



NOTICE OF ANNUAL GENERAL MEETING

to be held at 4.00pm AEST
on Wednesday 27 May 2015
at The Radisson Blu Hotel Sydney
27 O'Connell Street,
SYDNEY NSW 2000

Shareholders who have elected not to receive a printed copy of the Company's 2014 Annual Report may obtain a copy from the Company's website www.iproperty-group.com under Investor Relations

Registered Office:
C/- Australian Company Secretaries Pty Ltd
GPO Box 4231, Sydney NSW 2001
Suite 806 Level 8
70 Pitt Street
SYDNEY NSW 2000
Australia

Telephone +61 2 9239 0277

Notice is hereby given that the Annual General Meeting ("the Meeting") of iProperty Group Limited ("the Company") will be held at 4.00pm AEST on Wednesday, 27 May 2015 at The Radisson Blu Hotel, 27 O'Connell Street, Sydney NSW 2000.

ORDINARY BUSINESS

Consideration of Financial Report

To consider the Financial Report and the reports of the Directors and Auditor for the year ended 31 December 2014.

Neither the Corporations Act 2001 nor the Company's Constitution requires a vote of shareholders on the annual report or financial statements. However, shareholders will be given the opportunity to ask questions or make comments on the annual report at the meeting.

Remuneration Report

Resolution 1 Adoption of Remuneration Report:

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

"That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors' Report of the Company for the year ended 31 December 2014 be adopted, details of which are set out in the explanatory notes to resolution 1 in the notice of meeting."

- *This resolution is advisory only and does not bind the Company or the directors.*
- *When reviewing the Company's remuneration policies the directors will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting.*
- *If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director / CEO) must stand for re-election.*

Election of Directors

Resolution 2 Election of Mr Owen Wilson as a Director

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

"That Mr Owen Wilson, who was appointed as an additional Director during the year, retires in accordance with the Constitution and, being eligible, offers himself for election, be elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 2 in the notice of meeting."

Resolution 3 Re-election of Mr Lucas Elliott as a Director

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

"That Mr Lucas Elliott, being a Director of the Company, retires by rotation in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 3 in the notice of meeting."

Other Business**Resolution 4 Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4 - issue of shares to vendors of ThinkOfLiving.com**

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

“That, in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 675,570 fully paid ordinary shares in the capital of the Company, details of which are set out in the explanatory notes to resolution 4 in the notice of meeting.”

Resolution 5 Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4 - issue of shares to REA Austin Pty Ltd

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

“That, in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 167,838 fully paid ordinary shares in the capital of the Company, details of which are set out in the explanatory notes to resolution 5 in the notice of meeting.”

Resolution 6 Approval to issue ordinary shares to Mr Patrick Grove in accordance with Listing Rule 7.1 and 10.11

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

“That approval be given for the purposes of ASX Listing Rule 10.11 and all other purposes to allot and issue to Mr Patrick Grove or his nominee fully paid ordinary shares in accordance with the terms summarised in the explanatory notes to resolution 6 in the notice of meeting.”

Resolution 7 Approval to issue ordinary shares to Mr John Armstrong in accordance with Listing Rule 7.1 and 10.11

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

“That approval be given for the purposes of ASX Listing Rule 10.11 and all other purposes to allot and issue to Mr John Armstrong or his nominee fully paid ordinary shares in accordance with the terms summarised in the explanatory notes to resolution 7 in the notice of meeting.”

Resolution 8 Approval to issue ordinary shares to Mr Lucas Elliott in accordance with Listing Rule 7.1 and 10.11

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

“That approval be given for the purposes of ASX Listing Rule 10.11 and all other purposes to allot and issue to Mr Lucas Elliott or his nominee fully paid ordinary shares in accordance with the terms summarised in the explanatory notes to resolution 8 in the notice of meeting.”

Resolution 9 Approval to issue ordinary shares to Mr Nicholas Geddes in accordance with Listing Rule 7.1 and 10.11

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

“That approval be given for the purposes of ASX Listing Rule 10.11 and all other purposes to allot and issue to Mr Nicholas Geddes or his nominee fully paid ordinary shares in accordance with the terms summarised in the explanatory notes to resolution 9 in the notice of meeting.”

Resolution 10 Approval to issue ordinary shares to Mr Georg Chmiel in accordance with Listing Rule 7.1 and 10.11

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

“That approval be given for the purposes of ASX Listing Rule 10.11 and all other purposes to allot and issue to Mr Georg Chmiel or his nominee fully paid ordinary shares in accordance with the terms summarised in the explanatory notes to resolution 10 in the notice of meeting.”

Resolution 11 Approval to issue ordinary shares to Mr Roland Tripard in accordance with Listing Rule 7.1 and 10.11

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

“That approval be given for ASX Listing Rule 10.11 and all other purposes to allot and issue to Mr Roland Tripard or his nominee Shares in accordance with the terms summarised in the explanatory notes to resolution 11 in the notice of meeting.”

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'N J V Geddes', with a stylized flourish at the end.

N J V Geddes
Company Secretary

21st April 2015

VOTING EXCLUSIONS

In accordance with the Corporations Act 2001 and the Australian Securities Exchange Listing Rules, the Company makes the following statement:

The Company will disregard any votes cast on:

Resolution 1:

By:

- a) A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) A closely related party of such a member.

However, a person described above may cast a vote on the resolution if:

- The person does so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution;
- The vote is not cast on behalf of a person described in subparagraphs (a) or (b) above; and
- The vote is cast by the Chairman, as the nominated proxy for a person who is permitted to vote, with express authorisation given to the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the key management personnel of the Company.

Resolution 4:

By:

- a) Banyan Vision Pte Ltd, Lavender Lifestyle Pte Ltd and Greenpac Nature Pte Ltd, (Vendors of ThinkOfLiving.com, Thailand) and
- b) Any of their associates (within the meaning of the Corporations Act 2001)

Resolution 5:

By:

- a) REA Austin Pty Ltd
- b) Any of its associates (within the meaning of the Corporations Act 2001)

Resolution 6:

By:

- a) Mr Patrick Grove; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 7:

By:

- a) Mr John Armstrong; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 8:

By:

- a) Mr Lucas Elliott; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 9:

By:

- a) Mr Nicholas Geddes; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 10:

By:

- a) Mr Georg Chmiel; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 11:

By:

- a) Mr Roland Tripard; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

However, the entity 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
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

EXPLANATORY NOTES

These Explanatory Notes have been prepared for the shareholders of iProperty Group Limited to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held on Wednesday, 27 May 2015.

With the exception of Resolution 1, all of the resolutions to be voted on are ordinary resolutions. Resolution 1 is a non-binding resolution. An ordinary resolution requires a simple majority of votes cast by shareholders entitled to vote on the resolution in order for it to be carried.

If appropriate and if time permits, the Chairman will discuss significant issues raised by shareholders prior to the Meeting and will invite questions and comments from shareholders on these key issues and any other appropriate and relevant matters that shareholders would like to raise at the Meeting.

In addition, a reasonable opportunity will be given to members present at the Meeting to ask the Company's auditor, Ernst & Young, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor. If you would like to submit a written question to Ernst & Young before the Meeting on any of the foregoing matters, please send your question to the Company Secretary, Nick Geddes, at ngeddes@austcosec.com.au before 19 May 2015.

If you have a more general issue or question that you would like discussed at the Meeting, please write to the Company Secretary, Nick Geddes, at the above address.

How will the Chairman vote as proxy if the Shareholder has not directed the Chairman to vote?

The Chairman intends to vote in favour of all Resolutions. If a Shareholder appoints the Chairman of the Annual General Meeting as proxy and does not direct the Chairman how to vote on a Resolution then, if that Shareholder is entitled to vote on that Resolution, the Chairman will vote in favour of that Resolution.

Resolution 1 - Adoption of the Remuneration Report

Consistent with section 250R of the Corporations Act, the Company submits to shareholders for consideration and adoption, by way of a non-binding resolution, its Remuneration Report for the year ended 31 December 2014.

The Remuneration Report is a distinct section of the annual Directors' Report which deals with the remuneration of Directors and Executives (which includes senior management) of the Company. The Remuneration Report can be located in the Company's Annual Report.

The Remuneration Report discusses the Company's policy on remuneration of Directors and Key Management Personnel and the link between remuneration and the Company's performance. Remuneration for Directors and Key Management Personnel has been established with reference to independent external benchmark references and within the context of a highly competitive employment market for skilled IT and marketing personnel in South-East Asia.

The resolution is advisory only and does not bind the Company or its Directors. The Board will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting when reviewing the Company's remuneration policies. If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director / CEO) must stand for re-election. The Company encourages all shareholders to cast their votes on Resolution 1 (Adoption of Remuneration Report).

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the meeting is appointed as your proxy and you have not directed the Chairman how to vote on Resolution 1 by signing and returning the Proxy Form, the Shareholder is considered to have provided an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

Resolution 2 - Election of Mr Owen Wilson as a Director

Pursuant to clause 13.7 of the Constitution Mr Wilson will retire by rotation and seeks election.

Mr Wilson was appointed to the Board on 12 January 2015.

Mr Wilson is the Chief Financial Officer of the ASX-listed REA Group, responsible for leading all aspects of the finance portfolio for the Group across Australia, Europe and Asia.

Prior to joining REA Group in September 2014, Mr Wilson was the Chief Financial Officer and Company Secretary at Chandler MacLeod Group Ltd, leading the Finance and Mergers & Acquisition functions. Mr Wilson was responsible for financial and ASX reporting, management reporting, performance management of the business, investor relations, mergers & acquisitions, along with treasury and cash flow management.

Previously Mr Wilson was with ANZ for 15 years in several strategic roles, including Head of Retail Banking - Asia, responsible for ANZ's retail banking branches, credit card businesses and banking partnerships across Asia. Prior to this Mr Wilson had a successful career with KPMG in Melbourne and London.

Mr Wilson holds a Bachelor of Commerce and is a member of the Institute of Chartered Accountants in Australia.

As at the date of the Notice of Meeting, REA Group holds 37,321,778 ordinary shares in iProperty Group Limited, representing 19.90% of the share capital.

The Board of Directors (excluding Mr Wilson) unanimously supports the election of Mr Wilson as a Director.

Resolution 3 – Re-election of Mr Lucas Elliott as a Director

Pursuant to clause 13.11 of the Constitution Mr Elliott will retire and seeks re-election.

Mr Elliott was appointed to the Board on 3 February 2010.

Mr. Elliott, a founding shareholder of the iProperty Group's majority shareholder, Catcha Group, has 12 years of Asian online experience, and is one of the region's leading experts in migrating advertising and content models to the new media arena. His experience lies in developing fast moving online business models, monetizing online media assets and executing corporate transactions including mergers and acquisitions, capital raisings and public listings. Mr. Elliott currently serves as the Executive Director of Catcha Group, responsible for its corporate finance and investment activities.

Mr. Elliott has a Bachelor of Commerce degree with a major in Finance from the University of Sydney.

The Board of Directors (excluding Mr Elliott) unanimously supports the re-election of Mr Elliott as a Director.

Resolution 4 – Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4- issue of shares to vendors of ThinkOfLiving.com

ASX Listing Rules 7.1 imposes a cap on the number of securities that a company may issue within the 12 month period. ASX Listing Rule 7.4 provides that an issue of equity securities made without shareholder approval under Listing Rule 7.1 is treated as having been made with shareholder approval for the purposes of Listing Rule 7.1 if the holders of ordinary securities subsequently approve it, and the issue did not breach Listing Rule 7.1. The issue of the shares described below did not breach any Listing Rules and shareholder ratification of the issue is now sought.

In order to restore the Company's capacity to issue shares, it is proposed that the members ratify the issue of fully paid ordinary shares as detailed below. Ratification provides the Company flexibility in capital management and allows the Company to make further issues for working capital or for other purposes.

On 1 April 2015, the Company issued 675,570 fully paid ordinary shares at \$2.86 each to the vendors of ThinkofLiving.com, Thailand (Kid Ruang Yu Company Limited) as part of the acquisition consideration

The details of the share issue were as follows:

Person to whom shares were issued	Number of shares	Purpose
Banyan Vision Pte Ltd	393,348	Vendor Payment - acquisition of ThinkofLiving.com, Thailand
Lavender Lifestyle Pte Ltd	218,662	Vendor Payment - acquisition of ThinkofLiving.com, Thailand
Greenpac Nature Pte Ltd	63,560	Vendor Payment - acquisition of ThinkofLiving.com, Thailand

Out of the 675,570 fully paid ordinary shares issued, 337,785 fully paid ordinary shares are subject to a 24 month trading lock.

Resolution 5 – Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4- issue of shares to REA Austin Pty Ltd

Please refer to the general explanation of the reasons for putting this resolution in the first paragraph of the notes to Resolution 4.

On 16 April 2015, the Company issued 167,838 fully paid ordinary shares at \$2.86 each to REA Austin Pty Ltd (REA) as part of the top up right granted to REA under the Business Sale and Purchase Agreement executed between the Company and REA.

The 167,838 fully paid ordinary shares rank pari passu with the existing shares on issue. The funds raised through the issue will be issued for working capital purpose.

Resolutions 6 - 11 - Approval to issue ordinary shares to Directors in accordance with Listing Rule 10.11

Messrs Grove, Armstrong Elliott, Geddes, Chmiel and Tripard (together the Related Parties) all executed Letters of Appointment pursuant to which each of the Related Parties agreed, to provide services to the Company as Non-Executive Directors.

In consideration of the appointments, the Company agreed to pay each of the Related Parties (or an entity nominated by them), the following remuneration:

- (a) Mr Grove:
as non-executive Chairman, the annual rate of \$40,000 in cash and \$40,000 in shares.
- (b) Mr Armstrong:
as a non-executive Director the annual rate of \$30,000 in cash and \$30,000 in shares.
- (c) Mr Elliott:
as a non-executive Director the annual rate of \$30,000 in cash and \$30,000 in shares.

- (d) Mr Geddes:
as a non-executive Director the annual rate of \$30,000 in cash and \$30,000 in shares.
- (e) Mr Chmiel:
as a non-executive Director at the annual rate of \$30,000 paid in cash and \$30,000 paid in shares, prior to his appointment as Managing Director and CEO on 21 April 2014; and payment in shares under the Long Term Incentive as Managing Director and CEO.
- (f) Mr Tripard:
as a non-executive Director the annual rate of \$30,000 in cash and \$30,000 in shares until his resignation on 27 August 2014.

The above cash components of the Director's remuneration have been paid. The share component requires shareholder's approval and subject to that approval, the Company has agreed to pay the following amounts in fully paid ordinary shares:

- a) Mr Grove: \$40,000
- b) Mr Armstrong: \$23,710
- c) Mr Elliott: \$30,000
- d) Mr Geddes: \$30,000
- e) Mr Chmiel: \$9,148 (for his services as a non-executive Director) and \$174,658 (for his services as the Managing Director and CEO) under the Long Term Incentive (vesting immediately) on a pro rata basis from the date of his appointment as the Managing Director and CEO.
- f) Mr Tripard: \$19,677

As the related parties are Directors of the Company, ASX Listing Rule 10.11 requires that shareholder approval for the proposed issue of the shares be obtained and as the issue does not fall into one of the exceptions in ASX Listing Rule 7.2, approval under ASX Listing Rule 7.1 is also required.

Issue of shares to Mr Patrick Grove

The Board, Mr Grove aside, recommends that Members approve the grant of a total of 13,811 fully paid ordinary shares in the capital of the Company to Patrick Grove.

Issue of shares to Mr John Armstrong

The Board, Mr Armstrong aside, recommends that Members approve the grant of a total of 8,816 fully paid ordinary shares in the capital of the Company to John Armstrong.

Issue of shares to Mr Lucas Elliott

The Board, Mr Elliott aside, recommends that Members approve the grant of a total of 10,358 fully paid ordinary shares in the capital of the Company to Lucas Elliott.

Issue of shares to Mr Nicholas Geddes

The Board, Mr Geddes aside, recommends that Members approve the grant of a total of 10,358 fully paid ordinary shares in the capital of the Company to Nicholas Geddes.

Issue of shares to Mr Georg Chmiel

The Board, Mr Chmiel aside, recommends that Members approve the grant of a total of 63,463 (3,159 payable for Director fees and 60,304 payable under the LTI Scheme) fully paid ordinary shares in the capital of the Company to Georg Chmiel.

Issue of shares to Mr Roland Tripard

The Board recommends that Members approve the grant of a total of 6,794 fully paid ordinary shares in the capital of the Company to Roland Tripard.

The proposed grants are in respect of fully paid ordinary shares at a valuation of \$2.8963 per share, being the Volume Weighted Average Price for the period 1 January 2014 to 31 December 2014, that are to be issued as part of Directors' remuneration which provides that 50.00% of their remuneration be paid in the

form of shares in the Company, subject to shareholder approval and priced in line with agreements with directors.

If approved, the shares will comprise a component of the Directors' remuneration. Remunerating Directors in this manner reduces the cash cost to the Company and aligns the reward to Directors with those to shareholders. The fully paid ordinary shares will be issued *pari passu* to existing securities and not subject to any trading lock.

The shares will be issued within one month of the date of the Meeting.

NOTES

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on the member's behalf. If the member is entitled to cast two or more votes at the Meeting, the member may appoint not more than two proxies to attend and vote on the member's behalf.
2. If a member appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the member's votes. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
3. A proxy need not be a member of the Company.
4. To appoint a proxy (or two proxies), a proxy form must be signed by the member or the member's attorney duly authorised in writing. If the member is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or officer duly authorised.
5. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the Meeting. Proxy forms and authorities may be sent to the Company by post, personal delivery, online or by fax:

Hand deliveries: Boardroom Limited
Level 7
207 Kent Street
Sydney NSW 2000

Postal address: Boardroom Limited
GPO Box 3993
Sydney NSW 2001

Online: www.votingonline.com.au/IPPagm2015

Fax number: +61 (02) 9290 9655

provided that members who forward their proxy forms by fax are required to make available the original executed form of the proxy for production, if called upon at the meeting to do so.

6. A corporate shareholder entitled to attend and vote at the Meeting may appoint a body corporate representative to attend and vote for the shareholder. Also, as noted previously, a body corporate may be appointed as a proxy.

iProperty Group Limited will accept the original appointment, a certified copy of the appointment or a certificate from the company giving notice of the appointment as satisfactory evidence of the appointment.

You can lodge your body corporate representative appointment document before the AGM or present the document at the registration desk at the Meeting.

7. For the purposes of the Annual General Meeting, persons on the register of members as at 7.00pm AEST, Monday, 25 May 2015 will be treated as members. This means that if you are not the registered holder of a relevant share at that time, you will not be entitled to vote in respect of that share.

All Correspondence to:

 **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

 **By Fax:** +61 2 9290 9655

 **Online:** www.boardroomlimited.com.au

 **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 4.00 pm AEST on Monday, 25 May 2015.**

TO VOTE ONLINE

STEP 1: VISIT www.votingonline.com.au/IPPagm2015

STEP 2: Enter your holding/investment type:

STEP 3: Enter your Reference Number:

STEP 4: Enter your VAC:

PLEASE NOTE: For security reasons it is important you keep the above information confidential.

BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.


Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.


Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT


Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **4.00 pm AEST on Monday, 25 May 2015**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

 **Online** www.votingonline.com.au/IPPagm2015

 **By Fax** + 61 2 9290 9655

 **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM**STEP 1 APPOINT A PROXY**

I/We being a member/s of **iProperty Group Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **The Radisson Blu Hotel, 27 O'Connell Street, Sydney, NSW 2000 on Wednesday, 27 May 2015 at 4.00 pm AEST** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chairman authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1, 6-11, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of these resolutions even though resolutions 1, 6-11 are connected with the remuneration of a member of key management personnel for iProperty Group Limited.

The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business including resolutions 1, 6-11.

STEP 2 VOTING DIRECTIONS

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

		FOR	AGAINST	ABSTAIN*			FOR	AGAINST	ABSTAIN*
Res 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 7	Approval to issue ordinary shares to Mr John Armstrong in accordance with Listing Rule 7.1 and 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2	Election of Mr Owen Wilson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 8	Approval to issue ordinary shares to Mr Lucas Elliott in accordance with Listing Rule 7.1 and 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 3	Re-election of Mr Lucas Elliott as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 9	Approval to issue ordinary shares to Mr Nicholas Geddes in accordance with Listing Rule 7.1 and 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 4	Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4 - issue of shares to vendors of ThinkOfLiving.com	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 10	Approval to issue ordinary shares to Mr Georg Chmiel in accordance with Listing Rule 7.1 and 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 5	Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4 - issue of shares to REA Austin Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 11	Approval to issue ordinary shares to Mr Ronald Tripard in accordance with Listing Rule 7.1 and 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 6	Approval to issue ordinary shares to Mr Patrick Grove in accordance with Listing Rule 7.1 and 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2015