

# VIENTO

## VIENTO GROUP LIMITED

ABN 79 000 714 054

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

**DATE OF MEETING**

24 December 2014

**TIME OF MEETING**

9.30am WST

**PLACE OF MEETING**

Viento Group Limited  
Level 1  
76 Hasler Road  
Osborne Park, Western Australia

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

# NOTICE OF GENERAL MEETING

**NOTICE** is hereby given that a General Meeting of Viento Group Limited ("**Company**") will be held at the Viento Group Limited, Level 1, 76 Hasler Road, Osborne Park, Western Australia on Wednesday 24 December 2014 at 9.30am WST ("**General Meeting**").

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

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

## AGENDA

### 1. **RESOLUTION 1 – APPROVAL OF THE ISSUE OF SECURITIES TO DEMOL INVESTMENTS PTY LTD AS TRUSTEE FOR THE DEMOL INVESTMENT TRUST**

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

*"That pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve:*

- (a) the issue of 5,850,000 ordinary fully paid ordinary shares;*
- (b) the issue of 5,612,780 Category A Unlisted Options (being Unlisted Options to subscribe for ordinary fully paid shares at an exercise price of 33 cents each between 31 July 2015 and 31 December 2017); and*
- (c) the issue of 5,000,000 Category B Unlisted Options (being Unlisted Options to subscribe for ordinary fully paid shares at an exercise price of 36 cents each between 31 July 2016 and 31 December 2019);*

*to Demol Investments Pty Ltd as trustee for the Demol Investment Trust, on the terms and conditions set out in the Explanatory Memorandum."*

#### **Short Explanation**

Demol is an entity controlled by Mr Robert Steven De Mol, who retired as a director of the Company on 28 August 2014. As such, Demol is a Related Party of the Company. Accordingly, Shareholder approval is sought for the issue of Shares and Unlisted Options set out in the resolution above, to Mr Robert Steven De Mol (or his nominee) pursuant to Listing Rule 10.11. Refer to section 3.2 for a detailed explanation of Listing Rule 10.11.

#### **Voting Exclusion Statement**

The Company will disregard any votes cast on this Resolution by Demol and Anton Bekker in his capacity as trustee of the Bekker Family Trust and any of their Associates. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by a person chairing the General Meeting as a proxy for a person who is entitled to vote, in accordance with directions on the proxy form.

**2. RESOLUTION 2 – APPROVAL OF THE ISSUE OF SECURITIES TO MR ANTON BEKKER AS TRUSTEE OF THE BEKKER FAMILY TRUST**

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

*“That pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve:*

- (a) the issue of 650,000 ordinary fully paid shares;*
- (b) the issue of 623,642 Category A Unlisted Options (being Unlisted Options to subscribe for ordinary fully paid shares at an exercise price of 33 cents each between 31 July 2015 and 31 December 2017); and*
- (c) the issue of 555,556 Category B Unlisted Options (being Unlisted Options to subscribe for ordinary fully paid shares at an exercise price of 36 cents each between 31 July 2016 and 31 December 2019),*

*to Mr Anton Bekker in his capacity as trustee of the Bekker Family Trust, on the terms and conditions set out in the Explanatory Memorandum.”*

**Short Explanation**

Shareholder approval is sought for the issue of the above securities to Mr Anton Bekker in his capacity as trustee of the Bekker Family Trust pursuant to Listing Rule 7.1, so that the Viento Board retains maximum flexibility to issue Equity Securities under its 15% annual placement capacity. Refer to section 4.2 for a detailed explanation of Listing Rule 7.1.

**Voting Exclusion Statement**

The Company will disregard any votes cast on this Resolution by Demol and Anton Bekker in his capacity as trustee of the Bekker Family Trust and any of their Associates. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by a person chairing the General Meeting as a proxy for a person who is entitled to vote, in accordance with directions on the proxy form.

**TERMS**

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

## PROXIES

1. A Shareholder who is unable to attend and vote at the General Meeting may appoint a proxy by completing and returning the attached proxy form in the manner provided below. The proxy need not be a Shareholder of the Company.
2. A Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes (with any fractions being disregarded).
3. Forms to appoint proxies, and a power of attorney (if any) under which they are signed, must be lodged not less than 48 hours before the time of the General Meeting as follows:
  - by hand: Viento Group Limited  
160 Lakes Road  
Hazelmere, WA 6055; or
  - by mail: Viento Group Limited  
PO Box 1546  
Midland DC, WA 6936; or
  - by email: [info@vientogroup.com](mailto:info@vientogroup.com)
  - by fax: 08 9274 0061

Proxy forms must be returned by 9.30am WST on Monday 22 December 2014 to be effective. **Proxy forms received later than this time will be invalid.**

Your proxy form is enclosed.

## CORPORATE REPRESENTATIVES

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

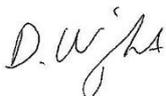
The representative should bring to the General Meeting evidence of their appointment, including any authority under which the appointment is signed.

## ATTENDANCE AND VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those persons who are registered as Shareholders as at 4.00pm WST on Monday 22 December 2014.

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

## BY ORDER OF THE BOARD OF DIRECTORS



**Damian Wright**  
**COMPANY SECRETARY**  
24 November 2014

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

## **1 INTRODUCTION**

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

## **2. BACKGROUND TO RESOLUTIONS 1 AND 2**

### **2.1 Agreement to acquire HVLV**

On 2 January 2014 Viento announced the acquisition of HVLV Pty Ltd ("**HVLV**"), under the terms of a Share and Convertible Note Sale Agreement between Viento as purchaser, Demol Investments Pty Ltd as trustee of the Demol Investment Trust ("**Demol**") and Mr Anton Bekker as trustee of the Bekker Family Trust as vendors (together, the "**Vendors**") and others dated 20 December 2013 ("**Agreement**").

A summary of the terms of the Agreement is set out below:

- (a) The Vendors agreed to sell to Viento 100% of the issued shares (on an ex-dividend basis) and convertible notes in HVLV.
- (b) The consideration for the purchase comprised the following (payable to the Vendors in proportion to their respective shareholdings in HVLV):
  - (i) an initial cash payment of \$3,800;
  - (ii) a deferred cash payment totalling \$3 million (together with interest at a rate of 5% per annum accruing daily) payable on 31 March 2015 ("**Deferred Cash Payment**");
  - (iii) the issue of the 7,966,667 Shares – these have been issued to the Vendors;
  - (iv) the issue of 11,839,936 notes convertible into Shares at a conversion price of 30 cents per note ("**Tranche 1 Notes**") – these have been issued to the Vendors;
  - (v) the issue of 6,236,422 notes convertible into Shares at a conversion price of 33 cents per note ("**Tranche 2 Notes**") – these have been issued to the Vendors; and
  - (vi) the issue of 5,555,556 notes convertible into Shares at a conversion price of 36 cents per note ("**Tranche 3 Notes**") – these have been issued to the Vendors.
- (c) The directors of HVLV declared a fully franked dividend for the value of \$7 million declared on 20 December 2013, which was paid to the Vendors at Settlement.
- (d) HVLV repaid the existing shareholder loans from the Vendors to HVLV totalling \$1,337,391 at Settlement.
- (e) Mr Robert Steven De Mol being appointed to the Viento Board of Directors.
- (f) Viento entered into a consulting agreement with Mr Robert Steven De Mol to provide ongoing services to HVLV.
- (g) Mr Anton Bekker, HVLV's General Manager, agreed to enter into a new employment agreement with HVLV for a five (5) year term.
- (h) Viento replaced Mr Robert Steven De Mol as guarantor for the existing HVLV bank guarantee facility (with the consent of Commonwealth Bank of Australia).

## **2.2 Revisions to the consideration under the Agreement**

Having regard to the financial performance and position of HVLV, the Vendors and Viento agreed to revise the consideration payable under the Agreement by mutual consent as follows:

- (a) the Tranche 1 Notes, Tranche 2 Notes and Tranche 3 Notes are cancelled (however, in respect of the Tranche 1 Notes the cancellation is legally effected by amending the terms of the Tranche 1 notes so that those notes, subject to shareholder approval, comprise only an entitlement to be issued 6,500,000 fully paid ordinary Shares);
- (b) subject to Shareholder approval, the following securities ("**New Securities**") being issued to the Vendors (in their respective proportions):
  - (i) 6,500,000 Shares (effected through the conversion of the Tranche 1 Notes). Of these Shares 5,850,000 are proposed to be issued to Demol and 650,000 are proposed to be issued to Mr Anton Bekker as trustee for the Bekker Family Trust;
  - (ii) 6,236,422 Unlisted Options exercisable at 33 cents each from 31 July 2015 to on or before 31 December 2017. Of these Unlisted Options 5,612,780 are proposed to be issued to Demol and 623,642 are proposed to be issued to Mr Anton Bekker as trustee of the Bekker Family Trust;
  - (iii) 5,555,556 Unlisted Options exercisable at 36 cents each from 31 July 2016 to on or before 31 December 2019. Of these Unlisted Options 5,000,000 are proposed to be issued to Demol and 555,556 are proposed to be issued to Mr Anton Bekker as trustee of the Bekker Family Trust; and
- (d) the Deferred Cash Payment shall not be payable (except that if the New Securities are not issued by 16 February 2015, the Deferred Cash Payment (excluding interest) will become payable on 17 February 2015). If payable, the Deferred Cash Payment will be paid as to \$2,700,000 to Demol and as to \$300,000 to Mr Anton Bekker as trustee of the Bekker Family Trust.

Once the revised consideration is paid, the obligations of the parties under the Agreement will be satisfied and fulfilled.

## **3. RESOLUTION 1 – APPROVAL OF THE ISSUE OF SECURITIES TO DEMOL INVESTMENTS PTY LTD AS TRUSTEE FOR THE DEMOL INVESTMENT TRUST**

### **3.1 Background**

The background to Resolution 1 is set out in section 2.1 and 2.2 of this Explanatory Memorandum.

### **3.2 ASX Listing Rule 10.11**

ASX Listing Rule 10.11 provides that, unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not, without the approval of shareholders, issue or agrees to issue, Equity Securities to a Related Party, or a person whose relationship with the entity or a Related Party is, in ASX's opinion, such that approval should be obtained.

The following New Securities are proposed to be issued to Demol:

- (a) 5,850,000 Shares;
- (b) 5,612,780 Category A Unlisted Options; and
- (c) 5,000,000 Category B Unlisted Options.

Demol is an entity controlled by Mr Robert Steven De Mol, who was a director of Viento from 2 January 2014 until 28 August 2014. Accordingly, Demol is a Related Party of Viento, by virtue of having been a Director within the last 6 months.

As the above securities are proposed to be issued to a Related Party of Viento, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances and as such, Shareholder approval is sought for the issue of above securities to Demol.

### 3.3 Information Requirements under Listing Rule 10.13

Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting requesting shareholder approval under Listing Rule 10.11. For the purposes of Listing Rule 10.13, the following information is provided to Shareholders:

**(a) The name of the person to be issued securities**

Demol Investments Pty Ltd as trustee of the Demol Investment Trust.

**(b) The maximum number of securities to be issued or the formula for calculating the number of securities to be issued to the person**

Demol is to be issued:

- (i) 5,850,000 Shares;
- (ii) 5,612,780 Category A Unlisted Options; and
- (iii) 5,000,000 Category B Unlisted Options,  
(together the **Demol Securities**).

**(c) The date by which the entity will issue the securities, which must not be more than one (1) month after the date of the meeting**

The Demol Securities will be issued on a date which will be no later than one (1) month after the date of the General Meeting, or such later date as approved by ASX. It is anticipated that all of the New Securities (including the Demol Securities) will be issued on one date.

**(d) If the person is not a director, a statement of the relationship between the person and the director that requires the approval to be obtained.**

Demol is a Related Party of Viento by virtue of being an entity controlled by Mr Robert Steven De Mol, who was a Director of Viento in the previous six months (resigning 28 August 2014).

**(e) The price of the securities and a statement of the terms of the issue.**

The Demol Securities are proposed to be issued as part of the consideration for the Vendors agreeing to revise the consideration payable under the Agreement. No amounts are payable to Viento by Demol in relation to the issue of the Demol Securities.

The terms on which those securities will be issued, is set out below:

- (i) the 5,850,000 Shares will be issued as fully paid ordinary shares on the same terms, and rank pari passu with, the fully paid ordinary shares of Viento currently on issue;
- (ii) the 5,612,780 Category A Unlisted Options will be unlisted options over ordinary fully paid shares in Viento, exercisable at 33 cents each from 31 July 2015 to on or before 31 December 2017, and otherwise on the terms set out in Annexure A; and
- (iii) the 5,000,000 Category B Unlisted Options will be unlisted options over ordinary fully paid shares in Viento, exercisable at 36 cents each from 31 July 2016 to on or before 31 December 2019, and otherwise on the terms set out in Annexure A.

**(f) A voting exclusion statement**

Viento will disregard any votes cast on this Resolution by Demol and any of its Associates. However, Viento need not disregard a vote if:

- (i) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by a person chairing the General Meeting as a proxy for a person who is entitled to vote, in accordance with directions on the proxy form.

**(g) The intended use of the funds raised**

No funds will be raised through the issue of the Demol Securities.

If approval is given for the issue of the Demol Securities under Listing Rule 10.11 approval is not required under Listing Rule 7.1. Accordingly, the issue of the Demol Securities will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

**3.4 Director's recommendation**

Messrs Munro, Silverthorne and Farrell (who have no interest in the outcome of Resolution 1) recommend that Shareholders vote in favour of Resolution 1 as it is part of a reduced acquisition price for the acquisition of HVLV.

**3.5 Other information that is reasonably required by shareholders to make a decision and that is known to the Company or any of its Directors**

**(a) Consequences of not approving Resolutions 1 and 2**

If Shareholders do not approve Resolutions 1 and 2 the New Securities will not be issued. In those circumstances, the Deferred Cash Consideration (excluding interest) will become payable on 17 February 2015, and it is likely that Viento will need to raise capital to meet this payment obligation. There is no guarantee that Viento will be able to raise capital (whether debt or equity) on terms that are comparable with the terms relating to the issue of the New Securities.

**(b) Changes in the issued capital of Viento**

The following table sets out the issued capital of Viento prior to Viento and the Vendors agreeing to revise the consideration payable under the Agreement, and following the issue of the New Securities (assuming Resolutions 1 and 2 are approved). If the New Securities are issued as proposed, the effect will be to dilute the shareholding of existing Shareholders. However, on a fully diluted basis the total number of Equity Securities on issue will be reduced as a result of the issue of the New Securities.

Type of Security	Securities on issue prior to revision to consideration under of Agreement	Securities on issue following issue of New Securities
Shares	89,871,511	96,371,511
Options	13,326,664	25,118,642
Convertible notes	23,631,914	-
<b>Total securities (on a fully diluted basis)</b>	<b>126,830,089</b>	<b>121,490,153</b>

**(c) Combined interest of Demol and Mr Anton Bekker**

Following the issue of the New Securities, Demol will hold 17,194,189 Shares and Mr Anton Bekker as trustee of the Bekker Family Trust will hold 1,446,667 Shares (together, being approximately 19.3% of the issued share capital of Viento).

**(d) Trading price of Viento Shares**

The following table provides the highest, lowest and latest price of the Shares trading on ASX over the past 12 months ending on 20 November 2014:

Security	Highest Price (\$)	Date of Highest Price	Lowest Price (\$)	Date of Lowest Price	Latest Price on 20/11/2014 (\$)
Shares	0.38	02/01/2014	0.09	20/11/2014	0.09

**(e) Related Party Transaction**

For a public company to give a financial benefit to a Related Party of the public company, the public company must obtain shareholder approval in the manner set out in sections 217 to 227 of the Corporations Act and give the financial benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in section 210 and 216 of the Corporations Act.

Section 210 of the Corporations Act provides that a public company does not need to obtain shareholder approval to give a financial benefit to a Related Party if the giving of the financial benefit would be reasonable in the circumstances if the Related Party and the entity were dealing at arm's length (or on terms less favourable to the Related Party).

The Viento Board is of the view that the proposed issue of the New Securities to Demol is on terms that would be no more favourable to Demol than terms that would be reasonable in the circumstances if Demol and Viento were dealing at arm's length. As such, the Viento Board does not propose to seek Shareholder approval for the issue of the New Securities for the purposes of Chapter 2E of the Corporations Act.

Neither the Directors nor the Company are aware of any other information that would be reasonably required by Shareholders to make a decision in relation to the Resolution 1.

**4. RESOLUTION 2 - APPROVAL OF THE ISSUE OF SECURITIES TO ANTON BEKKER AS TRUSTEE FOR THE BEKKER FAMILY TRUST**

**4.1 Background**

The background to Resolution 2 is set out in section 2.1 and 2.2 of this Explanatory Memorandum.

**4.2 ASX Listing Rule 7.1**

ASX Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue during any 12 month period any Equity Securities if the number of those securities exceeds 15% of the total ordinary securities on issue at the commencement of that 12 month period.

The following New Securities are proposed to be issued to Mr Anton Bekker (or his nominee):

- (a) 650,000 fully paid ordinary Shares;
- (b) 623,642 Category A Unlisted Options; and
- (c) 555,556 Category B Unlisted Options.

None of the exceptions contained in ASX Listing Rule 7.2 apply to the proposed issue of the above Equity Securities to Mr Anton Bekker as trustee of the Bekker Family Trust. Accordingly, the Directors are seeking Shareholder approval in accordance with ASX Listing Rule 7.3 to issue the above Equity Securities to Mr Anton Bekker as trustee of the Bekker Family Trust under ASX Listing Rule 7.1 so that:

- (d) all of the New Securities can be issued – this is because the issue of securities proposed under Resolution 1 and Resolution 2 are inter-conditional; and
- (e) Viento maintains flexibility to issue Equity Securities within its 15% annual placement capacity and, if approved by Shareholders at the annual general meeting to be held 28 November 2014, the 10% Enhanced Placement Facility following the issue of the New Securities.

#### **4.3 Information Requirements under Listing Rule 7.3**

Listing Rule 7.3 sets out a number of matters which must be included in a notice of meeting requesting shareholder approval under Listing Rule 7.1. For the purposes of Listing Rule 7.3, the following information is provided to shareholders:

**(a) The maximum number of securities the entity is to issue (if known) or the formula for calculating the number of securities the entity is to issue**

Viento proposes to issue the following securities to Mr Anton Bekker as trustee of the Bekker Family Trust:

- (i) 5,850,000 Shares;
  - (ii) 5,612,780 Category A Unlisted Options; and
  - (iii) 5,000,000 Category B Unlisted Options,
- (together, the **Bekker Securities**).

**(b) The date by which the entity will issue the securities**

The Bekker Securities will be issued on a date which will be no later than 3 months after the date of the General Meeting.

**(c) The issue price of the securities**

The Bekker Securities are proposed to be issued as part of the consideration for the Vendors agreeing to revise the consideration payable under the Agreement. No amounts are payable to Viento by Mr Anton Bekker as trustee of the Bekker Family Trust in relation to the issue of the Bekker Securities.

**(d) The names of the persons to whom the entity will issue the securities (if known) of the basis upon which those persons will be identified or selected.**

The Bekker Securities are to be issued to Mr Anton Bekker in his capacity as trustee of the Bekker Family Trust.

**(e) The terms of the securities.**

The terms of the Bekker Securities are the same as the terms of the Demol Securities, as set out in section 3.3(e) above.

**(f) The intended use of the funds.**

No funds will be raised through the issue of the Bekker Securities.

**(g) The issue date, or a statement that the issue will occur progressively.**

The Bekker Securities are to be issued following Shareholders approving Resolutions 1 and 2. A date is not currently set for the issue of the Bekker Securities. However, as set out in section 4.3(c) above, the Bekker Securities will be issued on a date which will be no later than 3 months after the date of the General Meeting, and it is anticipated that all of the New Securities (including the Bekker Securities) will be issued on one date.

**(h) A voting exclusion statement**

Viento will disregard any votes cast on this Resolution by Mr Anton Bekker and any of his Associates. However, Viento need not disregard a vote if:

- (i) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by a person chairing the General Meeting as a proxy for a person who is entitled to vote, in accordance with directions on the proxy form.

**4.4 Director's recommendation**

Messrs Munro, Silverthorne and Farrell (who have no interest in the outcome of Resolution 2) recommend that Shareholders vote in favour of Resolution 2 as it is part of a reduced acquisition price for the acquisition of HVLV.

**4.5 Other information that is reasonably required by Shareholders to make a decision and that is known to the Company or any of its Directors**

The information set out in section 3.5(a) to (d) above applies equally to Resolution 2.

Neither the Directors nor Viento are aware of any other information that would be reasonably required by Shareholders to make a decision in relation to Resolution 2.

## GLOSSARY

<b>Agreement</b>	means the share and convertible note acquisition agreement between Viento, Demol, Anton Bekker as trustee of the Bekker Family Trust and others dated 20 December 2013 as described in section 2.1 of this Explanatory Memorandum
<b>Associate</b>	has the meaning given to it by sections 12 to 16 of the Corporations Act
<b>ASX</b>	means ASX Limited (ABN 98 008 624 691) or the market that it operates (as the context requires)
<b>Bekker Securities</b>	has the meaning given in section 4.3 of this Explanatory Memorandum
<b>Board</b>	means the board of Directors of the Company
<b>Category A Unlisted Options</b>	means Unlisted Options having the terms specified in the second row of the table in section 2 of Annexure A
<b>Category B Unlisted Options</b>	means Unlisted Options having the terms specified in the second row of the table in section 2 of Annexure A
<b>Chairman</b>	means the individual acting as chairperson of the General Meeting
<b>Company or Viento</b>	means Viento Group Limited ABN 79 000 714 054
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth)
<b>Deferred Cash Payment</b>	has the meaning given in section 2.1(b)(ii) of this Explanatory Memorandum
<b>Demol</b>	means Demol Investments Pty Ltd as trustee of the Demol Investment Trust
<b>Demol Securities</b>	has the meaning given in section 3.3(b) of this Explanatory Memorandum
<b>Directors</b>	means the directors of the Company
<b>Equity Securities</b>	includes a Share, a right to a Share or option, an option, a convertible security and any security that ASX decides to classify as an equity security
<b>Explanatory Memorandum</b>	means the explanatory notes accompanying the Notice prepared for the information of Shareholders in connection with the business to be transacted at the General Meeting
<b>General Meeting</b>	means the General Meeting of the Company convened by this Notice to be held at 9.30am WST on Wednesday, 24 December 2014
<b>HVLV</b>	means HVLV Pty Ltd ABN 96 140 720 654
<b>Listing Rules</b>	means the ASX Listing Rules
<b>New Securities</b>	has the meaning given in section 2.2(b) of this Explanatory Memorandum
<b>Notice</b>	means the notice of general meeting which accompanies the Explanatory Memorandum
<b>Related Party</b>	has the meaning contained in section 228 of the Corporations Act
<b>Resolution</b>	means a resolution referred to in the Notice

<b>Settlement</b>	means settlement of the transactions contemplated by the Agreement, which occurred on 2 January 2014
<b>Share</b>	means a fully paid ordinary share in the capital of the Company
<b>Shareholder</b>	means a registered holder of one or more Shares
<b>Tranche 1 Notes</b>	has the meaning given in section 2.1(b)(iv) of this Explanatory Memorandum
<b>Tranche 2 Notes</b>	has the meaning given in section 2.1(b)(v) of this Explanatory Memorandum
<b>Tranche 3 Notes</b>	has the meaning given in section 2.1(b)(vi) of this Explanatory Memorandum
<b>Unlisted Option</b>	means an option to be issued pursuant to Resolution 1 or Resolution 2, on the terms set out in Annexure A, comprising Category A Unlisted Options and Category B Unlisted Options.
<b>Vendors</b>	means Demol and Bekker
<b>WST</b>	means Australian Western Standard Time

## ANNEXURE A

### TERMS AND CONDITIONS OF UNLISTED OPTIONS

1. Each Unlisted Option will be issued, subject to Shareholder approval, as part of revised consideration for the acquisition of HVLV Pty Ltd pursuant to an agreement between Viento, Demol, Bekker and others dated 14 November 2014.
2. The Unlisted Options have the exercise price and exercise commencement and expiry dates as set out below:

<b>Unlisted Option</b>	<b>Exercise Price</b>	<b>Exercise Commencement Date</b>	<b>Expiry Date</b>
Category A	\$0.33	31.07.2015	31.12.2017
Category B	\$0.36	31.07.2016	31.12.2019

3. Each Unlisted Option entitles the Unlisted Option holder ("**Option Holder**") to subscribe for and be issued one fully paid ordinary share ("**Share**") in the capital of the Company at the exercise price for the relevant Unlisted Option.
4. The Unlisted Options are exercisable on or after the relevant Exercise Commencement Date and prior to 5.00pm WST on the relevant Expiry Date ("**Exercise Period**") by the delivery to the registered office of the Company of a notice in writing ("**Exercise Notice**") stating the intention of the Option Holder to exercise all or a specified number of Unlisted Options held by it and payment of the Exercise Price to the Company in immediately available funds. An Unlisted Option not exercised before the Expiry Date will lapse. The Exercise Notice must be received by the Company during the relevant Exercise Period. An exercise of only some Unlisted Options shall not affect the rights of the Option holder to the balance of the Unlisted Options held by it. The Unlisted Options must be exercised in multiples of 1,000, unless the Option Holder exercises all Unlisted Options able to be exercised at that time.
5. The Unlisted Options may only be exercised during the relevant Exercise Period.
6. The Unlisted Options are not transferable and will not be listed for official quotation on the ASX.
7. The Company shall issue the Shares and deliver a statement of shareholdings with a holders' identification number within the time specified by the ASX Settlement Operating Rules.
8. Notwithstanding any other terms and conditions, all Unlisted Options may be exercised:
  - (a) during a Bid Period;
  - (b) at any time after a Change in Control Event has occurred; or
  - (c) on an application under section 411 of the Corporations Act if a court orders a meeting to be held concerning 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.
9. All shares issued upon exercise of the Unlisted Options will rank *pari passu* in all respects with the Company's then issued shares except for any rights attaching to the shares by reference to a record date prior to the date of their issue.
10. The Company will apply for official quotation by ASX of all Shares issued upon exercise of the Unlisted Options within the time specified by Listing Rules. Further, the Company will use its reasonable endeavours to issue a cleansing statement or other disclosure document to enable on-sale of the Shares issued upon exercise of the Unlisted Options within a reasonable period of time following the issue of those Shares.

11. There are no participating rights or entitlements inherent in the Unlisted Options and the Option Holder will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Unlisted Options unless the Unlisted Options are first exercised in accordance with these terms and conditions. However, the Company will ensure that for the purpose of determining entitlement to any such issue, the books closing date will be in accordance with Listing Rules which allows sufficient time after the issue is announced. This will give the Option Holder the opportunity to exercise the Unlisted Options prior to the date for determining entitlements to participate in any such issue.
12. Subject to paragraph 13, if the Company makes a bonus share issue, a rights issue or any other similar issue of rights of entitlement, there will be no adjustment to the exercise price, the number of Shares per Unlisted Option or any other terms of the Unlisted Options.
13. In the event of any reorganisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company prior to the Expiry Date, the rights of the Option Holder including the number of Unlisted Options or the exercise price of the Unlisted Options or both will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
14. In these terms and conditions:

“**Bid Period**” in relation to a takeover bid in respect of shares in the Company, means the period referred to in the definition of that expression in Section 9 of the Corporations Act provided that where a takeover bid is publicly announced prior to the service of a bidder’s statement on the Company in relation to that takeover bid, the Bid Period shall be deemed to have commenced at the time of the announcement;

“**Change of Control Event**” means a shareholder, or a group of associated shareholders, becoming entitled to sufficient shares in the Company to give it or them the ability and that ability is successfully exercised, in a general meeting, to replace all or a majority of the Board of the Company; and

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

**PROXY FORM**

**APPOINTMENT OF PROXY  
VIENTO GROUP LIMITED  
ABN 79 000 714 054**

«HOLDER\_NAME»  
«ADDRESS\_LINE\_1»  
«ADDRESS\_LINE\_2»  
«ADDRESS\_LINE\_3»  
«ADDRESS\_LINE\_4»  
«ADDRESS\_LINE\_5»  
«POSTOS\_CODE»

HCN/SRN NUMBER: «HOLDER\_NUMBER»

**NOTICE OF MEETING**

I/We

of

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

Name of proxy

OR  the Chair as my/our proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the Proxy sees fit, at the Meeting to be held at Viento Group Limited, Level 1, 76 Hasler Road Osborne Park, Western Australia on 24 December 2014 at 9.30 am (WST), and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all resolutions being considered at the Meeting.**

<b>Voting on business of the Meeting</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Resolution 1 – Approval of the Issue of Securities to Demol Investments Pty Ltd as trustee for the Demol Investment Trust	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Approval of the Issue of Securities to Anton Bekker as trustee for the Bekker Family Trust	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing the proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

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

**Signature of Shareholder(s):** \_\_\_\_\_ **Date:** \_\_\_\_\_

**Individual or Shareholder 1**

**Shareholder 2**

**Shareholder 3**

**Sole Director/Company Secretary**

**Director**

**Director/Company Secretary**

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

## Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
  - **(Individual):** Where the holding is in one name, the Shareholder must sign.
  - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
  - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
  - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) By hand to Viento Group Limited, 160 Lakes Road Hazelmere WA, Australia, 6055;
  - (b) post to Viento Group Limited, PO Box 1546, Midland DC WA, Australia, 6936;
  - (c) by email: [info@vientogroup.com](mailto:info@vientogroup.com); or
  - (d) Fax: 08 9274 0061

so that it is received not less than 48 hours prior to commencement of the Meeting (being 9.30am (WST) on 22 December 2014).

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