

# Collaborate

**CORPORATION LIMITED**

**COLLABORATE CORPORATION LIMITED**

ABN 60 066 153 982

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**NOTICE OF ANNUAL GENERAL MEETING**

**EXPLANATORY MEMORANDUM**

**PROXY FORM**

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**Date of Meeting**

Monday, 19 November 2018

**Time of Meeting**

3:00 pm (AEDT)

**Place of Meeting**

York 1, The York Conference & Function Centre,  
95 -99 York Street, Sydney NSW 2000

**ANNUAL REPORT**

The 2018 Annual Report is available from the Company's website via the following link:  
<http://collaboratecorp.com/wp-content/uploads/2018/08/310818-CL8-Annual-Report-to-shareholders-and-Preliminary-Final-Report.pdf>

## NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Collaborate Corporation Limited (**Company** or **Collaborate**) is to be held on Monday, 19 November 2018 at York 1, The York Conference & Function Centre, 95 – 99 York Street, Sydney NSW 2000, commencing at 3:00 pm (AEDT).

The Explanatory Memorandum that accompanies and forms part of this Notice describes the matters to be considered at this meeting.

### BUSINESS

#### Financial and Other Reports – Year Ended 30 June 2018 (no resolution required)

To receive and consider the Financial Report, the declaration of Directors, the Remuneration Report and the Directors' Report and of the Auditor for the year ended 30 June 2018.

#### Resolution 1 – Non-Binding Resolution to Adopt Remuneration Report

To consider and, if thought fit, to pass with or without amendment the following resolution as a **non-binding resolution**:

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given to adopt the Remuneration Report as set out in the Annual Report for the year ended 30 June 2018.”*

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

#### Voting Prohibition Statement:

The Company will disregard any votes cast in favour of Resolution 1 by, or on behalf of, any of the following persons:

- (a) a member of the Key Management Personnel, as disclosed in the Remuneration Report; or
- (b) a Closely Related Party (such as close family members and any controlled companies) 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.

#### Resolution 2 – Re-election of Director – Ms Michelle Vanzella

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

*“That Ms Vanzella, being a director of the Company who, having been appointed on 1 September 2018, retires in accordance with Clause 13.4 of the Company’s Constitution, Listing Rule 14.4 and for all other purposes, and being eligible and offering herself for re-election, be re-elected as a director of the Company.”*

#### Resolution 3 – Re-election of Director – Mr Adrian Bunter

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

*“That Mr Bunter, being a director of the Company who retires by rotation in accordance with Clause 13.2 of the Company’s Constitution, Listing Rule 14.4 and for all other purposes, and being eligible and offering himself for re-election, be re-elected as a director of the Company.”*

#### Resolution 4 – Approval to issue securities under the employee incentive scheme

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

*“That, for the purposes of Listing Rule 7.2, exception 9, and for all other purposes, approval is given for the Company to issue securities under the employee incentive scheme titled “Collaborate Corporation Limited Incentive Option Plan” on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) or any associates of such Director (**Resolution 4 Excluded Party**).

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 directions on the Proxy Form; or
- (b) provided the Chair is not a Resolution 4 Excluded Party, it is cast by the Chair 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.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, if:

- (a) that person is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, provided the Chair is not a Resolution 4 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

#### **Resolution 5 – Approval of 10% Placement Capacity**

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

*"That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal 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 otherwise on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed, or any associate of those persons (**Resolution 5 Excluded Party**).

However, the Company will 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) provided the Chair is not a Resolution 5 Excluded Party, it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

#### **Resolution 6 – Approval of Change of Constitution**

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

*"That, for the purposes of Sections 136(1)(b) and 136(2) of the Corporations Act 2001, the Constitution contained in the draft produced at this meeting and signed by the Chairman for identification purposes (**Proposed Constitution**) be and is hereby approved and adopted with effect from the conclusion of this Annual General Meeting in substitution for, and to the exclusion of, the existing Constitution (**Existing Constitution**) of the Company."*

#### **EXPLANATORY MEMORANDUM**

The Explanatory Memorandum is incorporated in and comprises part of this Notice. Shareholders are referred to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used both in this Notice and the Explanatory Memorandum.

#### **PROXIES**

Please note that:

- A member entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on behalf of the member.
- A proxy need not be a member of the Company, but must be a natural person (not a corporation). A proxy may also be appointed by reference to an office held by the proxy (e.g. "the Company Secretary").
- Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. If no such proportion is specified, each proxy may exercise half of the member's votes.

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

- if proxy holders vote, they must cast all directed proxies as directed; and

- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

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

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

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

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

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

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

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

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms. Completed Proxy Forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned before 3:00 pm (AEDT) on Saturday, 17 November 2018

**VOTING ENTITLEMENTS**

For the purposes of section 1074E(2) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that members holding ordinary shares as set out in the Company's share register at 7:00 pm (AEDT) on Saturday, 17 November 2018 will be entitled to attend and vote at the Annual General Meeting.

**CORPORATE REPRESENTATIVE**

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with an original (or certified copy) 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 in advance of the meeting or handed in at the meeting when registering as a corporate representative. The appointment must comply with section 250D of the Corporations Act.

**ATTORNEYS**

If an attorney is to attend the meeting on behalf of a Shareholder, a properly executed original (or originally certified copy) of an appropriate power of attorney must be received by the Company by the deadline for the receipt of Proxy Forms, being no later than 3:00 pm (AEDT) on Saturday, 17 November 2018. Previously lodged powers of attorney will be disregarded by the Company.

**DATED THIS 19<sup>TH</sup> OF OCTOBER 2018**

**BY ORDER OF THE BOARD**



**Karen Logan**  
**Company Secretary**

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of Collaborate Corporation Limited (**Company** or **Collaborate**).

The Directors recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

### **Financial Statements and Report**

Under the Corporations Act, the directors of the Company must table the Financial Report, the Directors' Report and the Auditor's Report for Collaborate for the year ended 30 June 2018 (**2018 Annual Report**) at the Meeting. These reports, together with the declaration of Directors, are set out in the 2018 Annual Report. Shareholders who elected to receive a printed copy of annual reports should have received the 2018 Annual Report with this Notice of Annual General Meeting.

In accordance with section 314 (1AA)(c) of the Corporations Act, the Company advises the 2018 Annual Report is available from the Company's website <http://collaboratecorp.com/wp-content/uploads/2018/08/310818-CL8-Annual-Report-to-shareholders-and-Preliminary-Final-Report.pdf>.

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the 2018 Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2018.

There is no requirement for Shareholders to approve the 2018 Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the 2018 Annual Report which is available online;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the Auditor questions about:
  - (i) the conduct of the audit;
  - (ii) the preparation and content of the Auditor's Report;
  - (iii) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
  - (iv) the independence of the Auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Auditor about:

- (a) the content of the Auditor's Report; and
- (b) the conduct of the audit of the Annual Report,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

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

#### 1.1 General

Under the Corporations Act, the Company is required to include, in the Directors' Report, a detailed Remuneration Report setting out the prescribed information in relation to the remuneration of directors and executives of Collaborate and the Company's remuneration practices.

Shareholders will be given reasonable opportunity at the meeting to ask questions and make comments on the Remuneration Report.

Under section 250R(2) of the Corporations Act, the Remuneration Report is required to be submitted for adoption by a resolution of Shareholders at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

1.2 Voting consequences

Under the Corporations Act, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

1.3 Previous voting results

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, the Spill Resolution is not relevant for this Annual General Meeting.

1.4 Proxy voting restrictions

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

Proxy	Directions given	No directions given
Key Management Personnel <sup>1</sup>	Vote as directed	Unable to vote <sup>3</sup>
Chair <sup>2</sup>	Vote as directed	Able to vote at discretion of Proxy <sup>4</sup>
Other	Vote as directed	Able to vote at discretion of Proxy

Notes:

- <sup>1</sup> 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.
- <sup>2</sup> Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of such a member.
- <sup>3</sup> 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.
- <sup>4</sup> The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

1.5 Voting Intention

The Chair of the meeting intends to vote all available proxies in favour of the Resolution.

**2. Resolution 2 – Re-election of Director – Ms Michelle Vanzella**

Listing Rule 14.4 provides that, a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

Clause 13.4 of the Existing Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election.

Ms Vanzella was appointed as a non-executive director by the Board on 1 September 2018. She retires in accordance with the Company's Existing Constitution and Listing Rule 14.4 and, being eligible, offers herself for re-election.

Ms Vanzella has an extensive combination of customer, marketing, digital, data and commercial legal skills built up across multiple industries including technology, retail, property and financial services. Ms Vanzella practiced Corporate and Commercial Law at Allens and has held senior executive positions with iconic Australian Brands including Westfield, Suncorp and AAMI. She was

previously an independent non-executive director of Canteen Australia. She is currently a non-executive director at Hunter Water and sits on the Investment Committee and the Science, Environment & Human Health Committee. Ms Vanzella has a Bachelor of Laws (Hons) & Economics and an MBA from AGSM. Ms Vanzella brings to the Board expertise in strategic growth and innovation, customer strategy and analytics, consumer marketing and public brand management and the application of existing and emerging technologies to business growth.

The Company has undertaken the appropriate searches from government authorities and no exceptions were noted. The Board has prepared a skills matrix which is included in the Company's Corporate Governance Statement and considers that Ms Vanzella possesses the required broad based skills to help drive the Company's performance.

The Board has considered Ms Vanzella's independence and considers that she is an independent Director.

#### 2.1 Board Recommendation

The Board (other than Ms Vanzella) recommends Shareholders vote in favour of the Resolution.

#### 2.2 Voting Intention

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

### **3. Resolution 3 – Re-election of Director – Mr Adrian Bunter**

Listing Rule 14.4 provides that, other than a managing director, a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever is the longer. However, where there is more than one managing director, only one is entitled not to be subject to re-election.

Clause 13.2 of the Existing Constitution requires that at the annual general meeting, one third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no director except a Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots. A retiring director is eligible for re-election.

The Company currently has 3 Directors. Accordingly, 1 must retire.

Mr Bunter, who has served as a director since 19 February 2014 and was last re-elected at the Company's 2017 Annual General Meeting held on 23 November 2017, retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

Adrian has over 20 years' experience in accounting, finance and a broad range of corporate advisory roles covering mergers and acquisitions, divestments of businesses, debt/equity raisings and strategy development and execution. Adrian is an executive director of Venture Advisory, a specialist telecommunications, media and technology financial advisory firm operating out of Australia and AsiaPac. Adrian is a Chartered Accountant, a Senior Associate of Finsia and has completed a Bachelor of Business and a Graduate Diploma in Applied Finance. Adrian is a member of the Executive Committee of Australia's leading angel investing group, Sydney Angels.

Mr Bunter is a non-executive director of 8common Limited (ACN 168 232 577).

The Board has considered Mr Bunter's independence and considers that he is not an independent Director.

#### 3.1 Board Recommendation

The Board (other than Mr Bunter) recommends Shareholders vote in favour of the Resolution.

#### 3.2 Voting Intention

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

### **4. Resolutions 4 – Approval to issue securities under an employee incentive scheme**

#### 4.1 General

This resolution seeks Shareholder approval for the Company to issue Options under the employee incentive scheme titled

*“Collaborate Corporation Limited Incentive Option Plan” (Plan).*

The Board recognises the need to adequately incentivise and remunerate staff and an effective employee incentive scheme can be used as a vehicle for the Company’s Long Term Incentive Plan in addition to providing the Board with flexibility to issue other equity incentives offered by the Board from time to time. The Plan is designed to:

- (a) align employee incentives with Shareholders’ interests;
- (b) encourage broad based share ownership by employees at all levels; and
- (c) assist employee attraction and retention.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.2 (Exception 9(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

The Plan was previously approved by Shareholders on 30 November 2015. Accordingly, the approval obtained under Exemption 9(b) of ASX Listing Rule 7.2 will expire on 30 November 2018.

If Resolution 4 is passed, the Company will be able to issue Options under the Plan to eligible participants over a period of 3 years from the date of approval without impacting on the Company’s ability to issue up to 15% of its total ordinary securities without prior Shareholder approval in any 12 month period.

Any proposed issues of Options under the Plan to a Director, an associate of the Director, or a person whose relationship with the Company, Director or associate of the Director will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

There is no intention to issue Options under the Plan to Directors.

It is noted that Shareholder approval will not change the terms of the Plan.

Key terms of the Plan are included in Schedule 1.

A voting exclusion statement in respect to Resolution 4 is included in the Notice.

Resolution 4 is an ordinary resolution.

#### 4.2 Listing Rule 7.2

Shareholder approval in accordance with Exception 9(b) of Listing Rule 7.2 will exempt the issue of Shares under the Plan, without prior Shareholders approval for a period of 3 years from the date of the passing of Resolution 4, from the Company’s 15% annual placement capacity.

In the absence of approval under Exception 9(b) of Listing Rule 7.2, issue of Options under the Plan may still occur but will be counted as part of the Company’s 15% annual placement capacity (as detailed in Listing Rule 7.1).

#### 4.3 Specific information required by Listing Rule 7.2

In accordance with Exception 9(b) of Listing Rule 7.2, the following information is provided:

- (a) as at the date of this Notice, a total of 8,380,588 Options have been issued under the Plan;
- (b) approval was previously sought under Exception 9(b) of Listing Rule 7.2 with respect to the Plan on 30 November 2015;
- (c) a summary of the key terms of the Plan is detailed in Schedule 1; and
- (d) a voting exclusion statement with respect to Resolution 4 is included in the Notice.

#### 4.4 Board Recommendation

The Directors consider that the Plan is an appropriate mechanism to assist the recruitment, reward, retention and motivation of employees and senior management of the Company, and unanimously recommend that Shareholders vote in favour of Resolution 4.

#### 4.5 Proxy Voting Restrictions

Please see section 1.4 of this Explanatory Memorandum for the proxy voting restrictions that apply to this Resolution.

#### 5.6 Voting Intention

The Chairman of the meeting intends to vote all available proxies in favour of this Resolution.

### **5. Resolution 5 – Approval of 10% Placement Capacity**

#### 5.1 Background

Listing Rule 7.1A enables an Eligible Entity (as defined below) to issue Equity Securities (as defined below) up to 10% of their issued share capital over up to a 12 month period after the annual general meeting at which a resolution for the purposes of Listing Rule 7.1A is passed by special resolution (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

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

- (a) has a market capitalisation of \$300 million or less (excluding restricted securities and securities quoted on deferred settlement basis); and
- (b) is not included in the S&P ASX 300 Index.

The Company is an Eligible Entity for the purposes of Listing Rule 7.1A as it is not included in the S&P ASX 300 Index and has a current market capitalisation less than \$300 million.

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

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

As at the date of this Notice the Company has only one class of quoted Equity Securities on issue, being the Shares (ASX: CL8).

If Shareholders approve Resolution 5, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

Resolution 5 is a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) in order to be passed.

#### 5.2 Specific Information required by Listing Rule 7.3A

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

- (a) The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
  - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of those Shareholders who do not receive any Shares under the issue. There is also a risk that:
  - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

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

The table below shows the dilution of existing Shareholders of the issue of the maximum number of Equity Securities under the 10% Placement Capacity using variables for the number of ordinary securities for variable "A" (as defined in Listing Rule 7.1A) and the market price of Shares. It is noted that the variable "A" is based on the number of ordinary securities the Company has on issue at the time of the proposed issue of Equity Securities.

The table shows:

- (i) examples where variable "A" is at its current level and where variable "A" has increased by 50% and 100%;
- (ii) examples of where the issue price of ordinary securities is the current market price as at close of trade on 8 October 2018, being \$0.016, (**current market price**), where the issue price is halved, and where it is doubled; and
- (iii) the dilutionary effect will always be 10% if the maximum number of Equity Securities that may be issued under the 10% Placement Capacity are issued.

Variable "A"	Number of Shares issued and funds raised under the Additional 10% Placement Capacity and dilution effect	Dilution		
		\$0.008 Issue Price at half the current market price	\$0.015 Issue Price at current market price	\$0.030 Issue Price at double the current market price
<b>Current Variable A</b> 619,117,857 Shares	Shares issued	61,911,786	61,911,786	61,911,786
	Funds raised	\$495,294	\$990,589	\$1,981,177
<b>50% increase in current Variable A</b> 928,676,786 Shares	Shares issued	92,867,679	92,867,679	92,867,679
	Funds raised	\$742,941	\$1,485,883	\$2,971,766
<b>100% increase in current Variable A</b> 1,238,235,714 Shares	Shares issued	123,823,571	123,823,571	123,823,571
	Funds raised	\$990,589	\$1,981,177	\$3,962,354

\*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.

Note this table assumes:

- (iv) No Options are exercised before the date of the issue of the Equity Securities.
  - (v) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares.
  - (vi) There are currently 619,117,857 Shares on issue.
  - (vii) The issue price set out above is the closing price of the Shares on the ASX on 8 October 2018.
  - (viii) The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
  - (ix) The Company has not issued any Equity Securities in the 12 months prior to 8 October 2018 that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1 or 7.4.
  - (x) The issue of Equity Securities under the 10% 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.
  - (xi) 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.
  - (xii) This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
  - (xiii) 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%.
  - (xiv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- (c) 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.

The Equity Securities may be issued under the 10% Placement Capacity commencing from the date of the Annual General Meeting until the earlier of:

- (i) the date that is 12 months after the date of the Annual General Meeting; and
- (ii) the date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to that nature of scale of activities) or Listing Rule 11.2 (disposal of main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid).

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

- (d) The Company may issue the Equity Securities under the 10% Placement Capacity for the following purposes:
  - (i) cash consideration. If Equity Securities are issued for cash consideration, the Company intends to use the funds raised towards driving the growth of the peer-to-peer marketplaces through marketing, public relations and product development activities and to pursue investment opportunities that align with the Company's peer-to-peer strategy, supplementing the Company's working capital and covering the costs of the issue of Equity Securities; or
  - (ii) non-cash consideration for the settlement of liabilities of the Group or the acquisition of complementary assets and investments. If Equity Securities are issued for non-cash consideration, the Company will comply with Listing Rule 7.1A.3 in relation to such issue and will release the valuation of the non-cash consideration to the market.

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

- (e) Allocation policy under the 10% Placement Capacity

The recipients of the Equity Securities to be issued under the 10% 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% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) the methods of raising funds that are available to the Company, including but not limited to, entitlements issues or other issues in which existing security holders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the dilutionary effect of the proposed issue of the Equity Securities on existing Shareholders at the time of proposed issue of Equity Securities;
- (v) the circumstances of the Company, including, but not limited to, the financial situation and solvency of the Company; and
- (vi) advice from professional advisers, including corporate, financial and broking advisers (if applicable).

- (f) Previous approval under ASX Listing Rule 7.1A

- (i) The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its Annual General Meeting held on 23 November 2017 (**Previous Approval**).
- (ii) No securities were issued by the Company under Listing Rule 7.1A pursuant to the Previous Approval; and
- (iii) During the 12-month period preceding the date of the Meeting, the Company also issued a further 20,219,214 Options. This, together with the Shares issued under the Previous Approval, represents approximately 3.10% of the total diluted post-consolidation number of Equity Securities on issue in the Company at the commencement of that 12-month period.
- (iv) 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 Schedule 2.

- (g) Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

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

- (i) 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

- (ii) the information required by Listing Rule 3.10.5A for release to the market.

#### 5.3 Voting Exclusion

A voting exclusion statement is included in the Notice. At the date of the 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 Shareholder will be excluded from voting on Resolution 5.

#### 5.4 Board recommendation

The Board recommends Shareholders vote in favour of the Resolution.

#### 5.5 Voting intention

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

### **6. Resolution 6 – Approval of Change of Constitution**

#### 6.1 General

Section 136(1)(b) of the Corporations Act provides that a company may adopt a new constitution by special resolution passed at a general meeting. Section 136(2) of the Corporations Act provides that a company may repeal its constitution by special resolution passed at a general meeting. A special resolution requires the approval of 75% of the votes cast by shareholders entitled to vote at the general meeting.

Resolution 6 is a special resolution which will enable the Company to adopt the Proposed Constitution which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and ASX Listing Rules.

The Directors believe that it is preferable in the circumstances to replace the Existing Constitution with the Proposed Constitution rather than to amend and insert a multitude of specific provisions.

The Proposed Constitution is a broadly consistent with the provisions of the existing Constitution. Many of the proposed changes are administrative or minor in nature.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Memorandum, however, a summary of the proposed material changes is set out in Schedule 3.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary ([shareholder@collaboratecorp.com](mailto:shareholder@collaboratecorp.com)). Shareholders are invited to contact the Company if they have any queries or concerns.

#### 6.2 Board Recommendation

The Board do not believe the proposed changes to the Constitution in anyway disadvantage shareholders and therefore unanimously recommend that Shareholders vote in favour of Resolution 6.

#### 6.3 Voting Intention

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

## GLOSSARY

\$ means an Australian dollar.

**10% Placement Capacity** has the meaning given in Section 5.1.

**Annual General Meeting** means the annual general meeting the subject of this Notice.

**Annual Report** has the same meaning as Financial Report.

**AEDT** means Australian Eastern Daylight Time.

**ASX** means ASX Limited (ACN 008 624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited.

**ASX Listing Rules** and **Listing Rules** mean the official listing rules of ASX.

**Auditor** means the Company's auditor from time to time, at the date of the Notice, being HLB Mann Judd (WA Partnership).

**Auditor's Report** means the auditor's report on the Financial Report.

**Board** means the board of directors of the Company.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** or **Collaborate** means Collaborate Corporation Limited (ACN 066 153 982).

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a Director of the Company and **Directors** means the directors of the Company.

**Directors' Report** means the annual directors' report prepared under Chapter 2M of the Corporations Act.

**Eligible Entity** means an entity that, at the date of the relevant general meeting:

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

**Equity Securities** 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.

**Explanatory Memorandum** means this explanatory memorandum accompanying the Notice of Annual General Meeting.

**Financial Report** means the annual financial report of the Company and its controlled entities prepared under Chapter 2M of the Corporations Act.

**Group** means the Company and its subsidiaries.

**Key Management Personnel** 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.

**Meeting** means the meeting of Shareholders convened by the Notice of Annual General Meeting.

**Notice** or **Notice of Meeting** means the notice of annual general meeting accompanying this Explanatory Memorandum.

**Option** means an option which entitles the holder to subscribe for one Share.

**Optionholder** means an option holder of the Company.

**Ordinary Securities** has the meaning set out in the ASX Listing Rules.

**Plan** has the meaning given to that term in Resolution 4.

**Proxy Form** means a proxy form attached to the Notice.

**Remuneration Report** means the remuneration report as contained in the Directors' report section of the Company's annual financial report for the year ended 30 June 2018.

**Schedule** means a schedule to the Explanatory Memorandum.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a shareholder of the Company.

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

**Variable A** means "A" as set out in the formula in ASX Listing Rule 7.1A(2).

## SCHEDULE 1

### Key Terms and Conditions of the Employee Incentive Option Plan

- (a) **Eligibility:** Participants in the Plan may be:
- (i) a Director (whether executive or non-executive) of the Company, its subsidiaries and any other related body corporate of the Company (**Group Company**);
  - (ii) a full or part time employee of any Group Company;
  - (iii) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1000 (or any amendment to or replacement of that Class Order) (**Class Order**); or
  - (iv) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a Participant under clauses (a), (b) or (c) above,
- who is declared by the Board to be eligible to receive grants of Options under the Plan (**Participants**).
- (b) **Offer:** The Board may, from time to time, in its absolute discretion, make a written offer to any Participant (including a Participant who has previously received an offer) to apply for up to a specified number of Options, upon the terms set out in the Plan and upon such additional terms and conditions as the Board determines.
- (c) **Plan limit:** The Company must have reasonable grounds to believe, when making an offer, that the number of Shares to be received on exercise of Options offered under an offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.
- (d) **Issue price:** unless the Options are quoted on the ASX, Options issued under the Plan will be issued for no more than nominal cash consideration.
- (e) **Vesting Conditions:** An Option may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Option.
- (f) **Vesting:** The Board may in its absolute discretion (except in respect of a Change of Control occurring where Vesting Conditions are deemed to be automatically waived) by written notice to a Participant, resolve to waive any of the Vesting Conditions applying to Options due to
- (i) the Participant ceasing to be a Participant due to death or total and permanent disability; or
  - (ii) a Change of Control occurring; or
  - (iii) the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.
- (g) **Lapse of an Option:** An Option will lapse upon the earlier to occur of:
- (i) an unauthorised dealing in the Option;
  - (ii) a Vesting Condition in relation to the Option is not satisfied by its due date, or becomes incapable of satisfaction, unless the Board exercises its discretion to vest the Option (eg due to death, total and permanent disability);
  - (iii) in respect of unvested Option only, a Participant ceases to be a Participant, unless the Board exercises its discretion to vest the Right (eg due to death, total and permanent disability) or allow the unvested Options to remain unvested after the relevant person ceases to be a Participant;
  - (iv) in respect of vested Options only, a relevant person ceases to be a Participant and the Option granted in respect of that person is not exercised within one (1) month (or such later date as the Board determines) of the date that person ceases to be a Participant;
  - (v) the Board deems that an Option lapses due to fraud, dishonesty or other improper behaviour of the Participant;

- (vi) the Company undergoes a change in control or winding up, and the Board does not exercise its discretion to vest the Option;
  - (vii) the expiry date of the Option; and
  - (viii) the 7 year anniversary of the date of grant of the Option.
- (h) **Not transferrable:** Options are only transferrable with the prior written consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death to the participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy.
- (i) **Shares:** Shares resulting from the exercise of the Options shall, subject to any Sale Restrictions (refer below) from the date of issue, rank on equal terms with all other Shares on issue.
- (j) **Quotation of Shares:** If Shares of the same class as those issued upon exercise of Options issued under the Plan are quoted on the ASX, the Company will, subject to the ASX Listing Rules, apply to the ASX for those Shares to be quoted on ASX within 10 business days of the later of the date the Shares are issued and the date any restriction period applying to the disposal of Shares ends.
- (k) **Share Sale Restrictions:** The Board may, in its discretion, determine at any time up until exercise of Options, that a restriction period will apply to some or all of the Shares issued to a Participant (or their eligible nominee) on exercise of those Options up to a maximum of seven (7) years from the grant date of the Options.
- (l) **No Participation Rights:** There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.
- (m) **Reorganisation:** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of a Option are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (n) **Amendments:** Subject to express restrictions set out in the Plan and complying with the Corporations Act, ASX Listing Rules and any other applicable law, the Board may at any time by resolution amend or add to all or any of the provisions of the Plan, or the terms or conditions of any Option granted under the Plan including giving any amendment retrospective effect.

**Definitions:** Capitalised terms used in the above summary are as defined in the Plan, including:

**Change of Control** means:

- a bona fide Takeover Bid is declared unconditional and the bidder has acquired a Relevant Interest in at least 50.1% of the Company's issued Shares;
- a court approves, under section 411(4)(b) of the Corporations Act, a proposed compromise or arrangement for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- in any other case, a person obtains Voting Power in the Company which the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board.

**SCHEDULE 2**

**Issues of Equity securities since 19 November 2017:**

Date	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price and discount to Market Price on the date of issue <sup>1</sup>	Form of consideration	Use of funds or intended use of funds for remaining consideration <sup>8</sup>
Issue: 23 November 2017 Appendix 3B: 23 November 2017	7,000,000	Unquoted Officer A Options <sup>2</sup>	Directors and an officer of the Company	No issue price (non-cash consideration)	Issued to directors and an officer of the Company pursuant to shareholders approval obtained at the AGM held on 23 November 2017.  Current value: \$81,606 <sup>3</sup>	Not applicable.
Issue: 23 November 2017 Appendix 3B: 23 November 2017	10,500,000	Unquoted Officer B Options <sup>4</sup>	Directors and an officer of the Company	No issue price (non-cash consideration)	Issued to directors and an officer of the Company pursuant to shareholders approval obtained at the AGM held on 23 November 2017.  Current value: \$77,285 <sup>5</sup>	Not applicable.
Issue: 3 September 2018 Appendix 3B: 3 September 2018	2,719,214	Unquoted Employee Options <sup>6</sup>	Employees of the Company	No issue price (non-cash consideration)	Issued to employees of the Company under Collaborate's Employee Incentive Option Plan ( <b>Plan</b> ). The Plan was approved by shareholders at the AGM held on 30 November 2015.  Current value: \$20,683 <sup>7</sup>	Not applicable.

**Notes:**

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the trading day of the date of issue of the relevant Equity Securities.
2. Officer A Options, exercisable at \$0.0494 each, with an expiry date of 23 November 2020, unquoted. The terms and conditions were disclosed in the ASX announcement dated 23 November 2017.
3. In respect of the Officer A Options issued 23 November 2017, the valuation was prepared internally and based on the Black-Scholes methodology.
4. Officer B Options, exercisable at \$0.0792 each, with an expiry date of 23 November 2020, unquoted. The terms and conditions were disclosed in the ASX announcement dated 23 November 2017.
5. In respect of the Officer B Options issued 23 November 2017, the valuation was prepared internally and based on the Black-Scholes methodology.
6. Employee Options, exercisable at \$0.0211 each, with an expiry date of 3 September 2021, unquoted. The terms and conditions were disclosed in the ASX announcement dated 3 September 2018.
7. In respect of the Employee Options issued 3 September 2018, the valuation was prepared internally and based on the Black-Scholes methodology.
8. There were no amounts raised from issues of Equity Securities listed in Schedule 2.

## SCHEDULE 3

### Summary of material changes to the Existing Constitution

*All clause references referred to in this Schedule related to the Proposed Constitution unless stated otherwise.*

#### **Partial (proportional) takeover provisions (new clause 35)**

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.

#### **Information required by section 648G of the Corporations Act**

##### *Effect of proposed proportional takeover provisions*

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

##### *Reasons for proportional takeover provisions*

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

##### *Knowledge of any acquisition proposals*

As at the date of this Notice of Meeting, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

##### *Potential advantages and disadvantages of proportional takeover provisions*

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (b) assisting in preventing Shareholders from being locked in as a minority;
- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (a) proportional takeover bids may be discouraged;
- (b) lost opportunity to sell a portion of their Shares at a premium; and
- (c) the likelihood of a proportional takeover bid succeeding may be reduced.

If you are attending the meeting  
in person, please bring this with you  
for Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]  
[EntityRegistrationDetailsLine2Envelope]  
[EntityRegistrationDetailsLine3Envelope]  
[EntityRegistrationDetailsLine4Envelope]  
[EntityRegistrationDetailsLine5Envelope]  
[EntityRegistrationDetailsLine6Envelope]

## [HolderNumber]

Holder Number:  
[HolderNumber]

## Vote by Proxy: CL8

Your proxy voting instruction must be received by **3:00pm (AEDT) on Saturday, 17 November 2018**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY VOTE ONLINE

## Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



### SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

#### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

#### VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

#### DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

#### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

#### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

#### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all of the Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

#### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

#### ATTENDING THE MEETING

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

#### POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, 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.

