

# VIENTO

## VIENTO GROUP LIMITED

ABN 79 000 714 054

### NOTICE OF 2014 ANNUAL GENERAL MEETING EXPLANATORY MEMORANDUM AND PROXY FORM

#### **DATE OF MEETING**

27 November 2014

#### **TIME OF MEETING**

11.00am WST

#### **PLACE OF MEETING**

Calibre House  
Level 2  
50 St Georges Terrace  
Perth Western Australia

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

# NOTICE OF 2014 ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Annual General Meeting of Viento Group Limited ("**Company**") will be held at the Calibre House, Level 2, 50 St Georges Terrace, Perth, Western Australia on Thursday 27 November 2014 at 11.00am WST ("**Meeting**").

The Explanatory Memorandum to this Notice of Annual General Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the proxy form are incorporated in and comprise part of this Notice.

Shareholders are specifically referred to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used in this Notice and the Explanatory Memorandum.

## AGENDA

### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report, Directors' Report and the Auditor's Report for the year ended 30 June 2014.

(See the Explanatory Memorandum for information on to a Shareholder's right to submit written questions to the Auditor in connection with the Auditor's Report or the conduct of the audit.)

### 2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – JOHN CLIFFORD FARRELL

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

*"That for the purpose of Rule 13.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, John Clifford Farrell, being a Director who retires by rotation, and being eligible, is re-elected as a Director."*

(See the Explanatory Memorandum for information on John Clifford Farrell).

### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – ROBERT CHARLES NICHEVICH

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

*"That for the purpose of Rule 13.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Robert Charles Nichevich, being a Director who retires by rotation, and being eligible, is re-elected as a Director."*

(See the Explanatory Memorandum for information on Robert Charles Nichevich).

### 4. RESOLUTION 3 –APPOINTMENT OF AUDITOR

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

*That, for the purposes of section 327B of the Corporations Act 2001 (Cth) and for all other purposes, Deloitte Touche Tohmatsu, having been nominated by a shareholder of the Company and having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company.*

**5. RESOLUTION 4 – RATIFICATION OF SHARE ISSUE – PAYMENT FOR ACQUISITION OF SHARES IN POWER INFRASTRUCTURE SERVICES PTY LTD**

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

*“That for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 1,115,272 Shares, being 746,268 shares at \$0.268 (Tranche 1) and 369,004 Shares at \$0.271 (Tranche 2) to persons who are not related parties of the Company on the terms and conditions set out in the Explanatory Memorandum.”*

**Short Explanation**

The Company seeks Shareholder ratification of the issue of Shares pursuant to Listing Rule 7.4, so that the Company’s ability to issue securities will be “refreshed” and it will have flexibility to issue additional securities in the future should the need or opportunity arise.

**Voting Exclusion Statement**

The Company will disregard any votes cast on this resolution by a person who participated in the issue and any associates of those persons. 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 a person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with directions on the proxy form to vote as the proxy decides.

**6. RESOLUTION 5 – APPROVAL OF 10% ENHANCED PLACEMENT CAPACITY**

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

*“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling 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 and on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement**

The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company will 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.

**7. RESOLUTION 6 – PLACEMENT SHARES**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of shares when multiplied by the issue price, will raise up to \$5,000,000 on the terms and conditions set out in the Explanatory Statement.”*

### **Voting Exclusion Statement**

The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company will 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.

### **8. RESOLUTION 7 – REMUNERATION REPORT**

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

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 30 June 2014 is adopted.”*

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

### **Voting Prohibition Statement**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) A Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

(See the Explanatory Memorandum on the reasons for the Resolution on the Remuneration Report.)

## TERMS

Terms used in this Notice, including the resolutions set out in this Notice have, unless otherwise defined, the same meanings set out in the Glossary to the Explanatory Memorandum.

## PROXIES

1. A Shareholder who is unable to attend and vote at the Meeting may appoint a proxy by completing and returning the attached proxy form in the manner provided below. The proxy need not be a shareholder of the Company.
2. A Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes (with any fractions being disregarded).
3. Forms to appoint proxies, and a power of attorney (if any) under which they are signed, must be lodged not less than 48 hours before the time of the Meeting as follows:
  - by hand:  
Viento Group Limited  
160 Lakes Road  
Hazelmere, WA 6055; or
  - by mail:  
Viento Group Limited  
PO Box 1546  
Midland DC, WA 6936; or
  - by email:  
[info@vientogroup.com](mailto:info@vientogroup.com)

Proxy forms must be returned by 11.00am WST on Tuesday 25 November 2014 to be effective. **Proxy forms received later than this time will be invalid.**

Your proxy form is enclosed.

## CORPORATE REPRESENTATIVES

Any corporate Shareholder that has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the *Corporations Act* authorising them to act as that company's representative.

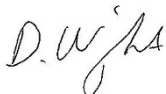
The representative should bring to the Meeting evidence of their appointment, including any authority under which the appointment is signed.

## ATTENDANCE AND VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those persons who are registered Shareholders of the Company at 4.00pm WST on Tuesday 25 November 2014.

To vote in person, attend the Meeting on the date and at the place set out in this Notice of Meeting and Explanatory Memorandum.

## BY ORDER OF THE BOARD OF DIRECTORS



**Damian Wright**  
**COMPANY SECRETARY**  
27 October 2014

**VIENTO GROUP LIMITED**  
**ACN 000 714 054**  
**EXPLANATORY MEMORANDUM**

**INTRODUCTION**

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the Notice.

**ITEM 1: FINANCIAL STATEMENTS AND REPORTS**

The Corporations Act requires the Financial Report, Directors' Report and Auditor's Report for the last financial year to be laid before the Annual General Meeting.

No Resolution is required, but Shareholders will be given the opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Company's auditor will also be present at the Annual General Meeting. As required under section 250PA of the Corporations Act, at the Annual General Meeting, the Company will pass on any questions for the Auditor, received by the Company by 20 November 2014, provided the questions are relevant to the content of the Auditor's Report or the conduct of the audit of the Financial Report. Both reports will be considered at the Meeting. Every endeavour will be made to answer questions submitted by Shareholders, however, depending upon the number and types of questions received, it may not be possible to respond to every question, either at or after the Meeting.

To enable Shareholders who cannot attend the Meeting to raise issues and to assist the Board and the Auditor of the Company to respond to questions, please submit any questions in writing so that they are received by the Company no later than 20 November 2014.

The Company's 2014 Financial Report, Directors' Report and Auditor's Report is available on the Company's website at [www.vientogroup.com](http://www.vientogroup.com).

**ITEM 2: RESOLUTION 1 – RE-ELECTION OF DIRECTOR – JOHN CLIFFORD FARRELL**

Pursuant to Rule 13.2 of the Company's Constitution and Listing Rule 14.4 one third of the Directors (or the number nearest one third) must retire at each annual general meeting and are eligible for re-election, and must not hold office for more than 3 years without re-election. The Directors to retire are those who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by drawing lots (unless otherwise agreed). However, these requirements for a Director to retire do not apply to a Managing Director.

Resolution 1 seeks approval for the re-election of John Clifford Farrell, who is retiring by rotation under Rule 13.2 of the Company's Constitution and Listing Rule 14.4.

The qualifications and experience and other information about John Clifford Farrell are detailed below:

John has significant management experience in the property sector, particularly sourcing land for subdivision developments, construction and investment. His previous roles include founding Managing Director of Oceanfast Limited, a world class yacht builder, and Managing Director of VDM Group Limited, an international consulting, construction and contracting group. Currently a Member of Institute of Company Directors of Australia, WA Division, John has held high profile board roles with the Australian Manufacturing Council, the Australian Maritime Museum and the Australian Shipbuilders Association. John has no other directorships of any other listed companies and has not held such a position in the past three years.

John is currently an Executive Director managing the electrical division of the Company and joined the board 12 May 2011 and was elected at the 2011 Annual General Meeting.

Further information can be found in the Directors' Report which accompanies and forms part of the Company's Annual Report.

Having considered the performance of Mr Farrell as a Director, and his skills, experience and knowledge, each Director other than Mr Farrell recommends that Shareholders vote in favour of the Resolution to re-elect John Clifford Farrell as a Director.

**ITEM 3: RESOLUTION 2 – RE-ELECTION OF DIRECTOR – ROBERT CHARLES NICHEVICH**

Pursuant to Rule 13.2 of the Company's Constitution and Listing Rule 14.4 one third of the Directors (or the number nearest one third) must retire at each annual general meeting and are eligible for re-election, and must not hold office for more than 3 years without re-election. The Directors to retire are those who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by drawing lots (unless otherwise agreed). However, these requirements for a Director to retire do not apply to a Managing Director.

Resolution 2 seeks approval for the re-election of Robert Charles Nichevich, who is retiring by rotation under Rule 13.2 of the Company's Constitution and Listing Rule 14.4.

The qualifications and experience and other information about Robert Charles Nichevich are detailed below:

Robert is a Chartered Accountant with extensive financial management experience and a twenty year track record of working for the Group transitioning the business from its beginnings in mining and exploration through to its foray into property funds management and the transition into mining services. Robert has no other directorships of any other listed companies and has not held such a position in the past three years

Robert is currently an Executive Director managing the managed funds division of the Company and was CEO until 1 November 2013. Robert has been a director of the Company since November 1987.

Further information can be found in the Directors' Report which accompanies and forms part of the Company's Annual Report.

The board considers it good governance for Robert to stand for re-election following him no longer occupying the CEO position.

Having considered the performance of Mr Nichevich as a Director, and his skills, experience and knowledge, each Director other than Mr Nichevich recommends that Shareholders vote in favour of the Resolution to re-elect Robert Charles Nichevich as a Director.

**ITEM 4: RESOLUTION 3 – APPOINTMENT OF AUDITOR**

Following the growth of the Company and change in corporate strategy and focus, the Board of the Company considered it appropriate to conduct an audit review process to ensure that it identified the most appropriate audit firm for the Company going forward under its new business strategy. After the review process, the Board recommends the appointment of Deloitte Touche Tohmatsu as auditor.

Accordingly, shareholder approval is sought to the appointment of Deloitte Touche Tohmatsu of Level 14, 240 St George's Terrace, Perth to the office of auditor of the Company. Deloitte Touche Tohmatsu has consented in writing to its appointment.

Crowe Horwath has agreed to resign as auditor of the Company and it has advised the Company that it has applied to the Australian Securities and Investments Commission (ASIC) for consent to resign effective 27 November 2014.

It is anticipated that Crowe Horwath resignation will take effect from the later of that date and the day on which ASIC gives its consent. The Company's expectation is that ASIC's consent will be forthcoming prior to the date of the Annual General Meeting.

In accordance with section 328B(1) of the Corporations Act 2001 (Cth), notice in writing nominating Deloitte Touche Tohmatsu as auditor had been given to the Company by a shareholder. A copy of this notice is shown in Annexure A to this Explanatory Memorandum.

## ITEM 5: RESOLUTION 4 – RATIFICATION OF SHARE PLACEMENT

This Resolution seeks Shareholder ratification for the issue of 1,115,272 Shares in two tranches being:

- 1) Tranche 1 - 746,268 Shares at an issue price of \$0.268 per Share made on 12 March 2014, and
- 2) Tranche 2 - 369,004 Shares at an issue price of \$0.271 per Share made on 13 May 2014.

Subject to certain exceptions, Listing Rule 7.1 restricts a company from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of the company's ordinary securities on issue at the commencement of that period without shareholder approval. An exception to this rule, contained in Listing Rule 7.4, provides that an issue made within the 15% limit will be treated as having been made with the approval of shareholders under Listing Rule 7.1 if subsequently approved by shareholders, thereby "refreshing" the company's ability to issue shares within the 15% limit and restoring the company's ability to make placements within that limit (if that is thought desirable) without the need for shareholder approval.

While the Shares described in this Resolution 4 were issued within the 15% limit, the Company seeks Shareholder ratification of the issue of those Shares for the purpose of Listing Rule 7.4, so that the Company's ability to issue securities will be "refreshed" and it will have flexibility to issue further securities should the need or opportunity arise.

In accordance with the requirement of Listing Rule 7.5, the following information is provided to Shareholders to allow them to assess the ratification of the issue of the Shares the subject of this Resolution:

- The number of Shares issued:
  - i) Tranche 1 - 746,268 Shares; and
  - ii) Tranche 2 - 369,004 Shares.
- The price at which the Shares were issued:
  - i) Tranche 1 – \$0.268 per Share; and
  - ii) Tranche 2 – \$0.271 per Share.
- The terms of the Shares:
  - i) Tranche 1 - the Shares issued under Tranche 1 were fully paid ordinary shares that rank equally in all respects with the existing Shares; and
  - ii) Tranche 2 - the Shares issued under Tranche 2 were fully paid ordinary shares that rank equally in all respects with the existing Share
- The names of the persons to whom the Company issued the Shares:
  - i) Tranche 1 – the Shares under Tranche 1 were issued at the discretion of the board to Joachim Gildner and Cindy Grace Rae, and Nicholas Burton and Sally Margaret Garmony-Burton who were not at the time of issue a Related Party to the Company or its Associates; and
  - ii) Tranche 2 – the Shares under Tranche 2 were issued at the discretion of the board to Bradley James Miller and Luke James Davies who were not at the time of issue a Related Party to the Company or its Associates.



- The use (or intended use) of the funds raised:
  - i) Tranche 1 – No funds were raised from the issue of the Shares under Tranche 1. The Shares were issued as Partial Consideration for the Acquisition of 40% of the shares in Power Infrastructure Services Pty Ltd; and
  - ii) Tranche 2 - No funds were raised from the issue of the Shares under Tranche 1. The Shares were issued as Partial Consideration for the Acquisition of 10% of the shares in Power Infrastructure Services Pty Ltd.

Voting Exclusion Statement: A voting exclusion statement is included in this Notice.

## **ITEM 6: RESOLUTION 5 – APPROVAL OF 10% ENHANCED PLACEMENT CAPACITY – SHARES**

### **General**

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Enhanced Placement Capacity**).

The Company is an Eligible Entity.

If Shareholders approve Resolution 5, the number of Equity Securities the Eligible Entity may issue under the 10% Enhanced Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below).

The effect of Resolution 5 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Enhanced Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 5 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 5 for it to be passed.

### **ASX Listing Rule 7.1A**

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (i) is not included in the S&P/ASX 300 Index; and
- (ii) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$13,480,000.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has nine (9) classes of Equity Securities on issue, being 89,871,511 Shares (ASX Code: VIE), five classes of unquoted Options totalling 14,226,664 and 3 classes of unquoted Convertible Notes totalling 23,631,914.

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (A) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
  - (B) plus the number of partly paid shares that became fully paid in the previous 12 months;
  - (C) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and
  - (D) less the number of Shares cancelled in the previous 12 months.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

#### **Technical information required by ASX Listing Rule 7.1A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 5:

(i) **Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

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

(ii) **Date of Issue**

The Equity Securities may be issued under the 10% Enhanced Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (A) 12 months after the date of this Meeting; and
- (B) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

**(10% Enhanced Placement Capacity Period).**

(iii) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Enhanced Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Enhanced Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Enhanced Placement Capacity.

| Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2) | Dilution                            |                                      |                      |                                       |
|--|-------------------------------------|--------------------------------------|----------------------|---------------------------------------|
|  | Issue Price (per share)             | 50% decrease in issue price<br>0.075 | Issue price<br>0.150 | 100% increase in Issue price<br>0.300 |
| 88,756,239<br>(Current Variable A)                                 | Shares issued - 10% voting dilution | 8,875,624                            | 8,875,624            | 8,875,624                             |
|  | Funds raised                        | 665,672                              | 1,331,344            | 2,662,687                             |
| 133,134,358<br>(50% increase in Variable A)                        | Shares issued - 10% voting dilution | 13,313,436                           | 13,313,436           | 13,313,436                            |
|  | Funds raised                        | 998,508                              | 1,997,015            | 3,994,031                             |
| 177,512,478<br>(100% increase in Variable A)                       | Shares issued - 10% voting dilution | 17,751,248                           | 17,751,248           | 17,751,248                            |
|  | Funds raised                        | 1,331,344                            | 2,662,687            | 5,325,374                             |

\*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

**The table above uses the following assumptions:**

1. There are currently 89,871,511 Shares on issue comprising as at the date of this Notice of Meeting;
2. The issue price set out above is the closing price of the Shares on the ASX on 14 October 2014.
3. The Company issues the maximum possible number of Equity Securities under the 10% Enhanced Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.

5. The issue of Equity Securities under the 10% Enhanced Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. 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%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Enhanced Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- i. the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- ii. the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

**(iv) Purpose of Issue under 10% Enhanced Placement Capacity**

The Company may issue Equity Securities under the 10% Enhanced Placement Capacity for the following purposes:

- (A) as cash consideration in which case the Company intends to use funds raised for the acquisition of new assets, acquisitions and investments (including expenses associated with such an acquisition) and general working capital; or
- (B) as non-cash consideration for the acquisition of new assets, acquisitions and investments (including expenses associated with such an acquisition), in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

**(v) Allocation policy under the 10% Enhanced Placement Capacity**

The Company's allocation policy for the issue of Equity Securities under the 10% Enhanced Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Enhanced Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Enhanced Placement Capacity, having regard to the following factors:

- (A) the purpose of the issue;
- (B) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (C) the effect of the issue of the Equity Securities on the control of the Company;

- (D) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (E) prevailing market conditions; and
- (F) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Enhanced Placement Capacity will be vendors of the new resources, assets or investments.

(vi) **Previous approval under ASX Listing Rule 7.1A**

The Company has previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its Annual General Meeting held 28 November 2013 (Previous Approval).

The Company issued 7,966,667 shares pursuant to the Previous Approval. Subsequent to the issue, the issue was ratified by shareholders at a General Meeting held on 14 February 2014. Accordingly, the Company has issued nil shares pursuant to the Previous Approval.

During the 12 month period preceding the date of the meeting being on and from 27 November 2013 the company issued a further 9,941,939 shares, 1,800,000 options and 23,631,914 convertible notes which represents approximately 37.9% of the total diluted number of Equity Securities on issue in the company on 27 November 2013 which was 93,216,236.

Further details of the issue of Equity Securities by the company during the 12 month period preceding the date of the Meeting are set out in Annexure B.

(vii) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Enhanced Placement Capacity, it must give to ASX:

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

**Voting Exclusion**

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 5.

**ITEM 7: RESOLUTION 6 – PLACEMENT SHARES**

**General**

Resolution 6 seeks shareholder approval for the issue of up to that number of Shares, when multiplied by the issue price, will raise up to \$5,000,000 (**Share Placement**).

None of the subscribers pursuant to this issue will be related parties of, or associates of related parties of, the company.

A Summary of ASX Listing Rule 7.1 is set out in Item 5 of this Explanatory Statement.

The effect of Resolution 6 will be to allow the Company to issue the shares pursuant to the Share Placement during the period of 3 months after the Meeting (or a longer period, if allowed by the ASX) without using the Company's 15% or 10% annual placement capacity.

#### **Technical information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3 the following information is provided in relation to the Share Placement:

- (a) the maximum number of Shares to be issued is up to that number of Shares which, when multiplied by the issue price, equals \$5,000,000;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue of the shares will occur on the same date;
- (c) the issue price will not be less than 80% of the volume weighted average market price for Shares calculated over the 5 days on which sales in the Shares are recorded before the day on which the issue is made or, if there is a prospectus, over the last 5 days on which sales in the Shares were recorded before the date the prospectus is signed;
- (d) the Directors will determine to whom the Shares will be issued but these persons will not be related parties of, or associates of related parties of, the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the company intends to use the funds raised from the share placement towards the acquisition of new assets, acquisitions and investments (including expenses associated with such an acquisition) and general working capital;
- (g) the issue of the Share Placement may occur progressively during the 3 months following the meeting; and
- (h) a voting exclusion statement is included in this Notice.

#### **ITEM 8: RESOLUTION 7 – ADOPTION OF REMUNERATION REPORT**

Section 298 of the Corporations Act requires that the annual Directors' Report contain a Remuneration Report prepared in accordance with section 300A of the Corporations Act.

The Remuneration Report for the financial year ended 30 June 2014 is set out in Directors' Report section of the Company's Annual Report, which is available on the Company's web-site at [www.vientogroup.com/shareholder-centre/annual-reports/](http://www.vientogroup.com/shareholder-centre/annual-reports/).

By way of summary, the Remuneration Report:

- (a) discusses the Company's policy and the process for determining the remuneration of its executive officers and Directors;
- (b) addresses the relationship between the remuneration of the Company's executive officers and the performance of the Company; and
- (c) sets out remuneration details for each Director and each of the executive officers of the Company named in the Remuneration Report for the financial year ended 30 June 2014.

Pursuant to section 250R(2) of the Corporations Act, listed companies must put a Resolution to their Shareholders that the Remuneration Report contained in the Annual Report be adopted.

Pursuant to section 250R(3) of the Corporations Act, Shareholders should note that the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company.

Following consideration of the Remuneration Report, the Chairman, in accordance with section 250SA of the Corporations Act, must give Shareholders a reasonable opportunity to ask questions about, or make comments on the Remuneration Report.

Under new reforms to the Corporations Act which apply to this year's AGM, if 25% or more of the votes cast on this Resolution are against adoption of the Remuneration Report, the Company will be required to consider, and report to Shareholders on, what action (if any) has been taken to address Shareholders' concerns at next year's annual general meeting. Depending on the outcome of next year's voting on the Company's Remuneration Report, Shareholders may be required to consider a spill resolution to call another general meeting in accordance with the Corporations Act at which the Directors who held office at the date of the Directors' Report (excluding the Managing Director) will be required to seek re-election.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, a spill resolution is not relevant for this Annual General Meeting.

Each Director recommends that Shareholders vote in favour of the Resolution to adopt the Remuneration Report for the year ended 30 June 2014. As stated in the Notice, each of the Company's KMP's whose remuneration is included in the Remuneration Report and closely related parties of those KMP's are not eligible to vote on this Resolution, except as stated in the Notice.

**Proxy voting restrictions**

Shareholders appointing a proxy for this Resolution should note the following:

| <b>Proxy</b>                          | <b>Directed</b> | <b>Undirected</b>                         |
|---------------------------------------|-----------------|---|
| Key Management Personnel <sup>1</sup> | Voted           | Not voted <sup>3</sup>                    |
| Chair <sup>2</sup>                    | Voted           | Voted at discretion of Proxy <sup>4</sup> |
| Other                                 | Voted           | Voted at discretion of Proxy              |

**Notes:**

1. Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.
2. Refers to the Chair (where he/she is also a member of the Key Management Personnel) whose remuneration details are include in the Remuneration Report, or a Closely Related Party of such a member.
3. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.
4. The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

## GLOSSARY

|  |  |
|--|--|
| <b>10% Enhanced Placement Capacity</b> | has the meaning given in Item 6 of the Explanatory Statement   |
| <b>Annual General Meeting or AGM</b>   | means the Annual General Meeting of the Company to be held at 11.00am WST on Thursday, 27 November 2014  |
| <b>Associate</b>                       | has the meaning given to it by Section 12 of the Corporations Act  |
| <b>ASX</b>                             | means ASX Limited (ABN 98 008 624 691)   |
| <b>Auditor</b>                         | means Crowe Horwath being the Company's appointed auditor  |
| <b>Auditor's Report</b>                | means the report of the Auditor regarding its audit of the Company   |
| <b>Board</b>                           | means the board of Directors of the Company  |
| <b>Chairman</b>                        | means the individual acting as chairperson of the AGM  |
| <b>Closely Related Party</b>           | has the meaning given by section 9 of the Corporations Act   |
| <b>Company or Viento Group</b>         | means Viento Group Limited ABN 79 000 714 054  |
| <b>Constitution</b>                    | means the constitution of the Company  |
| <b>Corporations Act</b>                | means the <i>Corporations Act 2001</i> (Cth)   |
| <b>Directors</b>                       | means the directors of the Company   |
| <b>Directors' Report</b>               | means the report of the Directors of the Company   |
| <b>Eligible Entity</b>                 | means an entity that, at the date of the relevant general meeting:<br><br>(a) is not included in the S&P/ASX 300 Index; and<br><br>(b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.  |
| <b>Equity Securities</b>               | includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security  |
| <b>Executive</b>                       | means a member of Key Management Personnel   |
| <b>Explanatory Memorandum</b>          | means the explanatory notes accompanying the Notice prepared for the information of Shareholders in connection with the business to be transacted at the Annual General Meeting  |
| <b>Financial Report</b>                | means the annual financial report of the Company for the year ending 30 June 2014  |
| <b>Key Management Personnel</b>        | has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group. |
| <b>Listing Rules</b>                   | means the ASX Listing Rules  |



|                            |   |
|----------------------------|---|
| <b>Meeting</b>             | means the meeting convened by the Notice  |
| <b>Notice</b>              | means the notice of meeting which accompanies the Explanatory Memorandum              |
| <b>Ordinary Securities</b> | has the meaning set out in the ASX Listing Rules                                      |
| <b>Related Party</b>       | has the meaning contained in section 228 of the Corporations Act                      |
| <b>Remuneration Report</b> | means the remuneration report of the Company that forms part of the Directors' Report |
| <b>Resolution</b>          | means a resolution referred to in the Notice  |
| <b>Share</b>               | means a fully paid ordinary share in the capital of the Company                       |
| <b>Shareholder</b>         | means a registered holder of one or more Shares                                       |
| <b>WST</b>                 | means Australian Western Standard Time  |

**ANNEXURE A**

13 October 2014

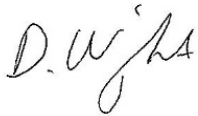
The Directors  
Viento Group Limited  
160 Lakes Road  
Hazelmere WA 6055

Dear Sirs

**Notice of Nomination of Auditor**

I, Damian Wright, being a shareholder of Viento Group Limited (Company), hereby nominate Deloitte Touche Tohmatsu, of Level 14, 240 St Georges Terrace, Perth, Western Australia for appointment as auditor of the Company, pursuant to section 328B of the *Corporations Act 2001 (Cth)*, at the next Annual General Meeting of the Company or any adjournment thereof.

Yours sincerely

A handwritten signature in black ink, appearing to read 'D. Wright', written in a cursive style.

Damian Wright

## Annexure B: ISSUE OF EQUITY SECURITIES SINCE 28 NOVEMBER 2013

| <b>Date</b>  | <b>Quantity</b> | <b>Class</b>                            | <b>Recipients</b>   | <b>Issue Price and discount to Market Price (if applicable)<sup>1</sup></b> | <b>Form of consideration</b>  |
|--|-----------------|---|---|---|---|
| 28 November 2013.<br>Appendix 3B<br>28 November 2013 | 1,800,000       | Unlisted director options <sup>2</sup>  | Issued to a director (Ray Munro) as approved by shareholders at the Company's AGM held 28 November 2013   | No issue price (non-cash consideration)                                     | Non-cash consideration. For services provided to the company. Value \$170,160.                      |
| 2 January 2014.<br>Appendix 3B<br>2 January 2014     | 11,839,936      | Unlisted convertible notes <sup>3</sup> | Issued to the vendors pursuant to the Share and Convertible Note Sale Agreement. Further details available in the Notice of Meeting for the meeting held 14 February 2014 | No issue price (non-cash consideration)                                     | Non-cash consideration. Partial Consideration of the Acquisition of HVLV Pty Ltd. Value \$3,551,981 |
| 2 January 2014.<br>Appendix 3B<br>2 January 2014     | 7,966,667       | Ordinary fully paid shares <sup>4</sup> | Issued to the vendors pursuant to the Share and Convertible Note Sale Agreement. Further details available in the Notice of Meeting for the meeting held 14 February 2014 | No issue price (non-cash consideration)                                     | Non-cash consideration. Partial Consideration of the Acquisition of HVLV Pty Ltd. Value \$2,708,667 |
| 2 January 2014.<br>Appendix 3B<br>2 January 2014     | 6,236,422       | Unlisted convertible notes <sup>3</sup> | Issued to the vendors pursuant to the Share and Convertible Note Sale Agreement. Further details available in the Notice of Meeting for the meeting held 14 February 2014 | No issue price (non-cash consideration)                                     | Non-cash consideration. Partial Consideration of the Acquisition of HVLV Pty Ltd. Value \$2,058,019 |
| 2 January 2014.<br>Appendix 3B<br>2 January 2014     | 5,555,556       | Unlisted convertible notes <sup>3</sup> | Issued to the vendors pursuant to the Share and Convertible Note Sale Agreement. Further details available in the Notice of Meeting for the meeting held 14 February 2014 | No issue price (non-cash consideration)                                     | Non-cash consideration. Partial Consideration of the Acquisition of HVLV Pty Ltd. Value \$2,000,000 |

|   |         |   |  |                         |  |
|---|---------|---|--|-------------------------|--|
| 12 March 2014.<br>Appendix 3B<br>12 March 2014  | 746,268 | Ordinary fully paid shares <sup>4</sup> | Issued to the vendors (unrelated parties) pursuant to a Share Sale Agreement           | \$0.268 (4.3% discount) | Non-cash consideration. Partial Consideration for the acquisition of 40% of the shares in Power Infrastructure Services Pty Ltd. Value \$200,000 |
| 18 March 2014.<br>Appendix 3B<br>18 March 2014  | 600,000 | Ordinary fully paid shares <sup>4</sup> | Issued to a director (Ray Munro) related entity Blissett Holdings Pty Ltd              | \$0.25 (7.4% discount)  | \$150,000 exercise of director options   |
| 13 May 2014.<br>Appendix 3B<br>13 May 2014  | 369,004 | Ordinary fully paid shares <sup>4</sup> | Issued to the vendors (unrelated parties) of the Power Infrastructure Services Pty Ltd | \$0.271 (0.4% premium)  | Non-cash consideration. Partial Consideration for the acquisition of 10% of the shares in Power Infrastructure Services Pty Ltd. Value \$100,000 |
| 18 June 2014.<br>Appendix 3B<br>18 June 2014  | 60,000  | Ordinary fully paid shares <sup>4</sup> | Issued to employee   | \$0.15 (34.8% discount) | \$9,000 exercise of employee options   |
| 30 June 2014.<br>Appendix 3B<br>1 July 2014   | 100,000 | Ordinary fully paid shares <sup>4</sup> | Issued to a former director (Shane Heffernan) related entity.                          | \$0.15 (25% discount)   | \$15,000 exercise of director options  |
| 30 June 2014.<br>Appendix 3B<br>1 July 2014   | 100,000 | Ordinary fully paid shares <sup>4</sup> | Issued to employee   | \$0.15 (25% discount)   | \$15,000 exercise of employee options  |
| <b>Notes:</b>   |         |   |  |                         |  |
| 1. Market price means the closing price on the ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purpose of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities. |         |   |  |                         |  |
| 2. Unlisted director options - exercisable at various prices, full terms and conditions were disclosed in the notice of meeting for the Annual General meeting held 28 November 2013.   |         |   |  |                         |  |
| 3. Unlisted convertible notes - at various prices, full terms and conditions were disclosed in the notice of meeting for the General meeting held 14 February 2014.   |         |   |  |                         |  |
| 4. Ordinary fully paid shares in the capital of the Company, ASX code: VIE (terms are set out in the Constitution).   |         |   |  |                         |  |

## APPOINTMENT OF PROXY FORM

**VIENTO GROUP LIMITED**  
**ABN 79 000 714 054**

«Holder\_Name»

«Address\_line\_1»

«Address\_line\_2»

«Address\_line\_3»

«Address\_line\_4»

«Address\_line\_5»

HCN/SRN NUMBER: «Number»

### 2014 ANNUAL GENERAL MEETING

I/We

of

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint

Name:

OR

the Chair as my/our 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 Meeting to be held at Calibre House, Level 2, 50 St Georges Terrace, Perth, Western Australia on 27 November 2014 at 11am, and at any adjournment thereof.

#### **AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERAION RELATED RESOLUTIONS**

Where I/we have appointed the Chair as my/our Proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 7 (except where I/we have indicated a different voting intention below) even though Resolution 7 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

#### **CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES**

The Chair intends to vote undirected proxies in favour of all resolutions being considered at the Meeting. In exceptional circumstances the Chair may change their voting intention on any resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

| <b>Voting on business of the Meeting</b>  | <b>FOR</b>               | <b>AGAINST</b>           | <b>ABSTAIN</b>           |
|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 – Re-election of Director – John Clifford Farrell  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 – Re-election of Director – Robert Charles Nichevich   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 – Appointment of Auditor   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 – Ratification of Share Issue – Payment for Acquisition of Shares in Power Infrastructure Services Pty Ltd | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 – Approval of 10% Enhanced Placement Capacity  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6 – Placement Shares   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 7 – Remuneration Report  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**Please note:** If you mark the abstain box for a particular resolution, you are directing the 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.

If two proxies are being appointed, the proportion of voting rights this proxy represents is \_\_\_\_\_%

**Signature of Shareholder(s):**

**Date:** \_\_\_\_\_

**Individual or Shareholder 1**

**Shareholder 2**

**Shareholder 3**

**Sole Director/Company Secretary**

**Director**

**Director/Company Secretary**

**Contact Name:** \_\_\_\_\_ **Contact Ph (daytime):** \_\_\_\_\_

### Instructions for Completing 'Appointment of Proxy' Form

1. **(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. 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.
2. **(Direction to vote):** 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 proportion or number of votes that the proxy may exercise by writing the percentage or 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.
3. **(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 provided 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):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(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.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) By hand to Viento Group Limited, 160 Lakes Road Hazelmere WA, Australia, 6055;
  - (b) post to Viento Group Limited, PO Box 1546, Midland DC WA, Australia, 6936; or
  - (c) by email: [info@vientogroup.com](mailto:info@vientogroup.com)so that it is received not less than 48 hours prior to commencement of the Meeting (being 11am (WST) on 25 November 2014).

**Proxy Forms received later than this time will be invalid.**