



1-Page Limited
ACN 112 291 960

Notice of Extraordinary General Meeting

**Extraordinary General Meeting to be held at
Level 2, 16 O'Connell Street, Sydney NSW 2000
on 31 October 2017 commencing at 10.00am
(AEDT).**

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an Extraordinary General Meeting of Shareholders of 1-Page Limited (**Company**) will be held at Level 2, 16 O'Connell Street, Sydney NSW 2000 on 31 October 2017, commencing at 10.00am (AEDT).

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

Business

1. Disposal of 1-Page Inc.

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

“That, for the purposes of ASX Listing Rule 11.2 and for all other purposes, approval is given for the disposal by the Company of its interest in the share capital of The One-Page Company Inc. on the terms and conditions set out in the Explanatory Statement.”

2. Cancellation of 2,741,667 Shares held by 1-Page Inc.

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

“That, for the purposes of section 256C of the Corporations Act and for all other purposes, approval is given for the Company to selectively reduce its capital by cancelling 2,741,667 shares for nil consideration and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The following voting exclusion statement applies to the Resolutions under the Listing Rules or, where applicable, the provisions of the Corporations Act in relation to the following persons (**Excluded Persons**). The Company will disregard any votes on the following Resolutions cast by the following Excluded Persons:

No.	Title	Excluded Persons
1	Disposal of 1-Page Inc.	Any party who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if the resolution is passed and any associates of those persons.
2	Cancellation of 2,741,667 Shares held by 1-Page Inc.	None

However, the Company need not disregard a vote if:

- (a) 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
- (b) 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.

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of Extraordinary General Meeting and should be read in conjunction with it.

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

Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders 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.

The enclosed proxy form provides further details on appointing proxies and lodging Proxy Forms.

The proxy form (together with any relevant authority) must be received by no later than 10.00am (AEDT) on 29 October 2017.

The completed proxy form may be:

- (a) mailed to the address on the proxy form; or
- (b) faxed to 1-Page Limited, Attention Company Secretary, on facsimile number +61 2 9290 9655.

If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Extraordinary General Meeting or handed in at the Extraordinary General Meeting when registering as a corporate representative.

Voting entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Extraordinary General Meeting will be the entitlement of that person set out in the register of Shareholders as at 7.00pm (AEDT) on 30 October 2017. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the Extraordinary General Meeting.

By order of the board of Directors

Andrew Chapman
Director
1-Page Limited
29 September 2017

EXPLANATORY STATEMENT

Important

Shareholders should read this Explanatory Statement in full and if they have any questions, obtain professional advice before making any decisions in relation to the Resolutions to be put to Shareholders at the Extraordinary General Meeting.

Shareholders will be given a reasonable opportunity to raise questions or comments on the reports and statements at the meeting.

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of 1-Page Limited in connection with Resolutions to be considered at the Extraordinary General Meeting to be held at Level 2, 16 O'Connell Street, Sydney NSW 2000 on 31 October 2017, commencing at 10.00am.

The purpose of this Explanatory Statement 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 Extraordinary General Meeting.

This Explanatory Statement should be read in conjunction with the Notice.

References to "\$", "USD", "dollars" and "cents" in this Explanatory Statement are references to US currency unless otherwise stated.

References to time in this Explanatory Statement relate to the time in Sydney, New South Wales.

Capitalised terms which are not otherwise defined in this Explanatory Statement have the meanings given to those terms in the Glossary at section 3 of this Explanatory Statement.

Certain voting restrictions are imposed in relation to Item 1 as detailed in the accompanying Notice of Extraordinary General Meeting under the heading "Voting Exclusion Statement".

2. EXTRAORDINARY GENERAL MEETING

Item 1 – Disposal of 1-Page Inc.

Background

Early in 2017 the Board sharply reduced the operating costs of 1-Page Inc. and announced its intention to pursue strategic alternatives for the business. As announced on 13 September 2017, the Company has entered into a purchase agreement under which it has agreed (subject to shareholder approval) to dispose of its wholly-owned subsidiary 1-Page Inc.

The purpose of the resolution in Item 1 is to seek the approval of Shareholders for the Company to dispose of its interest in the share capital of 1-Page Inc. to Censia on the terms and conditions set out below.

Key terms of the transaction

The Company has agreed to transfer all shares in 1-Page Inc. and related intellectual property (including the database acquired in the BranchOut! acquisition) to Censia for nominal consideration of \$1. Censia is controlled by Mr. Peter Kent, the former CEO of the 1-Page business.

At Completion, 1-Page Inc. will transfer all its financial assets to the Company, other than up to \$300,000 cash as partial repayment for the intercompany loan between the Company and 1-Page Inc. The Company will then make a capital contribution to 1-Page Inc. equal to the balance of the intercompany loan receivable (after the outstanding balance thereof has been reduced to reflect the amount repaid to the Company). The amount of cash left in 1-Page Inc. will be \$300,000 less certain pre-completion liabilities of 1-Page Inc. (including third party expenses relating to the preparation of tax returns, outstanding employee entitlements and the settlement payment with Sabal Tech Inc. referred to below) to the extent they have been paid prior to completion.

At Completion, the Company will transfer \$259,000 into an escrow account for identified but contingent liabilities relating to the period prior to completion (including certain accounts payable, rent and taxes). To the extent those liabilities do not arise or are less than expected, any residual in the escrow account will be returned to the Company. To the extent the liabilities are greater than expected, there is no obligation on the Company to contribute additional funds to 1-Page Inc. or Censia.

In addition, in connection with the entry into the purchase agreement and as a condition of completion, the Company, 1-Page Inc., Censia and Sabal Tech. Inc. have entered into a release and settlement of all claims pursuant to *Sabal Tech. Inc. v The One-Page Company Inc. and 1-Page Limited* that includes a settlement of \$91,749.17 to be paid by Censia to Sabal Tech. Inc. (satisfied by payment by 1-Page Inc. and the Company will reduce the cash left in 1-Page Inc. by the amount of the payment made to Sabal).

Pursuant to the purchase agreement, the Company has appointed Censia as a subcontractor to assist to maintain and preserve intact 1-Page Inc.'s current business organisation until the completion of the transactions contemplated in the purchase agreement.

Censia has agreed to indemnify the Company in respect of certain liabilities, including (i) any liability in relation to claims made by Patrick Riley in connection with his employment by 1-Page Inc. (ii) any misuse of the escrowed amount by Censia or 1-Page Inc. (iii) any liability in relation to claims made by Sabal Tech Inc. relating to activities or conduct prior to completion or otherwise relating to 1-Page Inc. and (iv) any actions by Censia as a subcontractor prior to completion of the transaction.

Reasons for transaction

The Board believes that the disposal of 1-Page Inc. to Censia on the terms set out above is a better outcome for Shareholders than the alternative (being winding down 1-Page Inc.) – the advantage to Shareholders being that the disposal relieves the Company of liabilities associated with 1-Page Inc. and the business previously conducted by the Company. The Board conducted an extensive strategic review and determined that this path of action was in the best interest of all shareholders.

Reasons for resolution

ASX Listing Rule 11.2 provides that where a company proposes to make a significant change in the nature or scale of its activities which involves the disposal of its main undertaking, it must first obtain the approval of its shareholders.

Shareholders should be aware that following the proposed disposal of the Company's main undertaking, ASX may require the Company to seek shareholder approval pursuant to ASX Listing Rule 11.1.2 and/or re-comply with Chapters 1 and 2 of the Listing Rules pursuant to ASX Listing Rule 11.1.3 in respect of any future transaction the Company may enter into.

Impact if the disposal is not approved or otherwise does not proceed

If the disposal of 1-Page Inc. does not proceed, the Board intends to wind down the entity and expects to incur additional liabilities in connection with that process. Those additional liabilities cannot be quantified at this time.

Directors' recommendation

The Directors unanimously recommend that you vote in FAVOUR of the resolution in Item 1. The Directors who control voting rights attached to 1-Page Limited shares currently intend to vote their shares in favour of the resolution in Item 1.

Item 2 – Cancellation of 2,741,667 Shares held by 1-Page Inc.

Background

As indicated in Item 1 above, the Company has entered into separate arrangements to transfer the Company's interest in 1-Page Inc. to Censia.

1-Page Inc. currently holds 2,741,667 fully paid ordinary shares in the Company.

1-Page Inc. holds these shares as a bare trustee for allocation under, or satisfaction of rights or options granted under, approved employee incentive plans of the Company. The initial issue to 1-Page Inc. was as a result of the vesting of 3,000,000 Class B Performance Rights which had not been allocated to employees. Certain shares were subsequently allocated and transferred to then-employees of 1-Page Inc. under employee incentive plans. The 2,741,667 fully paid ordinary shares are the remaining shares in the Company held by 1-Page Inc.

As all approved employee incentive plans relate to the business conducted through 1-Page Inc. and there are no outstanding rights, options or share, immediately prior to the disposal of 1-Page Inc. the Company intends to:

- (a) cancel the 2,741,667 fully paid ordinary shares in the Company held by 1-Page Inc. for nil consideration, if this shareholder approval is granted; or
- (b) transfer the 2,741,667 fully paid ordinary shares in the Company held by 1-Page Inc. to a new employee share trust operated by a third party, for allocation to future employees.

The purpose of the resolution in Item 2 is to seek the approval of Shareholders for the Company to undertake a selective reduction of capital of the Company for the purpose of enabling the Company to cancel the shares held by 1-Page Inc.

Reasons for resolution

The cancellation of the 2,741,667 Shares held by 1-Page Inc. is a selective reduction of capital for the purposes of the Corporations Act.

Section 256C of the Corporations Act has the effect that Shareholders must approve the selective reduction of capital by cancellation by passing special resolutions at:

- (a) a general meeting of Shareholders; and
- (b) a meeting of the Shareholders holding the Shares to be cancelled (ie, 1-Page Inc. only).

The resolution in Item 2 will be passed by Shareholders as a special resolution if 75% of the votes cast by Shareholders present and eligible to vote (whether in person, by proxy, by attorney or, in the case of corporate Shareholder, by a corporate representative) are in favour of it.

If Shareholders approve the resolution in Item 2 and subject to 1-Page Inc. passing a special resolution at a separate meeting, the Company will reduce its issued capital by 2,741,667 Shares, or 1.78% of the issued capital of the Company.

Financial effect of the selective reduction of capital on the Company

The cancellation of 2,741,667 Shares for nil consideration will have no effect on the Company's financial position.

Advantages of the selective reduction of capital

The selective reduction of capital will have the effect of reducing the issued capital of the Company by 1.78% whilst theoretically leaving its market capitalisation unchanged; accordingly, the value of each of the Company's shares should increase by a corresponding amount. Shareholders other than 1-Page Inc. will therefore benefit from an anticipated increase in the value of their shareholdings.

For 1-Page Inc. there is no advantage provided by the selective reduction of capital.

Disadvantages of the selective reduction of capital

There are no disadvantages to the proposal for Shareholders other than 1-Page Inc.

For 1-Page Inc. the disadvantage of the selective reduction of capital is that it will have its holdings in the Company cancelled for nil consideration.

Impact if the selective reduction of capital does not proceed

If the selective reduction of capital does not proceed, the issued capital of the Company will not change. The Board intends to transfer the 2,741,667 fully paid ordinary shares in the Company held by 1-Page Inc. to a new employee share trust operated by a third party, for allocation to future employees. This transfer will take place prior to the disposal contemplated in Item 1.

Other material information

There is no information material to the making of a decision by a Shareholder whether or not to approve the resolution in Item 2, being information that is known to

the Board and which has not been previously disclosed to Shareholders (other than as disclosed in this Explanatory Statement).

Directors' recommendation

The Directors unanimously support the selective reduction of capital, and recommend that you vote in FAVOUR of the resolution in Item 2. The Directors who control voting rights attached to 1-Page Limited shares currently intend to vote their shares in favour of the resolution in Item 2.

3. GLOSSARY

In this Notice of Extraordinary General Meeting and Explanatory Statement, the following terms have the following meanings:

1-Page Inc.	The One-Page Company Inc. (a Delaware corporation and being a wholly-owned subsidiary of the Company).
Annexure	an annexure to this Explanatory Statement.
AEDT	Australian Eastern Daylight Time, being the time in Sydney, New South Wales.
ASX	ASX Limited or the Australian Securities Exchange, as the context requires.
Board	the board of Directors.
Censia	Censia LLC (a Delaware limited liability company, formerly named 1-P Acquisition LLC).
Chair	the chairperson of the Meeting.
Company	1-Page Limited (ACN 112 291 960).
Corporations Act	the Corporations Act 2001 (Cth).
Director	a director of the Company, being at the date of this notice each of Mr John Fennelly, Mr Andrew Chapman, Mr Michael Shen and Mr McGrouther.
Explanatory Statement	this explanatory statement incorporated in the Notice of Extraordinary General Meeting.
Extraordinary General Meeting or Meeting	the Extraordinary General Meeting of the Company to be held on 31 October 2017 at 10.00am (AEDT).
Listing Rules	the official Listing Rules of ASX.
Notice of Extraordinary General Meeting or Notice	the notice of meeting incorporating this Explanatory Statement.
Resolution	a resolution set out in the Notice.
Share	fully paid ordinary share in the capital of the Company.
Shareholder	a shareholder of the Company.



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

☎ **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 10:00am (AEDT) on Sunday, 29 October 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 **10:00am (AEDT) on Sunday, 29 October 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.

1-Page Limited

ACN 112 291 960

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 Extraordinary General Meeting of **1-Page Limited** to be held at **Level 2, 16 O'Connell Street, Sydney NSW 2000 on Tuesday, 31 October 2017 at 10:00am (AEDT)** 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 of the Meeting intends to vote undirected proxies in favour of each of the items of business.

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*
Item 1	Disposal of 1-Page Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Cancellation of 2,741,667 Shares held by 1-Page Inc. (Special Resolution)	<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

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017