rule 7.4.

For the purposes of Shareholder ratification of the issue of the Tranche 1 Placement Shares and the requirements of ASX Listing Rule 7.5, information is provided as follows:

ASX Listing Rule 7.5 requirement	Information
Persons to whom the Tranche 1 Placement Shares were issued:	The Tranche 2 Placement Shares were issued to Institutions and investors (each being a sophisticated or professional investor for the purposes of section 708 of the Corporations Act) at the discretion of the Board.
Total number of securities allotted:	6,922,600 Tranche 1 Placement Shares.
Date of issue:	18 October 2017.
The issue price of the securities:	The Tranche 1 Placement Shares were issued at \$1.50 per Tranche 1 Placement Share.
Terms of issue of the securities:	The Tranche 1 Placement Shares are fully paid ordinary shares ranking equally with the Company's existing listed ordinary shares.

	The Company applied to the ASX for quotation of the Tranche 1 Placement Shares on the ASX. The Tranche 1 Placement Shares were admitted to quotation on 18 October 2017.
The use (or intended use) of funds	It is intended that the funds raised by the issue of the Tranche 1 Placement Shares will be used to: <ul style="list-style-type: none"> <li>• continue funding the rapid growth in the Company's core hospitality and transport segment;</li> <li>• provide capital for the development of new products; and</li> <li>• cover capital raising costs.</li> </ul>
Voting exclusion statement:	Voting exclusion statements are contained in the Notice of Annual General Meeting.

#### 5.4 Directors' recommendations and interests

The Directors recommend that Shareholders vote in favour of Resolution 7.

Each Director who is also a Shareholder and who is not otherwise restricted from voting intends to vote in favour of Resolution 7.

The Chairman of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 7.

## 7. Resolution 8 – Approval of proposed issue of the Tranche 2 Placement Shares

### 6.1 Purpose of resolution

Resolution 8 seeks Shareholder approval for the purpose of satisfying ASX Listing Rule 7.1 to allow the issue of up to 1,077,400 new ordinary shares at an issue price of \$1.50 per share (**Tranche 2 Placement Shares**) to raise \$1,616,100 before costs.

Resolution 8 is an ordinary resolution.

### 6.2 Overview of regulatory approval requirements

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period (**15% Placement Capacity**) without Shareholder approval.

In the event Resolution 8 is passed, the issue of the Tranche 2 Placement Shares under Resolution 8 will not exceed this 15% Placement Capacity (subject to Resolution 7 being approved). Notwithstanding that, approval under ASX Listing Rule 7.1 is being sought so that the issue of the Tranche 2 Placement Shares does not reduce the 15% Placement Capacity.

### 6.3 Specific information

ASX Listing Rule 7.3 requires certain information to accompany a Notice of Annual General Meeting in relation to approval sought under ASX Listing Rule 7.1. This information is set out below:

ASX Listing Rule 7.3 requirement	Information
Maximum number of securities to be issued:	A maximum of 1,077,400 fully paid Tranche 2 Placement Shares will be issued.
Date by which the securities will be issued:	The issue and allotment of the Tranche 2 Placement Shares is anticipated to occur on 24 November 2017. In any event, the Tranche 2 Placement Shares will be issued no

	later than three (3) months after the date of the Annual General Meeting (or such other date as is permitted by an ASX waiver of the ASX Listing Rules, the Corporations Act and/or the ASIC).
The issue price of the securities:	The Tranche 2 Placement Shares will be issued for \$1.50 per Tranche 2 Placement Share.
Names of the allottees :	<p>The Tranche 2 Placement Shares will be issued to Institutions and investors (each being a sophisticated or professional investor for the purposes of section 708 of the Corporations Act) at the discretion of the Board.</p> <p>The Tranche 2 Placement Shares will otherwise be allotted to investors who are not related parties or associates of related parties of the Company.</p>
Terms of the securities:	<p>The Tranche 2 Placement Shares to be issued pursuant to Resolution 8 shall be fully paid ordinary shares ranking equally with the Company's existing listed ordinary shares.</p> <p>The Company will apply to ASX for quotation of the Tranche 2 Placement Shares on the ASX.</p>
The intended use of funds raised:	<p>It is intended that the funds raised by the issue of the Tranche 2 Placement Shares will be used to: :</p> <ul style="list-style-type: none"> <li>• continue funding the rapid growth in the Company's core hospitality and transport segment;</li> <li>• provide capital for the development of new products; and</li> <li>• cover capital raising costs.</li> </ul>
The dates of allotment:	The issue and allotment of the Tranche 2 Placement Shares is anticipated to occur on 24 November 2017.
Voting exclusion statement:	Voting exclusion statements are contained in the Notice of Annual General Meeting.

#### 6.4 Directors' recommendations and interests

The Directors recommend that Shareholders vote in favour of Resolution 8.

Each Director who is also a Shareholder and who is not otherwise restricted from voting, intends to vote in favour of Resolution 8.

The Chairman of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 8.

## LODGE YOUR VOTE



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### BY MAIL

Aksesstoday Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000



### ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

## PROXY FORM

I/We being a member(s) of Aksesstoday Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (Melbourne time) on Wednesday, 22 November 2017 at Aksesstoday Limited, Level 9, 360 Collins Street, Melbourne, Victoria 3000 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolution 1:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Re-election of Mr Michael Sack	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Kerry Daly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval of 10% placement facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Matthew Reynolds	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Ratification of prior issue of Tranche 1 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Mr Yaniv Meydan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Approval of proposed issue of the Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* 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 votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO 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 those 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 Form, including where the Resolution is 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 placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

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

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Melbourne time) on Monday, 20 November 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MAIL

AxsessToday Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138  
or  
Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**