



**FIRSTFOLIO LIMITED**

**ABN 43 002 612 991**

**Notice of Annual General Meeting  
Explanatory Statement  
Proxy Form**

**Annual General Meeting of Firstfolio Limited to be held at:**

**MGSM Conference Centre,  
Level 7, 37 Pitt Street, Sydney NSW 2000**

**on Friday 28 November 2014 commencing at 9.30am (AEDT)**

This Notice of Annual General Meeting and Explanatory Statement 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 ANNUAL GENERAL MEETING

The Annual General Meeting of the shareholders (**Shareholders**) of Firstfolio Limited (**Company**) will be held at MGSM Conference Centre, Level 7, 37 Pitt Street, Sydney New South Wales on Friday, 28 November 2014 at 9.30am AEDT.

The Explanatory Statement which accompanies and forms part of this Notice of Annual General Meeting describes the matters to be considered at the Annual General Meeting.

## ORDINARY BUSINESS

### A. ACCOUNTS AND REPORTS:

To table the financial report of the Company and the related reports of the directors and auditors for the financial year ended 30 June 2014 and to provide Shareholders with the opportunity to raise any issues or ask any questions generally of the directors.

### B. RESOLUTIONS:

#### 1. RESOLUTION 1: RE-ELECTION OF MR ERIC DODD

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

*“That Mr Eric Dodd, being a director of the Company, retires by rotation in accordance with clause 16.1 of the Company’s Constitution and being eligible and having signified his candidature for the office, be re-elected as a director of the Company.”*

#### 2. RESOLUTION 2: RE-ELECTION OF MR DAVID WALKER

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

*“That for the purpose of Listing Rule 14.4 and clause 13.2 of the Company’s Constitution, Mr David Walker, being a director of the Company appointed on 21 October 2014 and being eligible and having signified his candidature for the office, be re-elected as a director of the Company.”*

#### 3. RESOLUTION 3: ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as a **non-binding resolution**:

*“That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the remuneration report as set out in the directors’ report in the Annual Report for the financial year ended 30 June 2014 (**Remuneration Report**).”*

### Voting exclusion

The Company will disregard any votes cast on Resolution 3 by any member of the Key Management Personnel (as defined in the Corporations Act, see explanation below) of the Company details of whose remuneration are included in the remuneration report, or a closely related party of such member. However, the Company will not disregard any votes cast on Resolution 3 by such person if:

- (a) the person is acting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

- (b) the person is the Chairman of the Annual General Meeting voting an undirected proxy and their appointment expressly authorises the Chairman to exercise the proxy even though Resolution 3 is connected with the remuneration of the key management personnel of the Company.

If you are a member of the Key Management Personnel of the Company or a closely related party of such person (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

***Key Management Personnel***

Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of Key Management Personnel include directors and certain senior executives.

By Order of the Board

Dustine Pang  
Company Secretary

Dated: **28 October 2014**

## **EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared for Shareholders to provide information regarding the items of business to be considered at the Annual General Meeting to be held at 9.30am on Friday 28 November 2014.

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

### **A. ACCOUNTS AND REPORTS:**

The financial report, directors' report and auditor's report for the Company for the financial year ended 30 June 2014 will be laid before the meeting.

There is no requirement for Shareholders to approve those reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about those reports and the management of the Company.

Shareholders will also be given a reasonable opportunity to ask the auditor (Deloitte Touche Tohmatsu, who will be present at the Annual General Meeting), questions about the conduct of the audit and the preparation and content of the auditor's report.

### **B. RESOLUTIONS:**

#### **1. RESOLUTION 1 – RE-ELECTION OF MR ERIC DODD**

##### **1.1. Background**

Rule 16 of the Constitution requires not less than one third of directors (excluding the Managing Director) to retire each year (by rotation). Mr Eric Dodd retires this year in accordance with this rule and is permitted to seek re-election. Personal particulars for Mr Dodd are set out in the Board of Directors' information included in the Annual Report.

##### **1.2. Directors' recommendation**

The Directors, other than Mr Eric Dodd, recommend that Shareholders vote in favour of Resolution 1.

#### **2. RESOLUTION 2 – RE-ELECTION OF MR DAVID WALKER**

##### **2.1. Background**

Rule 13.2 of the Constitution and ASX Listing Rule 14.4 require 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 Company.

Mr David Walker was appointed as a Non-executive Director of the Company on 21 October 2014, following the resignation of Mr Gregory Pynt as a Director of the Company on 17 October 2014. Mr Walker now seeks re-election as a Director at this Annual General Meeting.

Prior to his appointment, Mr Walker acted as an alternate director of the Company from 9 July 2013 to 7 September 2013 and from 5 May 2014 to 16 June 2014. Mr Walker is a corporate and commercial lawyer with over 24 years experience. He is currently a Principal of Allion Legal in Sydney. Mr Walker is not a director of any other listed company and does not hold any shares in the Company.

Notwithstanding that Allion Legal provides professional services to the Company, the Board considers Mr Walker to be an independent director.

## **2.2. Directors' recommendation**

The Directors, other than Mr David Walker, recommend that Shareholders vote in favour of Resolution 2.

## **3. RESOLUTION 3 – ADOPTION OF REMUNERATION REPORT**

### **3.1. Background**

A copy of the Company's Remuneration Report for the year ended 30 June 2014 is set out in the Company's Annual Report for the financial year ended 30 June 2014 and is also available on the Company's website at [www.firstfolio.com.au](http://www.firstfolio.com.au).

The Remuneration Report includes an explanation of the Company's remuneration policies and the remuneration arrangements in place for directors and certain executives whose remuneration arrangements are required by law to be disclosed.

As required by the *Corporations Act 2001* (Cth) (**Corporations Act**), a non-binding resolution to adopt the Remuneration Report is to be put to Shareholders at the meeting. The vote on this resolution is advisory only and does not bind the directors of the Company. However, the Corporations Act provides that if the Company's Remuneration Report resolution receives a "no" vote of 25% or more of votes cast at the Annual General Meeting, the Company's subsequent remuneration report must explain the Board of Directors (**Board**)'s proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes. The Board will take into account the outcome of the vote when considering the remuneration policy, even if it receives less than a 25% "no" vote.

In addition, the Corporations Act sets out a "two strikes" re-election process. Under the "two strikes" re-election process, if the Company's Remuneration Report receives a "no" vote of 25% or more of all votes cast at two consecutive annual general meetings (that is, "two strikes"), a resolution (the "spill resolution") must be put to the second annual general meeting, requiring Shareholders to vote on whether the Company must hold another general meeting (known as the "spill meeting") to consider the appointment of all of the directors who must stand for re-appointment (other than the Managing Director). If the spill resolution is approved at the annual general meeting by a simple majority of 50% or more of the eligible votes cast, the spill meeting must be held within 90 days of that second annual general meeting (unless none of the directors, other than the Managing Director, stand for re-appointment).

The Company's remuneration report did not receive a "no" vote of 25% or more at the Company's previous annual general meeting held on 27 November 2013.

Further information will be provided on the "spill resolution" and "spill meeting" for any annual general meeting at which the Company may face a "second strike".

### **3.2. Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

## GENERAL NOTES

### Voting by proxy

The Chairman of the Meeting intends to vote undirected proxies **for** the proposed resolutions.

A Shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the Shareholder is entitled to cast two or more votes at the meeting, two proxies to attend and vote instead of the Shareholder.

Where two proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights at the meeting. If the vote split is not specified, it is deemed to be equally divided between the two proxies.

A proxy need not be a Shareholder of the Company.

A proxy form accompanies this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a certified copy of that power or authority, not less than 48 hours before the time for holding the Annual General Meeting, namely, by 9:30am AEDT on 26 November 2014, at:

- (a) the Company's offices at Level 9, 50 Bridge Street, Sydney, New South Wales, 2000; or
- (b) by facsimile on (02) 9240 8961; or
- (c) by facsimile on (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555; or
- (d) by mail to Computershare Investor Services Pty Limited, GPO Box 242 Melbourne, Victoria 3001 Australia or using the enclosed reply paid envelope; or
- (e) you may also submit your proxy form online at [www.investorvote.com.au](http://www.investorvote.com.au). You will need your Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) which is printed in the attached proxy form.

### Explanatory Statement

An Explanatory Statement accompanies this Notice of Annual General Meeting containing information about the business referred to in this Notice of Annual General Meeting and should be read in conjunction with this Notice of Annual General Meeting.

### Voting Entitlement

A determination has been made by the Company's Board in accordance with Regulation 7.11.37 of the Corporations Act that those persons who are registered as the holders of shares in the Company at 7.00pm AEDT on 26 November 2014 will be taken to be the holders of shares for the purposes of determining voting entitlements at the meeting.

## CERTIFICATE OF APPOINTMENT OF CORPORATE REPRESENTATIVE

### Shareholder Details

This is to certify that by a resolution of the Directors of:

..... (**Company**),  
Insert name of Shareholder Company

the Company has appointed:

.....,  
Insert name of corporate representative

in accordance with the provisions of section 250D of the Corporations Act, to act as the body corporate representative of that Company at the general meeting of the members of Firstfolio Limited to be held on 28 November 2014 commencing at 9.30am (AEDT) and at any adjournments of that general meeting.

DATED ..... 2014

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### Please sign here

Executed by the Company )  
in accordance with its constituent )  
documents )

.....  
Signed by authorised representative

.....  
Signed by authorised representative

.....  
Name of authorised representative (print)

.....  
Name of authorised representative (print)

.....  
Position of authorised representative (print)

.....  
Position of authorised representative (print)

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### Instructions for Completion

- Insert name of appointing Shareholder Company and the name or position of the appointee corporate representative (eg "John Smith" or "each director of the Company").
- Execute the Certificate following the procedure required by your Constitution or other constituent documents.
- Print the name and position (eg director) of each authorised company officer who signs this Certificate on behalf of the Company.
- Insert the date of execution where indicated.
- Prior to the Meeting, send or deliver the Certificate to the registered office of Firstfolio Limited at Level 9, 50 Bridge St, Sydney, New South Wales 2000, or by fax to 9240 8961.







**FirstFolio Limited**  
ABN 43 002 612 991

## Lodge your vote:



**Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)



**By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

000001 000 FFF  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

**[www.investorvote.com.au](http://www.investorvote.com.au)**



**Cast your proxy vote**



**Access the annual report**



**Review and update your securityholding**

**Your secure access information is:**

**Control Number: 999999**

**SRN/HIN: I999999999**

**PIN: 99999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

**For your vote to be effective it must be received by 9.30am (AEDT) on Wednesday, 26 November 2014**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form →**

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

☐

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark ☒ to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Firstfolio Limited hereby appoint

☐ the Chairman of the Meeting

 OR 

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Firstfolio Limited to be held at MGSM Conference Centre, Level 7, 37 Pitt Street, Sydney NSW 2000 on Friday, 28 November 2014 at 9.30am (AEDT) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 3 (except where I/we have indicated a different voting intention below) even though Item 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 3 by marking the appropriate box in step 2 below.

## STEP 2 Items of Business

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

	For	Against	Abstain
1. Re- election of Mr Eric Dodd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr David Walker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /