



Notice of Annual General Meeting

[Reverse Corp Limited's 2014 Annual Report is now available online at the following website:
<http://www.reversecorp.com.au/annual-report.htm>]

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of REVERSE CORP LIMITED ABN 16 085 949 855 will be held on the Level 18, King George Central, 145 Ann Street, Brisbane QLD 4000 on Thursday 30 October 2014 at 12:00 pm.

Business

1. RECEIPT OF ACCOUNTS AND REPORTS

To receive and consider the Financial Report and the Reports of the Directors and the Auditor in respect of the year ended 30 June 2014.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING ORDINARY RESOLUTIONS:

2. ADOPTION OF THE REMUNERATION REPORT

"That the Remuneration Report for the year ended 30 June 2014 be adopted."

3. RE-ELECTION OF DIRECTOR – MR RICHARD BELL

"That Mr Peter Ritchie, a Director retiring in accordance with Clause 6.3 of the Constitution of Reverse Corp Limited, being eligible, is re-elected as a Director of Reverse Corp Limited"

4. RE-ELECTION OF DIRECTOR – MR STEPHEN JERMYN

"That Mr Stephen Jermyrn, a Director retiring in accordance with Clause 6.3 of the Constitution of Reverse Corp Limited, being eligible, is re-elected as a Director of Reverse Corp Limited"

5. OTHER BUSINESS

To transact any other business which lawfully may be brought forward.

Proxies

A member entitled to attend and vote at the Annual General Meeting may appoint a proxy and, if entitled to cast two or more votes, is entitled to appoint two proxies. Where two proxies are appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. In the absence of any appointment of voting rights, each proxy shall be taken to be able to exercise 50 percent of the member's voting rights. A proxy need not be a member of the Company. A member may appoint an individual or a body corporate to act as its proxy. If a body corporate is appointed as proxy, the body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the meeting.

Unless instructed otherwise, the Chairman intends to vote proxies in favour of the resolutions before the meeting.

By order of the Board

Dion Soich
Company Secretary

Explanatory Memorandum

This Explanatory Memorandum has been prepared to assist members to understand the business to be put to members at the Annual General Meeting and forms part of the Notice of Meeting.

1. Financial Statements and Member Questions

The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2014 will be laid before the meeting. These reports are contained in the Company's Annual Report which is available at www.reversecorp.com.au/shareholder/annual-report. There is no requirement for members to approve these reports. However, the Chairman will allow a reasonable opportunity for members to ask questions or make comments about the reports. Members will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

2. Remuneration Report

It is a requirement under the *Corporations Act 2001* that the Directors' Report (as contained in the 2014 Annual Report) include a Remuneration Report that discloses information with respect to the Company's remuneration policy and details of the remuneration of Company officers and executives.

The Remuneration Report is set out on pages 7 to 12 of the Directors' Report in the Company's 2014 Annual Report. The report:

- explains the Company's remuneration framework for its executives;
- discusses how the remuneration framework aligns reward with achievement of key financial objectives and creation of value for shareholders;
- sets out remuneration details for each Director, the Company's other key management personnel and five highest paid executives;
- provides details on all equity instruments provided as remuneration to each Director and the Company's other key management personnel and five highest paid executives.

The Corporations Act 2001:

- requires that a resolution that the Remuneration Report be adopted must be put to the vote at the company's Annual General Meeting; and
- provides that the vote on this resolution is advisory only and does not bind the Directors or the Company.

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

Under recent amendments to the *Corporations Act 2001* listed companies that receive 25 per cent or more 'no' votes on the resolution for the adoption of Remuneration Report in two consecutive years must put to shareholders a board 'spill resolution' at the AGM where the second 'no' vote is received. In the scenario where a spill resolution is carried, existing

directors (other than the Managing Director) would be required to resign and stand for re-election at a meeting of shareholders unless the directors have been replaced by new directors.

The Board recommends that shareholders vote in favour of this Resolution. The Chairman of the Meeting intends to vote all available proxies to the extent expressly authorised in favour of this Resolution.

Voting exclusion statement

The Company will disregard any votes cast on Item 2 by the Directors and their associates and other Key Management Personnel (KMP) (being persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly) and each of their closely related parties (including spouses, children, dependants or other family members, and companies controlled by the KMP). However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or if it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form.

3. Re-election of Director – Mr Peter Ritchie

Non-executive Director, Mr Peter Ritchie, retires by rotation and offers himself for re-election.

Mr Ritchie has been Reverse Corp's Chairman since inception in 1999. Mr Ritchie was previously the founding Director, Chief Executive and Chairman of McDonald's Australia Limited. Mr Ritchie is currently Deputy Chairman of Seven Group Holdings Limited and Chairman of Mortgage Choice Limited.

Mr Ritchie is 72 years of age, has a Bachelor of Commerce and is a Fellow of the Certified Practising Accountants of Australia. He serves as Chairman of the Remuneration and Nomination Committee and is a member of the Audit and Risk Committee.

The Board recommends the re-election of Mr Ritchie. The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

4. Re-election of Director – Mr Stephen Jermyn

Non-executive Director, Mr Stephen Jermyn, retires by rotation and offers himself for re-election.

Mr Jermyn was appointed to the Board of Reverse Corp in 2005. Mr Jermyn previously joined the Board of Directors of McDonald's Australia in 1986 and was appointed Executive Vice President in 1993. In 1999 he was appointed Deputy Managing Director. He stepped down from executive duties at McDonald's in 2005. Mr Jermyn is currently a Director of Mortgage Choice Limited.

Mr Jermyn is 65 years of age and is a retired Fellow of the Certified Practising Accountants of Australia. He serves as Chairman of the Audit and Risk Committee and is a member of Remuneration and the Nomination Committee.

The Board recommends the re-election of Mr Jermyn. The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.



By mail:
Reverse Corp Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: 1300 544 474

PROXY FORM

I/We being a member(s) of Reverse Corp Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐

the Chairman
of the Meeting
(mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy.

Failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at **12:00pm on Thursday, 30 October 2014 at Level 18, King George Central, 145 Ann Street, Brisbane QLD 4000** (the Meeting) and at any postponement or adjournment of the Meeting. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

STEP 2

VOTING DIRECTIONS

Resolution 1

Adoption of the Remuneration Report

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Resolution 2

Re-Election of Director -
Mr Peter Ritchie☐☐☐

Resolution 3

Re-Election of Director -
Mr Stephen Jermyn☐☐☐

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

REF PRX401R



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in 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 a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **12:00pm on Tuesday, 28 October 2014**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE > www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



by mail:

Reverse Corp Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**