



**1-Page Limited**  
**ACN 112 291 960**

## Notice of General Meeting and Explanatory Memorandum to Shareholders

**ALL DIRECTORS (EXCEPT MS. RILEY) CONSIDER THAT RESOLUTION 1 IS IN THE BEST INTEREST OF THE COMPANY AND THE VAST MAJORITY OF SHAREHOLDERS AND RECOMMEND THAT SHAREHOLDERS VOTE FOR THIS RESOLUTION**

**ALL DIRECTORS (EXCEPT MS. RILEY) CONSIDER THAT RESOLUTIONS 2-9 ARE NOT IN THE BEST INTERESTS OF THE COMPANY AND THE VAST MAJORITY OF SHAREHOLDERS AND RECOMMEND THAT SHAREHOLDERS VOTE AGAINST THESE RESOLUTIONS (EACH DIRECTOR ABSTAINING ON THE RESOLUTION RELATING TO THEMSELVES)**

**Date of Meeting** 15 May 2017  
**Time of Meeting** 11am AEST  
**Place of Meeting** Level 12, 225 George Street, Sydney NSW 2000

**A Proxy Form is enclosed**

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the General Meeting please complete and return the enclosed Proxy Form in accordance with the specified directions.

***This Notice of General Meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting. Should you wish to discuss the matters in this Notice of General Meeting please do not hesitate to contact the Company Secretary on +61 2 8016 2875***

---

## Letter from the Chairman

12 April 2017

Dear Shareholders,

**The independent directors unanimously recommend that all shareholders vote FOR Resolution 1 to remove Ms. Riley as a director and AGAINST all other Resolutions<sup>1</sup>**

Enclosed with this letter you will find a notice of meeting regarding an important decision impacting all shareholders.

As previously announced on 27 February 2017, the Company received notices under the Corporations Act from each of Ms. Joanna Riley and Mr. Andrew Chapman, in each case requiring the Company to requisition a meeting to consider certain resolutions.

The purpose of the Meeting is to consider two competing sets of resolutions:

- **(Resolution 1)** a resolution to remove Ms. Riley as director; and
- **(Resolutions 2-9)** resolutions to remove all directors *other* than Ms. Riley, and to appoint replacement directors nominated by Ms. Riley.

If Resolution 1 is successful, the remaining directors intend to seek to sell or wind down the U.S. business. The independent directors unanimously believe that it is not in the best interests of shareholders other than Ms. Riley for the Company to continue to operate the U.S. business, with the associated depletion of the company's remaining assets and destruction of its remaining value.

If Resolutions 2-9 are successful, the Board understands that Ms. Riley intends to continue operating the U.S. business in the hope that its revenue will increase to the point where the Company becomes sustainable before its remaining cash reserves are exhausted.

All directors other than Ms. Riley urge you to vote **FOR** the resolution to remove Ms. Riley as director and to vote **AGAINST** Ms. Riley's proposed resolutions for the reasons summarised below and explained further in the attached Explanatory Statement.<sup>1</sup>

### **Reasons to vote AGAINST the resolutions proposed by Ms. Riley**

All directors other than Ms. Riley (including all the independent directors on the Board) unanimously reject Ms. Riley's motion to replace the board with her slate of nominee directors.

If given control of the Company, the other directors on the Board believe there will be little to no fiscal restraint placed upon Ms. Riley and shareholder value will ultimately deteriorate.

Of the current board, each of the directors other than Ms. Riley are relatively new to 1-Page and are independent of management. Initially the independent directors were supportive of management and approved a shift in strategy and the hiring of some experienced managers to assist Ms. Riley and the 1-Page team.

Over the past several months the director (other than Ms. Riley) have been increasingly concerned about the lack of revenue growth and an unsustainable burn rate of the company's cash. In addition, the

---

<sup>1</sup> Each director abstains in relation to the resolution concerning their own directorship.

serial changes in the management ranks at 1-Page have continued to make it very difficult for the company to execute on its strategy.

Given the absence of any sustainable growth, the current independent directors have forced management to reduce expenditures and will continue to do so.

If shareholders vote to remove Ms. Riley as a director, the remaining members of the Board intend to accelerate cost cutting and seek the sale of the company's assets. If a sale cannot be successfully completed, the Board intends to wind down the U.S. operations of the Company to minimise the cash burn and preserve the Company's remaining assets.

This strategic shift will preserve the value remaining in 1-Page and create additional options for the Company's long-suffering shareholders.

We believe shareholders have a simple decision – vote for the independent directors to preserve and protect shareholder value by stopping the cash burn, or vote for current management who will continue to rapidly deplete the company's remaining assets with the same failed strategy.

### **Board Recommendation**

Following careful consideration of the resolutions proposed by Ms. Riley, your independent directors strongly believe that the proposed resolutions, and Ms. Riley's continued presence on the Board, are not in the best interests of all shareholders.

Please take the time to read the Notice of Meeting and Explanatory Statement enclosed, which provide more information in relation to the resolutions and provide details on how to vote.

**As the resolutions will have a direct impact on the future of 1-Page and the value of your investment, the directors (other than Ms. Riley) encourage you to exercise your vote:**

- **FOR Resolution 1, to remove Ms. Riley from the board of 1-Page; and**
- **AGAINST Resolutions 2 to 9 (being the resolutions proposed Ms. Riley) to ensure those proposals are rejected.<sup>2</sup>**

**To reject Ms. Riley's proposals you must vote AGAINST them by either:**

- **completing and returning the enclosed Proxy Form; or**
- **voting in person at the Meeting.**

If you have any questions or comments on the Board's recommendation or your investment in 1-Page, please contact Tod McGrouther on [tsm@ktmcapital.com.au](mailto:tsm@ktmcapital.com.au) or +61 2 9235 9940.

Yours Sincerely,

**John Fennelly**  
Executive Chairman

---

<sup>2</sup> Each director abstains in relation to the resolution concerning their own directorship.

---

## Notice of Meeting to Shareholders

Notice is given that a General Meeting of Shareholders of 1-Page Limited (the **Company**) will be held at Level 12, 225 George Street, Sydney NSW 2000 on 15 May 2017 at 11am (AEST).

The Explanatory Memorandum that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered.

Capitalised terms contained in this Notice of Meeting have the meaning set out in Schedule 1 of the Explanatory Memorandum accompanying this Notice of Meeting.

---

### Resolution 1 – Removal of Ms Joanna Riley as director

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

*“That in accordance with the Constitution of 1-Page Limited, Ms Joanna Riley be removed as a director of 1-Page Limited with immediate effect.”*

All of the Directors (other than Ms. Riley) recommend that Shareholders vote **FOR** Resolution 1.

Ms. Riley recommends that Shareholders vote **AGAINST** Resolution 1.

---

### Resolution 2 – Removal of Mr Andrew Chapman as director

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

*“That Mr Andrew Chapman be removed from office with effect from the close of the meeting.”*

All of the Directors (other than Mr. Chapman, who abstains, and Ms. Riley) recommend that Shareholders vote **AGAINST** Resolution 2.

Ms. Riley recommends that Shareholders vote **FOR** Resolution 2.

---

### Resolution 3 – Removal of Mr John Fennelly as director

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

*“That Mr John Fennelly be removed from office with effect from the close of the meeting.”*

All of the Directors (other than Mr. Fennelly, who abstains, and Ms. Riley) recommend that Shareholders vote **AGAINST** Resolution 3.

Ms. Riley recommends that Shareholders vote **FOR** Resolution 3.

---

## Resolution 4 – Removal of Mr Tod McGrouther as director

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

*“That Mr Tod McGrouther be removed from office with effect from the close of the meeting.”*

All of the Directors (other than Mr. McGrouther, who abstains, and Ms. Riley) recommend that Shareholders vote **AGAINST** Resolution 4.

Ms. Riley recommends that Shareholders vote **FOR** Resolution 4.

---

## Resolution 5 – Removal of Mr Michael Shen as director

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

*“That Mr Michael Shen be removed from office with effect from the close of the meeting.”*

All of the Directors (other than Mr. Shen, who abstains, and Ms. Riley) recommend that Shareholders vote **AGAINST** Resolution 5.

Ms. Riley recommends that Shareholders vote **FOR** Resolution 5.

---

## Resolution 6 – Removal of additional appointees

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

*“That any director appointed between the time of delivery to the Company of the requisition notice issued by Ms Joanna Riley and the start of the requisitioned general meeting be removed from office with effect from the close of the meeting.”*

All of the Directors (other than Ms. Riley) recommend that Shareholders vote **AGAINST** Resolution 6.

Ms. Riley recommends that Shareholders vote **FOR** Resolution 6.

---

## Resolution 7 – Appointment of Mr Peter Kent as director

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

*“That Mr Peter Kent be appointed as a director of the Company, with effect from the close of the meeting.”*

All of the Directors (other than Ms. Riley) recommend that Shareholders vote **AGAINST** Resolution 7.

Ms. Riley recommends that Shareholders vote **FOR** Resolution 7.

---

---

## **Resolution 8 – Appointment of Mr Nirmal Hansra as director**

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

*"That Mr Nirmal Hansra be appointed as a director of the Company, with effect from the close of the meeting."*

All of the Directors (other than Ms. Riley) recommend that Shareholders vote **AGAINST** Resolution 8.

Ms. Riley recommends that Shareholders vote **FOR** Resolution 8.

---

## **Resolution 9 – Appointment of Mr John Hughes as director**

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

*"That Mr John Hughes be appointed as a director of the Company, with effect from the close of the meeting."*

All of the Directors (other than Ms. Riley) recommend that Shareholders vote **AGAINST** Resolution 9.

Ms. Riley recommends that Shareholders vote **FOR** Resolution 9.


### **OTHER BUSINESS**

---

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

---

### **BY ORDER OF THE BOARD**



**THARUN KUPPANDA  
COMPANY SECRETARY**

**12 April 2017**

---

## Information for voting shareholders

### Voting Entitlements

For the purpose of determining a person's entitlement to vote at the Meeting, and in accordance with regulation 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of Shareholders as at **11.00am on 13 May 2017 (AEST)**.

On a poll, Shareholders have one vote for every Share held.

### How to vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post or by fax.

### Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and attendance recorded. To be effective a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below.

### Voting by proxy

A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.

Where two proxies are appointed, each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. If the appointment does not specify the proportion or number of votes, each proxy may exercise half of the votes (in which case any fraction of votes will be disregarded).

A proxy need not be a Shareholder.

The proxy can be either an individual or a body corporate.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) must be completed and returned to the Company by:

- (a) post to the Company Secretary at c/- BoardRoom, Level 12, 225 George Street, Sydney NSW 2000;
- (b) Tharun Kuppanda by email at tharun@1-page.com; or
- (c) facsimile to + 61 2 9290 9655;

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

The Proxy Form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by no later than 48 hours prior to commencement of the Meeting. If facsimile transmission is used, the power of attorney must be certified.

A proxy form is attached to this Notice of Meeting.

### Statement Regarding Undirected Proxies

If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.

Should any resolution, other than those specified in this Notice of Meeting, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chair of the Meeting will act in place of the nominated proxy

and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used where possible to support each of the Resolutions proposed in this Notice of Meeting, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. However, in exceptional circumstances, the Chair of the Meeting may change his or her voting intention, in which case an ASX announcement will be made. These rules are explained in this Notice of Meeting.

### **Corporate Representatives**

Any corporation which is a Shareholder may authorise (by certificate under common seal or other form of execution

authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chair of the Meeting) a natural person to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed. The original form of appointment of a representative, a certified copy of the appointment, or a certificate of the body corporate evidencing the appointment of a representative is evidence of a representative having been appointed and the representative must bring this evidence to the Meeting



---

# Explanatory Memorandum

---

## Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of 1-Page Limited (**Company**) in relation to business to be conducted at the General Meeting to be held at the Level 12, 225 George Street, Sydney NSW 2000 on 15 May 2017 at 11am (AEST). The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. Accordingly, it should not be relied on solely in determining how to vote on the Resolutions and Shareholders should seek their own financial or legal advice.

## Notice to persons outside of Australia

This Explanatory Memorandum has been prepared in accordance with the Corporations Act, the ASX Listing Rules, disclosure requirements and Accounting Standards. These laws, disclosure requirements and accounting standards may be different to those in other countries.

## Forward looking statements

Certain statements in this Explanatory Memorandum may relate to the future. These statements reflect views only as of the date of this Explanatory Memorandum. While the Company believes that the expectations reflected in the forward looking statements are reasonable, neither the Company nor any other person gives any representation, assurance or guarantee that the occurrence of an event expressed or implied in any forward looking statements in this Explanatory Memorandum will actually occur.

## Disclaimer

No person is authorised to give any information or make any representation in connection with the Acquisition which is not contained in this Explanatory Memorandum. Any information which is not contained in this Explanatory Memorandum may not be relied on as having been authorised by the Company or the Board in connection with the Acquisition.

## ASIC and ASX

A copy of the Notice of Meeting and Explanatory Memorandum has been lodged with ASIC and ASX. Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of the Notice of Meeting and Explanatory Memorandum.

## Definitions

Capitalised terms in this Explanatory Memorandum are defined in Schedule 1.

## Enquiries

All enquiries in relation to the contents of the Notice of Meeting or Explanatory Memorandum should be directed to the Company Secretary, Tharun Kuppana by email at [tharun@1-page.com](mailto:tharun@1-page.com) or [IR@1-page.com](mailto:IR@1-page.com)

---

## Directors Recommendations on Resolutions

All of the Directors other than Ms. Riley (with each director abstaining in relation to the resolution considering their own directorship) are of the opinion that Resolutions 2 to 9 are not in the best interests of Shareholders, and accordingly recommend that Shareholders vote **FOR** Resolution 1 and **AGAINST** all other Resolutions.

Ms. Riley recommends that shareholders vote **AGAINST** Resolution 1 and **FOR** Resolutions 2 to 9.

Given the nature of the business of the meeting, the Directors recommend that all shareholders appointing a proxy direct their proxy/s how to vote on the proxy form. The Chair intends to vote all open proxies granted to the chair for Resolution 1 and against each of Resolutions 2 to 9.

---

## Resolution 1 – Removal of Ms. Joanna Riley as director

To assist shareholders make an informed decision on this resolution, relevant biographical and background information in respect of Ms. Riley, including her relevant qualifications, experience and skills, are set out below.

### Joanna Riley

Joanna is the co-founder and former CEO of 1-Page, and is responsible for executing 1-Page's Strategic Development Plan.

Prior to launching 1-Page, Joanna was chief executive officer of Performance Advertising, responsible for building one of the United State's leading outsourced sales and marketing firms for two Fortune 500 companies. Taking her expertise overseas to Asia, she created and executed marketing strategies for mobile applications and technology platforms, developing a keen knowledge in product execution and consumer buying. Joanna earned her Bachelor of Arts degree in Foreign Affairs from the University of Virginia where she was a full scholarship athlete and a USA Junior National Team rower.

### Directors' recommendation

The Directors (excluding Ms. Riley) recommend that you vote **FOR** Resolution 1.

---

## Resolution 2 – Removal of Mr. Andrew Chapman as director

To assist shareholders make an informed decision on this resolution, relevant biographical and background information in respect of Mr. Chapman, including his relevant qualifications, experience and skills, is set out below.

### Andrew Chapman

Independent Non-executive Director

Andrew established Merchant Group in December 2011 post a 9 year career with one of Perth's leading private wealth managers. Joining the industry in 1999, Andrew has been exposed to numerous market cycles and has adapted his personal views on active portfolio management combined with an awareness of risk to offer a specialized investment management service to a select group of high net worth clients. With graduate and post graduate qualifications in Business, Finance and Hospitality; he is well versed to provide customized investment solutions with a direct and transparent investment slant. Andrew was responsible for establishing OzHarvest in Western Australia – [www.ozharvest.org.au](http://www.ozharvest.org.au) where he still maintains a Board Position.

**Directors' recommendation**

The Directors (excluding Mr. Chapman and Ms. Riley) recommend that you vote in AGAINST Resolution 2.

Ms. Riley recommends that you vote FOR Resolution 2

---

**Resolution 3 – Removal of Mr. John Fennelly as director**

To assist shareholders make an informed decision on this resolution, relevant biographical and background information in respect of Mr. Fennelly, including his relevant qualifications, experience and skills, is set out below.

**John Fennelly**

Mr. Fennelly brings more than 30 years of operational management and human resources technology experience. From November 2014 to insert, he has served as the President and Chief Executive Officer at HireRight, a global provider of candidate due diligence services. HireRight offers flexible, tailored employment screening solutions, encompassing more than 150 different service offerings in more than 240 countries and territories, across 40,000 customers including 70% of the Fortune 100.

Prior to joining HireRight, Mr. Fennelly led the global wealth management division at Thomson Reuters, where he integrated a number of businesses and drove strong organic growth.

**Directors' recommendation**

The Directors (excluding Mr. Fennelly and Ms. Riley) recommend that you vote AGAINST Resolution 3.

Ms. Riley recommends that you vote FOR Resolution 3.

---

**Resolution 4 – Removal of Mr. Tod McGrouther as director**

To assist shareholders make an informed decision on this resolution, relevant biographical and background information in respect of Mr. McGrouther, including his relevant qualifications, experience and skills, is set out below.

**Tod McGrouther**

Independent Non-executive Director

Mr. McGrouther brings over 30 years of financial services and corporate advisory experience to 1-Page's Board. He is a co-founder and current Director at KTM Capital, a Sydney-based boutique investment bank specializing in corporate advisory and underwriting services for high-growth companies. Since KTM's inception in 1998, the company has assisted over 60 clients in more than 150 transactions and raised over \$600 million of equity capital.

Prior to founding KTM Capital, Mr. McGrouther was a Director of the Corporate Finance Department of Prudential Bache Securities Limited and prior to that, he was an Associate Director at Bankers Trust Australia. Mr. McGrouther specializes in the provision of strategic advice in the areas of valuation, capital raising and investor relations services for ASX listed companies.

**Directors' recommendation**

The Directors (excluding Mr. McGrouther and Ms. Riley) recommend that you vote AGAINST Resolution 4.

Ms. Riley recommends that you vote FOR Resolution 4.

---

---

## Resolution 5 – Removal of Mr. Michael Shen as director

To assist shareholders make an informed decision on this resolution, relevant biographical and background information in respect of Mr. Shen, including his relevant qualifications, experience and skills, are set out below.

**Michael Shen**

Independent Non-executive Director

Mr. Shen brings a wealth of international management, capital markets and financial experience to the Board. He recently served as Deputy Chief Executive Officer and Chief Financial Officer of China Taiping Insurance Holdings Company Limited (“China Taiping”), a multi-billion dollar market capitalization company listed on the Hong Kong Stock Exchange, before focusing on private investment opportunities in Asia and the United States. Prior to joining China Taiping, Michael was an Executive Director in the Investment Banking Division of Goldman Sachs where he advised clients on strategic, financing and operational matters.

**Directors’ recommendation**

The Directors (excluding Mr. Shen and Ms. Riley) recommend that you vote AGAINST Resolution 5.

Ms. Riley recommends that you vote FOR Resolution 5.

---

## Resolution 6 – Removal of additional appointees

The Board does not intend to appoint any person as a director of the Company prior to the date of the meeting.

**Directors’ recommendation**

The Directors (excluding Ms. Riley) recommend that you vote in AGAINST Resolution 6.

Ms. Riley recommends that you vote FOR Resolution 6.

---

## Resolution 7 – Appointment of Mr. Peter Kent as director

To assist shareholders make an informed decision on this resolution, relevant biographical and background information in respect of Mr. Kent, including his relevant qualifications, experience and skills, are set out below.

**Mr. Peter Kent**

Proposed Managing Director / CEO

In December 2016, Peter joined 1-Page as CFO/COO, becoming CEO in January 2017. Over 30 years Peter has been involved with 10 start-ups, turnarounds or mega-growth situations. Most have been in financial technology. In 2007 he led the sale of Automated Trading Desk to Citibank for approximately US\$700 million, a 20x increase in valuation from joining it in 2002. Peter has also started or managed numerous companies with significant international operations.

**Directors’ recommendation**

The Directors (excluding Ms. Riley) recommend that you vote in AGAINST Resolution 7.

Ms. Riley recommends that you vote FOR Resolution 7.

---

## **Resolution 8 – Appointment of Mr. Nirmal Hansra as director**

To assist shareholders make an informed decision on this resolution, relevant biographical and background information in respect of Mr. Hansra, including his relevant qualifications, experience and skills, are set out below.

### **Mr. Nirmal Hansra**

Proposed Non-Executive Independent Director

Nirmal has held executive roles over 25 years, serving as CFO/FD of listed companies including Ruralco Holdings and Australian Pharmaceutical Industries and technology companies such as Texas Instruments, NetComm Australia, Raywood Communications, Fujitsu Australia, iSoft and RentWorks Group. He serves as chair of Campbell Page (job training and employment services), and non-executive director and audit and risk committee chair of Eureka Group Holdings, Kuringai Financial Services and several community, not-for-profit organisations.

### **Directors' recommendation**

The Directors (excluding Ms. Riley) recommend that you vote in AGAINST Resolution 8.

Ms. Riley recommends that you vote FOR Resolution 8.

---

## **Resolution 9 – Appointment of Mr. John Hughes as director**

To assist shareholders make an informed decision on this resolution, relevant biographical and background information in respect of Mr. Hughes, including his relevant qualifications, experience and skills, are set out below.

### **Mr. John Hughes**

Proposed Non-Executive Independent Chairman

John has over 40 years' business experience. He led Thorn Group Limited as CEO/MD through significant expansion and profit growth following its 2006 IPO until retirement in 2014.

Previously, he was CEO/MD of Ruralco Holding Limited and led 10 years of growth, from a cooperative through to public listing, ultimately merging with Roberts Limited. Most recently he was a director of Fantastic Holdings Limited which was acquired in December 2016. John is Chairman of Children's Tumour Foundation of Australia and a Trustee of the Committee for Economic Development of Australia.

### **Directors' recommendation**

The Directors (excluding Ms. Riley) recommend that you vote AGAINST Resolution 9.

Ms. Riley recommends that you vote FOR Resolution 9.

**Statement from Andrew Chapman, Managing Director of Merchant Funds Management  
and 1-Page Non-Executive Director**

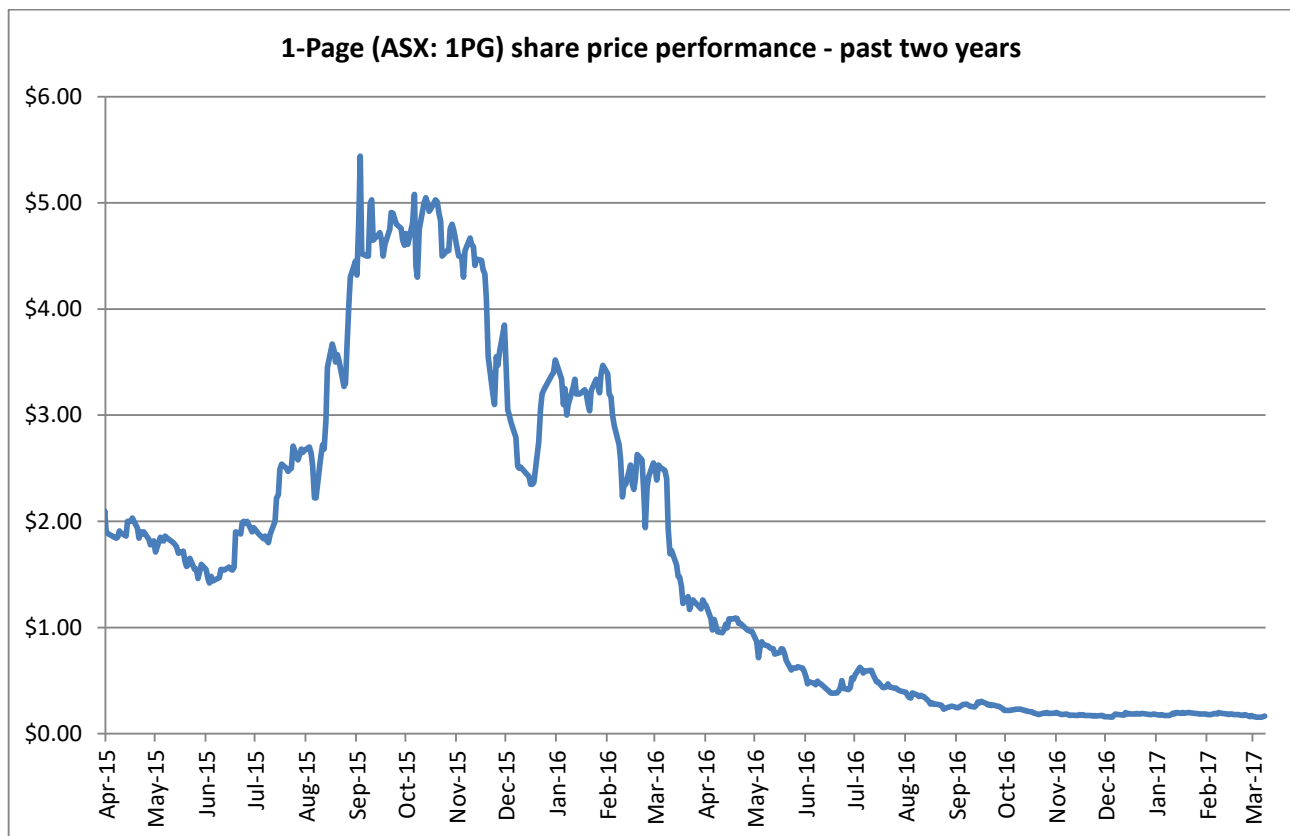
- 1-Page was the worst performing stock on the ASX for 2016 – **down 94.7%, falling from \$3.52 to \$0.19**. 1-Page is **down a miserable 97%** from the all-time closing high of \$5.44.
- **Over \$26 million net cash has been spent** in the last two years with minimal signs of revenue generation.
  - Only \$745,000 in cash receipts from customers for the 12 months to 31 January 2017.
  - Only \$394,000 in cash receipts customers for the previous 12 months to 31 January 2016.
  - Receipts have dropped in the last quarter compared to the previous – a worrying trend.
- The market places negative value on the talent acquisition business, with the market cap of 1-Page below cash reserves.
- 1-Page was founded in 2011. It has had enough time to prove itself.
- The Company’s remaining cash reserves of \$30.6 million at 31 January 2017 should be used more wisely.
- Visit [www.turnthepage.biz](http://www.turnthepage.biz) for more.

1-Page shareholders have before them a relatively simple choice. A famous quote says that doing the same thing over and over again and expecting a different result is the definition of insanity.

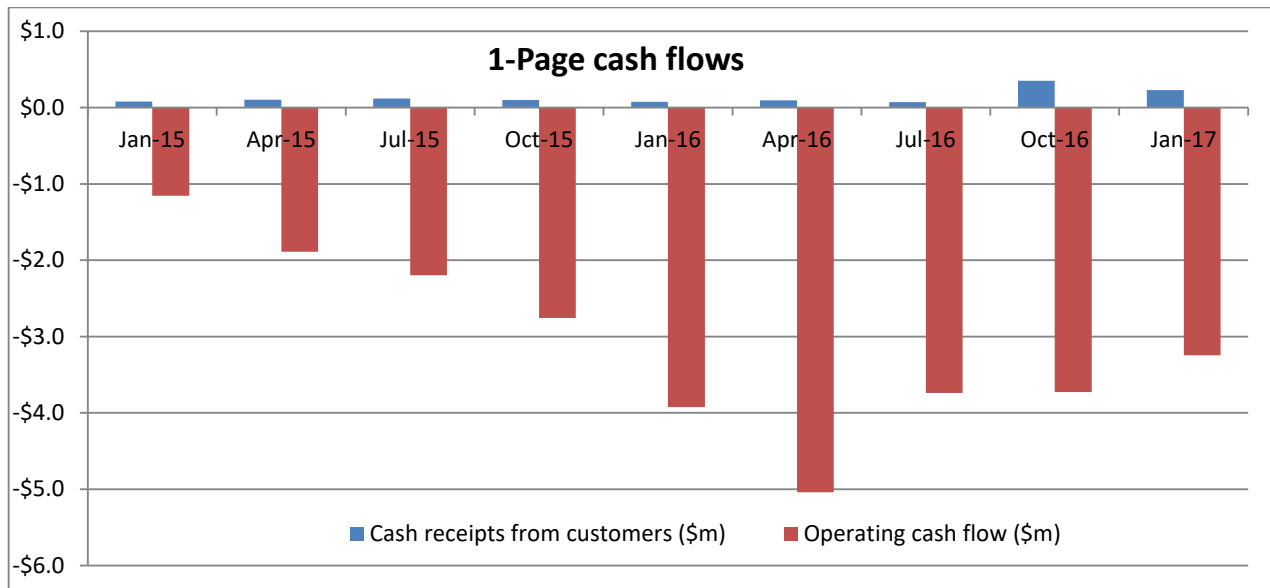
This is where the 1-Page talent acquisition business finds itself – do we continue to do the same thing over and over, at the probable cost of further tens of millions of cash squandered, and somehow hope for a different result than the past two years against all the available evidence?

Or does the Company call time on a failed venture, and invest the Company’s funds in new business opportunities intended to generate near-term profits and value for shareholders?

The evidence of the failure of the talent acquisition business is everywhere. 1-Page was the worst performing stock in the ASX All Ordinaries in 2016, falling a staggering 94.7%.



In the past two years 1-Page has racked up more than \$26 million in net operating cash outflows, pouring money into the Company’s talent acquisition business. This has yet to deliver tangible financial results – 1-Page has continued to generate limited revenue, no profits, and as of the last quarterly report has still consumed at least a **million** dollars a month in cash to generate at best \$76,000 in monthly receipts.



In the last 12 months 1-Page received more in interest payments on the cash balance, than it did in actual receipts from customers. Looking more closely at the latest quarterly (ending 31 January 2017), 1-Page reported receipts from customers of only \$228,000. This was not even enough to pay for one-sixth of staff costs for the three months, let alone overhead, administration, marketing, and research & development costs, with the Company ultimately reporting a \$3.25 million net operating cash out flow.

Looking at all of 2016, the numbers are no better. For the 12 months ended 31 January 2017, 1-Page generated only \$745,000 in cash from customers and outlaid \$15.3 million net operating cash out flow. This compares to \$10.8 million net operating cash out flow for the full year ended 31 January 2016. So this year’s results are worse than last year and are clearly heading in the wrong direction.

In 2011, when the 1-Page talent business was founded, Netflix still had a decent business mailing out DVDs. Since then, Microsoft has acquired, and given up, on Nokia. The business has had more than enough time to prove itself and has not done so. Lack of financial resources has not been the limiting factor. In my opinion, it is a failure.

Ms Riley’s 1-Page co-founder, and father, has also “stepped back” from the company selling down three quarters of his 1-Page shares less than three months after it was announced that he had “no intention to dispose of any of his shares”.

Merchant Funds Management approached 1-Page late last year regarding a proposal that would see the orderly disposal of the current talent acquisition business back to the founders and willing management and the Company’s cash freed up to fund new investment opportunities with more immediate prospects for shareholder returns. Despite giving the incumbent management every opportunity to consider this plan they have been unable to come up with a clear proposal to see the business continue under their stewardship.

Put simply, it is now time to turn the page and start a new chapter in the life of the Company. The current Board, except Ms Riley, has determined that the cash burn of the Company should be sharply curtailed in the absence of a viable business.

Merchant Funds Management has an interest in 9.5% of 1-Page's shares – and as a fellow shareholder, I ask you to support us in turning the page and entering a new, and hopefully more rewarding, stage for the Company. We have a strong stake in ensuring this future is successful.

We are not prepared to accept the Company's current performance and believe that better returns are available from other investment opportunities. Merchant's Opportunities Fund (**MOF**) is a unique fund that aims to materially outperform the ASX All Ordinaries Accumulation Index. At the 30 June 2016 financial year end, the MOF had delivered a 1-year return of 89%, and year to date for the 2017 financial year is up 33%, significantly outperforming the Index. This demonstrates MOF's strong track record of identifying and delivering value.

If you want to persist down a path of gross cash consumption that has delivered no tangible results for the Company in over two years, then a vote for Ms Riley and her proposed directors will no doubt achieve that end.

To turn the page, and put an end to the value destruction that has occurred over the last two years, then you should vote to remove Ms Riley from the Board, vote against her proposed directors being elected, and vote to retain myself and the other members of the board.

A handwritten signature in black ink, appearing to read 'A Chapman', located below the text.

Andrew Chapman

Managing Director of Merchant Funds Management and 1-Page Non-Executive Director



---

## **Statement from Mr John Fennelly, Executive Chairman of 1-Page Limited**

In May of 2016 I agreed to join the 1-Page board. Later in the year I was asked by the then Chairman of 1-Page to assume the role of Executive Chairman. During this short time period the company has reshaped and reduced the size the board to better reflect what is best for 1-Page and its shareholders. The board has continued to attempt to work constructively with management to build a repeatable technology enabled services business to create long term shareholder value.

1-Page operates in an attractive sector. The demand for technology enabled solutions in the Human Capital Management (HCM) sector is strong and growing. As economies around the world have rebounded since the global financial crisis, there has been a subtle shift in the corporate landscape recognizing that talent matters. Finding and adding the right team members is imperative for companies of all sizes regardless of industry. 1-Page created a set of solutions that were well positioned to take advantage of these trends and specifically match unique talented job seekers with companies looking for their very specific skill sets.

Those market conditions are still firmly in place and probably have become even more favorable. To date, 1-Page has not participated in this multi-billion dollar market to the extent that the board or shareholders are comfortable with.

Starting a technology company or any business for that matter is always challenging. 1-Page like many young companies has had to navigate the usual obstacles of building a team and a robust technology platform while creating outstanding operations, sales and service capabilities. While some limited progress has been achieved, the board feels the company should be further along in adding new customers and creating strong revenue growth. Shareholders have generously funded the buildout of 1-Page, with the expectation that strong growth in an attractive sector would follow.

At this juncture, the independent directors have unanimously determined that severely reducing the cash burn rate at 1-Page and preserving shareholder value is the best and only course of action for all parties. 1-Page continues to struggle in the building of a repeatable business focused on customers and growth.

We strongly encourage you to vote to retain the current board, with the exception of Ms. Riley, in order to protect shareholder value.

Prior to joining the 1-Page board, I was the CEO of HireRight Inc. a technology leader in the HCM space. Previously I spent a number of years in senior executive positions at Thomson Reuters.

---

## **Statement from Mr Michael Shen, Non-Executive Director of 1-Page Limited**

To me, the choice is very clear, and the numbers speak for themselves.

Simply put, 1-Page is burning and losing too much money. There is no clarity that a sustainable revenue base will be developed at a level approaching current expense levels. Breakeven is a concept the timing of which is very uncertain.

As such, the independent directors are unanimous that expenses need to be significantly decreased, and a sale of the business should be considered.

Our decision is made carefully, deliberately, and has been arrived at over a long period of time. When I first arrived at 1-Page on the board around the summer of last year, the company was already losing money. However, I kept an open mind, and along with the rest of the board, we listened and gave discretion to the management to run the business. Management was optimistic that revenues would increase and that a breakeven was foreseeable. Towards the end of 2016, however, revenues continued to be low, and expenses high. We the independent directors were unanimous in our concern, but again continued to support management in their efforts to build the business. But today, after several more months of losses, with the negative burn rate remaining high, the independent directors are unanimous in believing that losses need to be immediately curtailed. (Yes, management has achieved certain revenue, but the level is still very low, and the sustainability of this revenue remains uncertain.) Anything else would be against shareholders' interests and value.

To be clear, we have tried to work with management:

- We have asked management to significantly lower expenses to lower the burn rate. This has not been successful.
- We have asked management to initiate a process for considering a sale of the business. This has not been successful.
- We have been in negotiations to sell the business to management, but management has stopped negotiations.

Given our current situation, the independent directors are unanimous in moving forward to preserve the remaining cash and shareholder value. Costs will be significantly lowered, and we will consider a potential sale of the remaining assets. To the extent that there is value (as believed by management), we should be able to find acquirers. The directors will consider a careful and formal sales process. If an attractive sale is possible, a proposal will be brought to the shareholders for approval.

All of the independent directors have always and unanimously pursued what is best for shareholder value. We have been patient and supported the management to the fullest in developing 1-Page. However, the bottom line is very clear: when we arrived, the business was losing money. And today, after almost a year, 1-Page continues to lose money. We cannot allow this to continue further. Given the many uncertainties, the current high negative burn rate cannot be justified.

This is why the independent directors of 1-Page have decided to unanimously act. We are unanimous in believing that our decisions are in the best interests of shareholders.

---

## **Statement from Mr Tod McGrouther, Non-Executive Director of 1-Page Limited**

I have a significant shareholding in 1–Page, with a relevant interest in 3,884,464 shares. I was asked to join the Board in June, 2016. As a director of the company, I act in the interests of all shareholders. In the past I have been a supporter of Ms. Riley and the 1-Page business. Since joining the Board I have experienced numerous events which have led me to the conclusion that Ms Riley should no longer be a Director of 1-Page and that the cost base of the 1-Page business should be significantly scaled back.

In August, 2016 Ms Riley then as 1-Page CEO heralded to the Board the release of version 3.0 of the 1-Page sourcing product and the signing of a number of customer accounts. Some of these contracts were significant in my opinion because they demonstrated to me that the 1-Page solution was capable of securing annual contracts with large US companies.

A few months later a number of these customers were no longer using the 1 Page solution. This caused myself and the Board to look more closely at exactly what was the nature of the 1-Page customer contracts. As it turns out most customers were on 3 month trial contracts rather than annual contracts and there had been a high rate of client churn. The business continues to operate at a significant monthly negative cash burn rate.

In my opinion, the annual recurring revenue base of the business does not justify the very high level of monthly operating costs. I have made the decision that management have been given enough time to achieve meaningful growth in the revenue numbers for the company. In my opinion, they have failed to achieve this. 1-Page has raised in total equity capital of approximately \$68 million. There is currently approximately \$30 million in the bank. The Company had spent approximately \$38 million since listing on the ASX and in my opinion has achieved very little in terms of creating a sustainable SAAS business.

## **Statement from Ms Joanna Riley, Co-Founder and Director of 1-Page Limited**

---

### **Vote FOR all of Joanna Riley's Resolutions for a Board Committed to Growing 1-Page's Technology Business**

As the co-founder and largest shareholder of 1-Page Limited (**1-Page**), I have lost confidence in the current Board's abilities to support and grow 1-Page's operating business.

Untenable dysfunction with the current Board risks the achievements of 1-Page's operations to-date and the significant potential in the future. It is concerning that 1-Page's IPO strategy and business model is being undermined by the Existing Directors (being Messrs Fennelly, Chapman, McGrouther and Shen). Neither shareholders nor management should be subject to such disunity. We need a Board that is committed to overseeing and growing our technology business.

1-Page will be better served under the guidance of a renewed board. The proposed new Directors have substantial experience and corporate governance track-record with leading companies in Australia and internationally. The three new directors, together with me, will form a more balanced, cohesive Board to oversee and support the executive of 1-Page's strategy by its management team.

#### **1-Page is Delivering on its IPO Strategy**

1-Page is at a very exciting juncture in its strategy in building substantial shareholder value. Sales momentum has quickened with the addition of leading Fortune 50 and Fortune 1000 corporate customers during the final quarter of 2016.

This has continued in 2017 with the addition of a Fortune 500 employee services provider and a Fortune 1000 technology services company as paying customers. A majority of 1-Page's customers are Fortune 1000 global enterprises.

1-Page's management remains resolute on its IPO strategy of revenue growth, cost control and scaling efforts to build a leading B2B enterprise SaaS company. The proposed Board will support this by providing supportive and accountable oversight thereby ensuring management focus on:

- large corporates and government bodies as customers to generate income;
- optimising the cost structure to guide the business to breakeven within the medium term; and
- product development and refinement of the current leading edge technology and offering.

Instead of focusing on 1-Page's exciting opportunities, the Existing Directors have micromanaged and proposed actions that, if implemented, would severely curtail this momentum. Fundamentally such actions threaten 1-Page's ability to service existing revenue-generating clients and to develop and achieve revenue growth targets. This could be interpreted as a wish to divert cash raised by 1-Page's shareholders to grow its operating technology business, and divert it towards completely new and unrelated activities.

## Proposed Board

If my resolutions are approved, 1-Page's Board will comprise 4 directors, 2 of whom are highly reputable, independent non-executive professionals. Joining me on the board will be the Proposed Directors of:

- Mr John Hughes (Proposed Non-Executive Independent Chairman): John has over 40 years' business experience. He led Thorn Group Limited as CEO/MD through significant expansion and profit growth following its 2006 IPO until retirement in 2014. Previously, he was CEO/MD of Ruralco Holding Limited and led 10 years of growth, from a cooperative through to public listing, ultimately merging with Roberts Limited. Most recently he was a director of Fantastic Holdings Limited which was acquired in December 2016. John is Chairman of Children's Tumour Foundation of Australia and a Trustee of the Committee for Economic Development of Australia.
- Mr Nirmal Hansra (Proposed Non-Executive Independent Director): Nirmal has held executive roles over 25 years, serving as CFO/FD of listed companies including Ruralco Holdings and Australian Pharmaceutical Industries and technology companies such as Texas Instruments, NetComm Australia, Raywood Communications, Fujitsu Australia, iSoft and RentWorks Group. He serves as chair of Campbell Page (job training and employment services), and non-executive director and audit and risk committee chair of Eureka Group Holdings, Kuringai Financial Services and several community, not-for-profit organisations.
- Mr Peter Kent (Proposed Managing Director / CEO): In December 2016, Peter joined 1-Page as CFO/COO, becoming CEO in January 2017. Over 30 years Peter has been involved with 10 start-ups, turnarounds or mega-growth situations. Most have been in financial technology. In 2007 he led the sale of Automated Trading Desk to Citibank for approximately US\$700 million, a 20x increase in valuation from joining it in 2002. Peter has also started or managed numerous companies with significant international operations.

Messrs Hughes and Hansra are reputable independent non-executive directors who are highly experienced in ASX corporate governance, who will act in the best interests of all 1-Page shareholders, supporting management as the needs arise, as well as challenging them on strategy, focus and results. As co-founder and an executive director, my efforts will be focused on sales strategies and customer engagement, reporting to Mr Kent who will have the overarching responsibilities on managing the business.

This Board will be united in driving growth for all shareholders, that will follow through on 1-Page's business plan, whilst providing sound corporate governance. The Proposed Directors intend to concentrate on 1-Page delivering its original business plan that the majority of shareholders invested in. The current Board composition does not offer these characteristics.

At a practical level the new board will be split across Sydney and San Francisco, compared to the five locations at present. This alone should provide greater coordination and functionality.

## Disappointing Decisions and Actions

Shareholders should also consider recent decisions made by Existing Directors.

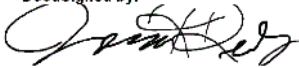
- In February 2017, the Executive Chairman's annual salary was increased to US\$125,000 (up 160%) shortly after 1-Page terminated employment of 30% of staff and reduced costs by 40%; and
- In December 2016, against concerns of management, counsel and large shareholders, the Board appointed Andrew Chapman as a director.

## Proposed Shareholder Meeting

I encourage all shareholders to **vote FOR all the** Resolutions put forward by myself to ensure 1-Page continues to develop its business in the best interests of all 1-Page shareholders. You should also vote against the resolution put forward by Mr Chapman.

All shareholders can then remain invested in 1-Page's exciting future which will benefit from reduced board costs, experienced corporate governance, focused management, and appropriate shareholder engagement.

If you have any queries regarding this matter, please contact me: [jokiddr@gmail.com](mailto:jokiddr@gmail.com).

DocuSigned by:  
  
F8FBDE9019FA168...

## **Statement from Ms Joanna Riley, Co-Founder and Director of 1-Page Limited**

---

### **Vote AGAINST Resolution to Remove Joanna Riley as a Director Support Joanna Riley to Remain a Director of 1-Page**

Mr Andrew Chapman, a non-executive Director of 1-Page Limited (1-Page) has proposed a resolution that I be removed as a Director of 1-Page. I urge you to vote AGAINST this resolution.

#### **History of the Board**

In the 30 months that 1-Page has been listed on ASX there has been almost complete turnover in the Board of Directors. I am the only continuously serving Director since listing.

In late 2016 Mr Chapman accumulated a shareholding in 1-Page through his associated interests. On 15 December 2016 these associated funds lodged a notice to seek the removal of four directors (including current Chairman Mr John Fennelly), in a similar manner to the current resolution he has put forward. Following the voluntary resignation of three of the four directors (other than Mr Fennelly), Mr Chapman withdrew his resolutions, and was appointed to the Board on 23 January 2017.

Since then there has been increasing Board disunity to the detriment of supporting the success of 1-Page's main undertaking. As an executive, I have been steadfast in maintaining my focus on the success of 1-Page's underlying operations.

In response to my requisition for a meeting to replace the current board, Mr Chapman is now seeking to remove me, the final Founding Director. If he is successful, there will be no Board representation from 1-Page's underlying operations. In my opinion this is detrimental to the interests of all 1-Page shareholders.

#### **Exciting Stage in 1-Page's Development**

In 2011 I co-founded 1-Page to build a leading tech company to disrupt the global recruitment industry for major corporates. That is the 1-Page that you and I have invested in, and it is making excellent inroads in this journey.

I have never been more excited about the future of 1-Page's underlying operations. Under Peter Kent as CEO, and with the recent sales and product leadership additions, there is a significant level of momentum within 1-Page. Sales are bringing on major customers and building significant pipeline, monthly revenue has accelerated, and the product development and roadmap has quickened. I welcome any shareholder interested in seeing this for themselves to visit and meet the team.

#### **Strong Alignment of Interests for all 1-Page Shareholders**

I have a 10.1% shareholding and am the single largest shareholder in 1-Page. As a Co-Founder of 1-Page's technology and vision, I offer hands-on specialised skills and insights at the Board level. In combination, I have an unparalleled alignment of interests with shareholders in the success of 1-Page's operations.

In an executive capacity, I am helping lead a team of outstanding 1-Page executives with responsibilities to deliver on sales. Removing me as a Director risks severe and rapid decline in the company's activities and ongoing sustainability, and risks destroying significant value created in 1-Page to date.

I understand the nuances and complexities in building great tech companies. Prior to co-founding 1-Page, I was CEO of Performance Advertising and responsible for building one of the United States' leading outsourced sales and marketing firms for two Fortune 500 companies. This expertise was taken to Asia, where I created and executed marketing strategies for mobile applications and technology platforms, developing skills in product execution and consumer buying. My other achievements include being on the board of directors of Young President Organization (YPO), San Francisco Bay Chapter.

### **1-Page's Uncertain Future without me as a Director**

If I am removed as a Director and the new directors which I have proposed in my resolutions are not elected, 1-Page's shareholders who have invested in a stated technology business may be at grave risk that the current Board will deploy the company's resources towards unknown and uncertain investments in businesses unrelated to 1-Page's objectives. That is why it is critical to retain me, and approve the resolutions that I have proposed to ensure we continue to deliver on our focus to be a successful leading B2B enterprise SaaS company.

My intent is to see that 1-Page's shareholder funds and cash resources are used on the basis they were raised, rather than risk being redeployed by this current Board away from 1-Page and into other unknown business activities.

### **New Proposed Directors for your Approval**

I have proposed three new directors to replace the majority of the existing Board. These Proposed Directors are current 1-Page CEO Peter Kent, and independent non-executive directors Messrs John Hughes and Nirmal Hansra.

As set out in the explanatory statement which accompanies this notice of meeting, these Proposed Directors have substantial experience and a proven track-record with leading great companies in Australia and internationally.

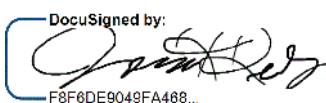
They will form the basis for a balanced, cohesive Board with relevant experience. One that is united in driving strong growth for all shareholders, that will follow through 1-Page's business plan, and that can provide unquestionable corporate governance. The current Board composition does not offer these characteristics.

Please support my continued service as a Director, and reaffirm the continuation of 1-Page in its development as a leading technology company. You do this by:

- voting AGAINST the resolution proposed by Mr Chapman to remove me from the Board; and
- voting FOR all the resolutions that I have put forward.

This is the only choice to bring certainty to, and reaffirm the direction of, 1-Page.

If you have any queries regarding this matter, please contact me: [jokiddr@gmail.com](mailto:jokiddr@gmail.com).

DocuSigned by:  
  
F8F6DE9049FA468...



---

## Schedule 1

---

### Definitions

Throughout this Explanatory Memorandum the following various words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

"**1-Page**" or "**1PG**" or "**1Page**" or the "**Company**" means 1-Page Limited ACN 112 291 960;

"**ASIC**" means the Australian Securities & Investments Commission;

"**ASX**" means ASX Limited (ACN 008 624 691);

"**ASX Listing Rules**" or "**Listing Rules**" means the Official Listing Rules of the ASX;

"**Board**" means the board of Directors of the Company;

"**Chairman**" means chairman of the annual general meeting;

"**Constitution**" means the Company's constitution;

"**Corporations Act**" means the *Corporations Act 2001 (Cth)*;

"**Corporations Regulations**" means the *Corporations Regulations 2001 (Cth)*

"**Directors**" means the current Directors of the Company;

"**Explanatory Memorandum**" means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time;

"**Group**" means the Company and its controlled entities;

"**Meeting**" means the general meeting convened by this Notice;

"**Notice**" or "**Notice of Meeting**" means the notice convening the annual general meeting of the Company to be held on 15 May 2017 which accompanies this Explanatory Memorandum;

"**Proxy Form**" means the proxy form that is enclosed with and forms part of this Notice;

"**Resolution**" means a resolution in the form proposed in the Notice of Meeting; and

"**Shareholder**" means a registered holder of a fully paid ordinary share in the Company



1-Page Limited  
ACN 112 291 960

Level 12, 225 George St Sydney NSW 2000  
p. +61 2 8016 2875 | f. +61 2 92796 0664 | IR@1-page.com



#### All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am AEST on Saturday 13 May 2017.**

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am AEST on Saturday 13 May 2017**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

**Your Address**  
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **1-Page Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at **Level 12, 225 George Street, Sydney NSW 2000 on Monday, 15 May 2017 at 11:00am AEST** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair intends to vote all undirected proxies in **Favour of Resolution 1** and **Against for Resolutions 2 to 9.**

**STEP 2 VOTING DIRECTIONS**  
\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Removal of Ms Joanna Riley as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Removal of Mr Andrew Chapman as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Removal of Mr John Fennelly as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Removal of Mr Tod McGrouther as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Removal of Mr Michael Shen as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Removal of additional appointees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Appointment of Mr Peter Kent as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Appointment of Mr Nirmal Hansra as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Appointment of Mr John Hughes as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**  
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2017