Knosys Limited

ACN 604 777 862

Notice of 2015 Annual General Meeting and Explanatory Memorandum

Notice is given that the Annual General Meeting of Knosys Limited ACN 604 777 862 will be held at the offices of Norton Rose Fulbright on 19 November 2015 commencing at 10.00am

NOTICE OF 2015 ANNUAL GENERAL MEETING

Notice is given that the 2015 Annual General Meeting of the Shareholders of Knosys Limited ACN 604 777 862 (**Company**) will be held at the offices of Norton Rose Fulbright, RACV Tower, Level 15, 485 Bourke Street, Melbourne, Victoria on 19 November 2015 commencing at 10.00am.

AGENDA

The Explanatory Memorandum which accompanies and forms part of this Notice of Meeting describes the various Resolutions to be considered at the Meeting.

Terms and expressions used in this Notice of Meeting have the meaning given to them in the "Definitions" section located at the end of the Explanatory Memorandum.

ORDINARY BUSINESS

Financial Statements

To receive and consider the Annual Financial Report of the Company, as an unlisted public company, Directors' Report and Auditor's Report in respect of the financial year ended 30 June, 2015.

There is no vote on this item of business.

1. Re-election of Director – Peter Pawlowitsch (Resolution 1)

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

"That Peter Pawlowitsch, retiring by rotation in accordance with the Company's Constitution and being eligible for re-election, is re-elected as a Director of the Company."

2. Re-election of Director – Hon. Alan Stockdale (Resolution 2)

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

"That Alan Stockdale, a director appointed as an additional director on 30 April 2015, retires in accordance with the Company's Constitution and being eligible for re-election, is re-elected as a Director of the Company."

3. Re-election of Director – Gavin Campion (Resolution 3)

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

"That Gavin Campion, a director appointed as an additional director on 30 April 2015, retires in accordance with the Company's Constitution and being eligible for re-election, is re-elected as a Director of the Company."

4. Re-election of Director – Richard Levy (Resolution 4)

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

"That Richard Levy, a director appointed as an additional director on 30 April 2015, retires in accordance with the Company's Constitution and being eligible for re-election, is re-elected as a Director of the Company."

5. Re-election of Director – Alistair Wardlaw (Resolution 5)

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

"That Alistair Wardlaw, a director appointed as an additional director on 30 April 2015, retires in accordance with the Company's Constitution and being eligible for re-election, is re-elected as a Director of the Company."

6. Appointment of auditor at the first AGM (Resolution 6)

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

"That William Buck Audit (VIC) Pty Ltd, having been nominated by a shareholder and having consented in writing to act in the capacity of auditor, be appointed as the auditor of the Company with effect from the close of the meeting."

OTHER BUSINESS

To consider any other business that may be lawfully brought forward.

BY ORDER OF THE BOARD

Stephen Kerr

CFO & Company Secretary

19 October 2015

Information regarding voting and proxies

Snapshot Date - Eligibility to Vote

For the purposes of voting at the Meeting, the Directors have determined that the Shareholding of each Shareholder will be as it appears in the share register at 7.00 pm on 17 November 2015. Accordingly, transactions registered after that time will be disregarded in determining entitlement to vote at the Meeting.

Important voting information

The Company encourages all Shareholders who submit proxies to direct their proxy how to vote on the Resolutions.

The Chair of the Meeting intends to vote all undirected proxies in favour of each Resolution.

Shareholders' Questions and Comments

The Chair of the Meeting will give Shareholders a reasonable opportunity to ask questions about or make comments on the Company's 2015 Annual Report and the management or performance of the Company.

The Chair will also give Shareholders a reasonable opportunity to ask the Auditor or their representative (who will be present at the Meeting) questions relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

The 2 ways to ask the Company or the Auditor questions are detailed below. Questions submitted in writing to the Company must relate to matters which are relevant to the Annual General Meeting including matters arising from the Company's 2015 Annual Report or the management or performance of the Company. Written questions to the Auditor must relate to the content of the Auditor's Report or the conduct of the audit.

1. Post or email your question direct to the Company as follows:

Company Secretary Knosys Limited 40 Glasshouse Road Collingwood, Victoria, 3066 Telephone: +61 3 9415 6111 Email: cosec@knosys.it

2. Attend the Annual General Meeting.

Please note that written questions must be received no later than 5 business days before the Meeting i.e. 12 November.

The Company is required by law to forward all questions to the Auditor from which the Auditor is required to prepare a list of those questions that are considered to be relevant to the conduct of the audit or the content of the Auditor's Report. The Auditor may omit questions that are the same in substance to other questions. The list of questions prepared by the Auditor will be available at the Meeting.

The Chair of the Meeting will answer as many of the frequently asked questions submitted to the Company as possible at the Annual General Meeting. Individual replies will not be sent. The Auditor will also be given a reasonable opportunity at the Annual General Meeting to answer written questions submitted to the Auditor.

Proxies

A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy. The proxy may be an individual or a body corporate. A proxy need not be a Shareholder of the Company.

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 a Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions).

Proxy forms must be signed by the Shareholder or the Shareholder's attorney or, if the Shareholder is a company, must be signed by 2 directors or by a director and a secretary or, if it is a proprietary company that has a sole director who is also the sole secretary (or has no secretary), by that director, or under hand of its attorney or duly authorised officer. If the proxy form is signed by a person who is not the registered holder of the shares (e.g. an attorney), then the relevant authority (e.g. in the case of proxy forms signed by the attorney, the power of attorney or a certified copy of the power of attorney) must either have been exhibited previously to the Company or be enclosed with the proxy form.

For an appointment of a proxy to be valid, the form appointing the proxy and, if the form is signed under a power of attorney or other authority, the authority under which the form is signed (or a certified copy of the authority) must be received at the following addresses or by fax at least 48 hours prior to the Annual General Meeting at which the proxy intends to vote:

- a) Hand Delivery Knosys Limited, 40 Glasshouse Road, Collingwood VIC 3066;
- b) Post Knosys Limited, 40 Glasshouse Road, Collingwood VIC 3066;
- c) Email cosec@knosys.it; or
- d) **Online** via our share registry at https://automic.7g.com.au/loginlisted.aspx and follow the instructions on the proxy form.

A proxy form accompanies this Notice of Annual General Meeting. Additional proxy forms are available on request from the registered office of the Company or its share registry. The proxy form contains important information and other instructions which Shareholders should carefully read.

Corporate Representatives

A Shareholder which is a body corporate and which is entitled to attend and vote at a meeting of Shareholders of the Company may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at meetings of a Company's Shareholders or in the capacity of a Shareholder's proxy. The appointment may be a standing one. Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body could exercise at a meeting or in voting on a resolution. The representative must present satisfactory evidence that they are authorised to act as the company's representative prior to admission to the Meeting.

EXPLANATORY MEMORANDUM

PURPOSE OF INFORMATION

The purpose of this Explanatory Memorandum (which accompanies, and forms part of, the Notice of Meeting) is to provide Shareholders with an explanation of the business to be considered and Resolutions to be proposed at the 2015 Annual General Meeting of Knosys Limited ACN 604 777 862 to be held at 10.00am on 19 November 2015 and to allow Shareholders to determine how they wish to vote on those Resolutions.

Terms and expressions used in this Explanatory Memorandum have the meaning given to them in the "Definitions" section located at the end of this Explanatory Memorandum.

Shareholders are encouraged to carefully read this Explanatory Memorandum and the Notice of Meeting in their entirety before deciding how to vote on each resolution. Shareholders should consult their financial or other adviser if they are undecided about what to do.

SUMMARY OF BUSINESS OF THE MEETING

- Consideration of the 2015 Annual Report of the Company.
- Resolution 1: To re-elect Peter Pawlowitsch as a Director of the Company.
- Resolution 2: To re-elect Alan Stockdale as a Director of the Company.
- Resolution 3: To re-elect Gavin Campion as a Director of the Company.
- Resolution 4: To re-elect Richard Levy as a Director of the Company.
- Resolution 5: To re-elect Alistair Wardlaw as a Director of the Company.
- Resolution 6: To appoint the auditor at the first AGM.

ORDINARY BUSINESS

Consideration of Financial Statements and Reports

The Corporations Act requires the Directors to lay before the Annual General Meeting the Annual Financial Report of the Company (which includes the Financial Statements and Directors' Declaration), Directors' Report and Auditor's Report in respect of the financial year ended on 30 June 2015, as an unlisted public company.

In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on these reports.

There is no requirement in either the Corporations Act or the Company's constitution for Shareholders to vote on or approve the Annual Financial Report, Directors' Report or Auditor's Report.

Please note that as the Company was not listed on ASX at the relevant time, the 2015 Annual Report of the Company does not contain a Remuneration Report of the Directors. Shareholders will have the opportunity to comment and vote on the Remuneration Report for the year to 30 June 2016 at the 2016 Annual General Meeting of the Company. Particulars of the current remuneration of Directors and key management were set out in the Company's prospectus dated 22 July 2015.

Resolution 1: Re-election of Director – Peter Pawlowitsch

Pursuant to the Constitution, one-third of the Directors or, if their number is not a multiple of three, then the number nearest to but not more than one-third of Directors, must retire at each annual general meeting and are eligible for reelection.

Peter Pawlowitsch has been a Director from the incorporation of the Company on 16 March 2015. Mr Pawlowitsch, being eligible and having signified his candidature for the office, retires on rotation and offers himself for re-election as a Director of the Company.

Experience

Peter Pawlowitsch is an accountant by profession with extensive experience as a director and officer of ASX-listed entities. He brings to the Company experience in operational management, business administration and project evaluation in the IT, hospitality and mining sectors during the last 15 years. Peter is Chair of Dubber Corporation Limited (appointed a director on 26 September 2011), and a non-executive director of Ventnor Resources Limited (appointed 12 February 2010) and Kunene Resources Limited (appointed 30 January 2010), all ASX-listed companies.

Peter holds a Bachelor of Commerce from the University of Western Australia, is a current member of the Certified Practising Accountants of Australia and also holds a Masters of Business Administration from Curtin University.

Recommendation

All Directors (with the exception of Mr Pawlowitsch as an abstention) recommend that Shareholders vote in favour of Resolution 1.

Resolution 2: Re-election of Director - Hon. Alan Stockdale

Pursuant to the Constitution, any Director appointed by the Directors must retire at the next annual general meeting of the Company and is eligible for re-election at that meeting.

Hon. Alan Stockdale was appointed as an additional Director and as Chair on 30 April 2015. Mr Stockdale retires in accordance with the Constitution and, being eligible and having signified his candidature for the office, offers himself for re-election as a Director of the Company.

Experience

Mr Stockdale served as Treasurer in the Victorian Government from 1992 to 1999 and his responsibilities included the Government reform agenda and general financial management. Alan was responsible for the privatisation of \$A30 billion of Government business enterprises. He was also Minister for IT and Multimedia from 1996 to 1999, promoting Victoria as a leader in the application of multimedia and new information technologies. In the private sector, Alan was employed by Macquarie Bank for a total of 6 years, co-leading the Macquarie team that successfully bid to acquire Sydney Airport. Taking on a number of other corporate advisory roles, he was involved in a wide range of infrastructure transactions, especially in the power, gas and transport sectors in Australia and overseas. Alan has developed a career as a company Chair and director of a number of ASX-listed companies and of various unlisted companies and not-for-profit organisations. He has been Chair of Axon Instruments Inc (incorporated in the USA and listed on the ASX), Symex Holdings Limited, Senetas Corporation Limited and a director of Marriner Financial Limited. He was Federal President of the Liberal Party from 2008 to 2014.

Alan holds a Bachelor of Laws and a Bachelor of Arts, both completed at the University of Melbourne, is a Barrister of the Supreme Courts of Victoria and NSW and the High Court of Australia and is a Fellow of the Australian Institute of Company Directors

Recommendation

All Directors (with the exception of Mr Stockdale as an abstention) recommend that Shareholders vote in favour of Resolution 2.

Resolution 3: Re-election of Director – Gavin Campion

Pursuant to the Constitution, any Director appointed by the Directors must retire at the next annual general meeting of the Company and is eligible for re-election at that meeting.

Gavin Campion was appointed as an additional Director on 30 April 2015. Mr Campion retires in accordance with the Constitution and, being eligible and having signified his candidature for the office, offers himself for re-election as a Director of the Company.

Experience

Mr Campion was the founder and a director of marketing services company, Reality Group. Reality Group won agency of the year in 2003. Gavin sold Reality Group in 2005. In 2004, Gavin acquired Shoppers Advantage, serving as CEO (2004-2008) and Chair (2008-2011), Gavin took responsibility for re-engineering the business into a large SaaS based business-to-business retail e-commerce business. Shoppers Advantage was sold in 2011. In 2004, Gavin acquired Presidential Card. Serving as director, Gavin assisted in making Presidential Card a large Australian online discount program. In 2010 Gavin merged Presidential Card with Strategic Rewards and acquired a number of minor players in the market. Gavin sold his shares to management in 2013. Gavin was the founder and CEO of the digital marketing services agency, Sputnik Agency. In 2007 Sputnik Agency won B&T Agency of the Year. Gavin sold Sputnik in 2008. From April 2008 until March 2012, Gavin served as President of KIT digital, global provider of video asset management solutions for multi-screen IP-based delivery. Gavin has been involved with productising and commercialisation of the Knosys Platform since 2012. In 2014, Gavin joined Dubber Corporation Ltd (ASX:DUB) as commercial director, being appointed a director on 15 December 2014. He assisted in repositioning the business and listing it on the ASX in February 2015. Gavin also sits on a number of advisory boards of small cap technology companies. Gavin holds an honours degree in marketing from the UK.

Recommendation

All Directors (with the exception of Mr Campion as an abstention) recommend that Shareholders vote in favour of Resolution 3.

Resolution 4: Re-election of Director – Richard Levy

Pursuant to the Constitution, any Director appointed by the Directors must retire at the next annual general meeting of the Company and is eligible for re-election at that meeting.

Richard Levy was appointed as an additional Director on 30 April 2015. Mr Levy retires in accordance with the Constitution and, being eligible and having signified his candidature for the office, offers himself for re-election as a Director of the Company.

Experience

Mr Levy has had 27 years automotive manufacturer (Nissan/Ford) and supplier (Air International) experience in sales and marketing management positions including 4 years as director of Sales and Dealer Operations at Nissan. He has also had investments and participation in several commercial ventures including food, travel and now internet businesses. Richard has been a partner and Managing Director of MMG Interactive for the last 15 years including involvement with servicing many blue chip and high value SME customers, and has also published papers on the internet and the auto industry - both business-to-business and business-to-consumer. He was and continues to be a founding owner of apStream, an internet streaming services company. Richard holds an Economics degree from the Australian National University.

Recommendation

All Directors (with the exception of Mr Levy as an abstention) recommend that Shareholders vote in favour of Resolution 4.

Resolution 5: Re-election of Director - Alistair Wardlaw

Pursuant to the Constitution, any Director appointed by the Directors must retire at the next annual general meeting of the Company and is eligible for re-election at that meeting.

Alistair Wardlaw was appointed as an additional Director on 30 April 2015. Mr Wardlaw retires in accordance with the Constitution and, being eligible and having signified his candidature for the office, offers himself for re-election as a Director of the Company.

Experience

Mr Wardlaw has 20 years experience in multimedia, information technology and software development and delivery. As a co-founder of the Knosys group and Chief Technology Officer, Alistair has played a key role in productising and commercialising the Knosys Platform, taking the original conceptual model of the Knosys Platform through each phase of the software development life cycle to the final product. For the last 15 years Alistair has been a part owner and operations director of MMG interactive, which has provided services for many blue chip and high value small-to-medium enterprise customers, developing customer-centric websites, application and SaaS platforms. Alistair is also a co-founder of apStream, a streaming and content distribution network to commercial and government sectors. Alistair has academic training from La Trobe University and Monash University and applications experience in electronic graphic design.

Recommendation

All Directors (with the exception of Mr Wardlaw as an abstention) recommend that Shareholders vote in favour of Resolution 5.

Resolution 6: Appointment of auditor – William Buck Audit (VIC) Pty Ltd

Following the incorporation of the Company, the Directors appointed William Buck Audit (VIC) Pty Ltd (William Buck) as the auditor of the Company. Under the Corporations Act, the auditor of a public company appointed by the Directors holds office until the first annual general meeting of the Company. The auditor must be re-appointed at the first annual general meeting of the Company.

The Company has sought and obtained a nomination from a shareholder for William Buck to be appointed as auditor of the Company. A copy of this nomination is attached to the Notice of Meeting.

William Buck has provided its written consent to act as the auditor of the Company and, on passing of this resolution, the appointment of William Buck as auditor of the company will take effect.

Recommendation

All Directors recommend that Shareholders vote in favour of Resolution 6.

DEFINITIONS

Unless the context requires otherwise, the terms below have the following meanings in the Notice and Explanatory Memorandum:

- 1. **Annual General Meeting or Meeting** means the 2015 annual general meeting of the Company convened by the Notice of Meeting and any adjournment or postponement of it.
- 2. **Board** means the board of Directors of the Company.
- 3. **Company** means Knosys Limited ACN 604 777 862.
- 4. **Constitution** means the constitution of the Company.
- 5. **Corporations Act** means the *Corporations Act* 2001 (Cth).
- 6. **Director** or **Directors** means a director or the directors of the Company from time to time.
- 7. **Explanatory Memorandum** means this Explanatory Memorandum accompanying the Notice.
- 8. **Notice** or **Notice** of **Meeting** means this document which comprises the Company's Notice of Annual General Meeting and the accompanying Explanatory Memorandum.
- 9. **Resolutions** means the resolutions set out in the Notice of Meeting.
- 10. **Shareholder** means a shareholder in the Company.

A reference to time in the Notice and Explanatory Memorandum is to Melbourne time.

14 October 2015

The Directors Knosys Limited 40 Glasshouse Road Collingwood Vic 3066

Dear Sirs,

Nomination of Auditor

For the purposes of section 328B of the Corporations Act 2001, and being a member of Knosys Limited (the Company), Vabake Pty Ltd hereby nominates William Buck Audit (VIC) Pty Ltd of Level 20, 181 William Street, Melbourne VIC 3000, for appointment as auditor of the Company, at the next annual general meeting of the Company.

Yours sincerely

Richard Levy

Director - Vabake Pty Ltd

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Knosys Limited ABN 96 604 777 862 All registry communications to: Automic Registry Services PO Box 223 West Perth WA 6872

Holder Number

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Security Holder Appointment of Proxy — Annual General Meeting I/We being a Shareholder entitled to attend and vote at the Meeting, hereby appoint			
The being a shareholder entitled to det	teria ana vote at the Meeting, her	OR OR	The Chair as my/our proxy
(Name o	of 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, at the Annual General Meeting to be held at 10.00am (Melbourne time) on 19 November 2015 at the offices of Norton Rose Fulbright, RACV Tower, Level 15, 485 Bourke Street, Melbourne, Victoria and at any adjournment thereof.			
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.			
VOTING ON BUSINESS OF THE	MEETING		
	IVILLIINU	For Arctical Abotata	
Resolutions 1 Re-election of Director – Peter Pa	wlowitsch	For Against Abstain	
2 Re-election of Director – Hon. Alan Stockdale			
3 Re-election of Director – Gavin Campion			
4 Re-election of Director – Richard Levy			
5 Re-election of Director – Alistair Wardlaw			
6 Appointment of auditor at the first AGM			
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.			
SIGNATURE OF SHAREHOLDER	R(S):		
Individual or Shareholder 1	Shareholder 2	1	Shareholder 3
Sole Director or Sole Director / Company Secretary	Director		Director / Company Secretary

APPOINTING A PROXY

A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. The appointed proxy may be an individual or body corporate.

If a Body Corporate is appointed to act as your proxy then a representative of that Body Corporate must be appointed to act as its representative. When attending the meeting, the representative must bring a formal notice of appointment as per section 250D of the Corporations Act. Such notice must be signed as required by section 127 of the Corporations Act or the Body Corporate's Constitution.

If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll.

The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.

Note: If you wish to appoint a second proxy, you may copy this form but you must return both forms together.

VOTING ON BUSINESS OF MEETING

A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the number of votes that the proxy may exercise by writing the number of Shares next to the box marked for the relevant item of business.

Where a box is not marked the proxy may vote as they choose subject to the relevant laws.

Where more than one box is marked on an item the vote will be invalid on that item.

SIGNING INSTRUCTIONS

- 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 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.

ATTENDING THE MEETING

Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy 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.

LODGEMENT OF VOTES

To be effective, a validly appointed proxy must be received by the Company **not less than 48 hours** prior to commencement of the Meeting.

Proxy appointments can be lodged by:

- a) Hand Delivery to Knosys Limited, 40 Glasshouse Road, Collingwood VIC 3066; or
- b) Post to Knosys Limited, 40 Glasshouse Road, Collingwood VIC 3066; or
- c) Email cosec@knosys.it; or
- d) **Online** via our share registry @ https://automic.7g.com.au/loginlisted.aspx and follow the below instructions:
 - 1. Security Code using the dropdown box select "Knosys Limited"
 - 2. SRN/HIN enter your personal holder number
 - 3. Enter your postcode if your holding has a registered address in Australia or your Country if it is registered overseas
 - 4. Click the "Login" button
 - 5. Click on the "Voting" tab to commence registering your voting intention