



**NOTICE OF ANNUAL GENERAL MEETING  
OF PUREPROFILE LIMITED  
(ACN 167 522 901)**

**TAKE NOTICE** that the Annual General Meeting of Shareholders of the Company will be held at the place, date and time specified below:

**Place:** Swaab Attorneys, Level 4, 20 Hunter Street, Sydney NSW 2000 Australia  
**Date:** Tuesday 17 November 2015  
**Time:** 10.00am

**DATED** 15 October 2015

By order of the Board:

Ondine De Meautis  
Company Secretary

[www.pureprofile.com](http://www.pureprofile.com)

## AGENDA

### A. Address by the Chairman

### B. Address by the Chief Executive Officer

### C. To receive the Financial Statements, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 30 June 2015.

### D. Resolutions:

#### 1. Remuneration Report

To consider, and if thought fit, pass as an advisory (non-binding) resolution, with or without amendment, the following:

*"That, the Company adopt the Remuneration Report for the year ended 30 June 2015 in accordance with Section 250R(2) of the Corporations Act."*

*Note: This resolution is advisory only and does not bind the Company or the Directors.*

#### Voting Prohibition Statement:

*In accordance with section 250R(4) of the Act, no member of the Key Management Personnel of the Company or a Closely Related Party of such a member may vote on Resolution 1.*

*However, in accordance with the Act, a person described above may vote on Resolution 1 if:*

- It is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the proxy form how to vote; or*
- It is cast by the Chairman as proxy for a person who is permitted to vote, in accordance with an express direction specified on the proxy form to vote as the proxy decides.*

*If the Chairman is appointed as a proxy for a person who is permitted to vote on this Resolution 1, the Chairman will vote any proxies which do not indicate on their proxy form the way the Chairman must vote, in favour of Resolution 1.*

#### 2. Re-election of Director – Mr Fredrick Swaab

Mr Fredrick Swaab retires as a Director in accordance with the requirement of clause 11.3 of the Constitution. Being eligible, he offers himself for re-election.

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

*"That, Mr Fredrick Swaab, who is retiring in accordance with the Constitution, and who offers himself for re-election, is re-elected as a Director of the Company."*

#### 3. Re-election of Director – Mr Clifford Rosenberg

Mr Clifford Rosenberg retires as a Director in accordance with the requirement of clause 11.11 of the Constitution. Being eligible, he offers himself for re-election.

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

*"That, Mr Clifford Rosenberg, who is retiring in accordance with the Constitution, and who offers himself for re-election, is re-elected as a Director of the Company."*

#### 4. Re-election of Director – Mr Andrew Edwards

Mr Andrew Edwards retires as a Director in accordance with the requirement of clause 11.11 of the Constitution. Being eligible, he offers himself for re-election.

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

*"That, Mr Andrew Edwards, who is retiring in accordance with the Constitution, and who offers himself for re-election, is re-elected as a Director of the Company."*

## 5. Approval of 10% Placement Facility

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

*“That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.”*

### Voting Prohibition Statement

*The Company will disregard any votes cast on Resolution 5 by a person, or any associate of that person, who may participate in the 10% Placement Facility and a person who might obtain a benefit, or any associate of a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed.*

*However, the Company will not disregard a vote if:*

- It is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or*
- It is cast by the Chairman 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.*

## 6. Ratification of Prior Share Allotment – Second Instalment Payment

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

*“That for the purposes of Listing Rule 7.4 and for all other purposes, approval is given for the ratification of the prior issue on 1 September 2015 of 2,420,624 fully paid ordinary shares at an issue price of \$0.40 per share, on the terms and conditions set out in the Explanatory Memorandum.”*

### Voting Prohibition Statement:

*In accordance with section 224 of the Act and the ASX Listing Rules, any person who participated in the issue of the shares, or any associate of any person who participated in the issue of the shares, is prohibited from voting on Resolution 6 and the Company will disregard any votes cast on Resolution 6 by any person who participated in the issue of the shares, or any associate of any person who participated in the issue of the shares.*

*However, the Company will not disregard a vote if:*

- It is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or*
- It is cast by the Chairman 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.*

*If the Chairman is appointed as a proxy for a person who is permitted to vote on this Resolution 6, the Chairman will vote any proxies which do not indicate on their proxy form the way the Chairman must vote, in favour of Resolution 6.*

## 7. Appointment of Auditor

Resolution 7 will be put to the meeting if ASIC has consented to the resignation of Moore Stephens Sydney as the company's auditor. Please see the Explanatory Memorandum for details regarding the resignation of Moore Stephens Sydney.

Pitcher Partners has been nominated pursuant to section 328B(1) of the Corporations Act as a replacement for the current Auditors by Paul Chan.

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

*“That Pitcher Partners is appointed as auditor with effect from the close of the Annual General Meeting and that Pitcher Partners Sydney's signed Consent to Act be received and recorded.”*

## NOTES

### 1. Explanatory Memorandum

The Explanatory Memorandum and the annexure accompanying this Notice of Annual General Meeting are incorporated in and comprise part of this Notice of Annual General Meeting and should be read in conjunction with this Notice of Annual General Meeting.

### 2. Who may vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 7.00pm (AEDT) on 15 November 2015. This means that any Shareholder registered at 7.00pm on 15 November 2015 (AEDT) is entitled to attend and vote at the Meeting.

### 3. Proxies

A Shareholder entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- (a) A proxy need not be a Shareholder.
- (b) If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- (c) If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.
- (d) Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- (e) A Proxy Form accompanies this Notice.
- (f) Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstain from voting.
- (g) If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- (h) The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- (i) If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- (j) The Proxy Form (together with any relevant authority) must be received by no later than 10.00am on 15 November 2015 before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).
- (k) The completed Proxy Form may be:
  - Mailed to the address on the Proxy Form; or
  - Faxed to Pureprofile Limited, Attention Company Secretary, on facsimile number +61 2 9290 9655.

### 4. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

## 5. Voting Intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of the resolutions. In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of the resolution.

**PUREPROFILE LIMITED  
(ACN 167 522 901)**

**EXPLANATORY MEMORANDUM**

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholders of Pureprofile Limited (Company) to be held at 10.00 am on 17 November 2015 at Swaab Attorneys, Level 4, 20 Hunter Street, Sydney, NSW 2000.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

**Explanatory Notes to the Resolutions**

**Resolution 1: Remuneration Report**

The Corporations Act requires that at a listed Company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 30 June 2015.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

**Voting consequences**

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting. All of the Directors of the Company who were in office when the Directors' Report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, other than the Executive Directors of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders will be the Directors of the Company.

This is the Company's first Annual General Meeting as an ASX-listed Company. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

**Voting Restrictions**

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution put to Shareholders that the Remuneration Report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

The Voting Restriction does not apply where:

- (a) The Chairman or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company; or
- (b) the Chairman is appointed in writing (by a Shareholder who is not Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the Chairman to do so.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act.

### **Resolution 2: Re-election of Mr Fredrick Swaab**

The Company's Constitution provides that one third of all existing Directors, excluding the Managing Director, must retire by rotation each annual general meeting. Mr Fredrick Swaab retires and, being eligible, wishes to stand for re-election in accordance with the Company's Constitution. Mr Swaab was appointed as a Director of the Company on 14 January 2014.

Mr Swaab has been the chairman of Pureprofile since its inception in 2000 and has played a key role in guiding Pureprofile's strategy, planning and management. He has been closely involved in raising capital, investor and business relations, and driving Pureprofile's global expansion.

An experienced lawyer and businessman, Mr Swaab is also Chairman of Partners and Swaab Attorneys, a Sydney-based law firm specialising in corporate and commercial law with a special interest in venture capital and private equity initiatives.

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 2.

### **Resolution 3: Re-election of Mr Clifford Rosenberg**

The Company's Constitution provides that any director appointed to fill a casual vacancy holds office only until the next annual general meeting of the Company. Mr Clifford Rosenberg was appointed as a Director to fill a casual vacancy on 12 June 2015. Mr Rosenberg retires and, being eligible, wishes to stand for re-election in accordance with the Company's Constitution.

Mr Rosenberg has spent more than 20 years working at digital companies leading innovation and change in the industry, both as an entrepreneur and senior executive. He is currently the managing Director for LinkedIn South-East Asia, Australia and New Zealand.

Prior to joining LinkedIn, Mr Rosenberg was the Managing Director of Yahoo! Australia and New Zealand, and previously the Founder and Managing Director of iTouch Australia and New Zealand, one of the largest mobile content and application service providers in Australia.

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

### **Resolution 4: Re-election of Mr Andrew Edwards**

The Company's Constitution provides that any director appointed to fill a casual vacancy holds office only until the next annual general meeting of the Company. Mr Andrew Edwards was appointed as a Director to fill a casual vacancy on 12 June 2015. Mr Edwards retires and, being eligible, wishes to stand for re-election in accordance with the Company's Constitution.

Mr Edwards has more than 30 years of marketing experience behind him and is currently the Chairman and CEO of internationally-renowned advertising and marketing agency Leo Burnett Group UK and President of Leo Burnett Central Europe, having held several senior roles within the company since joining in 2003. Prior to his roles for Leo Burnett, Mr Edwards ran Australia's most-awarded direct marketing company, Cartwright Williams.

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 4.

## **Resolution 5: Approval of 10% Placement Facility**

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the AGM (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity. The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer below).

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

### **Description of Listing Rule 7.1A**

#### **a) Shareholder approval:**

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

#### **b) Equity Securities:**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The classes of equity security of the Company at the date of the Notice are ordinary Shares and unlisted Options.

#### **c) Formula for calculating 10% Placement Facility:**

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

**A** is

- the number of Shares on issue 12 months before the date of issue or agreement;
- plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid Shares that became fully paid in the 12 months;
- plus the number of fully paid Shares issued in the 12 months with approval of holders of Shares under Listing Rule 7.1 or 7.4. This does not include an issue of fully paid Shares under the entity's 15% placement capacity without Shareholder approval;
- less the number of fully paid Shares cancelled in the 12 months.

*Notes:*

- (a) *A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity; and*
- (b) *in working out the number of Shares on issue 12 months before the date of issue or agreement (the amount "A" referred to in Listing Rules 7.1 and 7.1A.2), if first quotation of Shares occurred less than 12 months before the date of issue or agreement, the number of Shares is the number of Shares on issue on the date of first quotation.*

**D** is 10%

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

#### **d) Listing Rule 7.1 and Listing Rule 7.1A:**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.



At the date of first quotation, the Company had on issue **57,889,480** Shares. At the date of this Notice, the Company has on issue 60,310,104 Shares. At present, the Company has a capacity to issue a remaining 6,262,798 Equity Securities under Listing Rule 7.1.

**e) Minimum Issue Price:**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in the relevant class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

**f) 10% Placement Period:**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (b) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX (10% Placement Period).

**Listing Rule 7.1A**

The effect of Resolution 5 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

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

**Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 Trading Days on which trades in the relevant class were recorded immediately before:
  - i. the date on which the price at which the Equity Securities are to be issued is agreed; or
  - ii. if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic interest and voting power in the Company will be diluted as shown in the table below. There is a risk that:
  - i. the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date Shareholders provide their approval at the Annual General Meeting; and
  - ii. the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- (a) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue to all Shareholders) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' Meeting; and

- (b) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable A in Listing Rule 7.1.A.2		Dilution		
		0.215 50% decrease in Issue Price	0.43 Issue Price	0.86 100% increase in Issue Price
<b>Current Variable A</b> 60,310,104 Shares	<b>10% Voting Dilution</b>	6,031,010	6,031,010	6,031,010
	<b>Funds Raised</b>	\$1,296,667	\$2,593,334	\$5,186,669
<b>50% increase in current Variable A</b> 90,465,156 Shares	<b>10% Voting Dilution</b>	9,046,516	9,046,516	9,046,516
	<b>Funds Raised</b>	\$1,945,001	\$3,890,002	\$7,780,003
<b>100% increase in current Variable A</b> 120,620,208 Shares	<b>10% Voting Dilution</b>	12,062,021	12,062,021	12,062,021
	<b>Funds Raised</b>	\$2,593,334	\$5,186,669	\$10,373,338

The table has been prepared on the following assumptions:

- (a) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
  - (b) That Resolution 6 under this Notice is carried.
  - (c) None of the 3,371,000 unlisted Options that the Company currently has on issue are exercised into Shares before the date of the issue of the Equity Securities.
  - (d) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
  - (e) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
  - (f) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% Placement capacity under Listing Rule 7.1.
  - (g) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
  - (h) The issue price is \$0.43, being the closing price of the Shares on ASX on 11 September 2015.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 5 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

- (d) The Company may seek to issue the Equity Securities for the following purposes:
- i. non-cash consideration for the acquisition of business assets or investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
  - ii. cash consideration. In such circumstances, the Company intends to use the funds raised to go towards the acquisition of business assets or investments (including expenses associated with such acquisition) and/or general working capital.

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

- (e) The Company's allocation policy will depend on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.

The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:

- i. the methods of raising funds that are available to the Company, including but not limited to, a rights issue or other issue in which existing Shareholders can participate;
- ii. the effect the issue of the Equity Securities might have on the control of the Company;
- iii. the financial situation and solvency of the Company; and
- iv. advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

If the Company were to acquire an asset or investment in exchange for Shares, it is likely that the allottee under the 10% Placement Facility would be the vendor of the asset or investment.

- (f) This is the first occasion on which Shareholder approval has been sought under Listing Rule 7.1A.

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

#### **Resolution 6: Ratification of Prior Share Allotment – Second Instalment Payment**

On 1 September 2015, 2,420,624 fully paid ordinary Shares were issued to Funbox Media Group Pty Ltd as part of the second of four instalment payments in consideration for the Sparc Acquisition (as defined in the Company's prospectus).

In accordance with Listing Rule 7.1 and Listing Rule 7.4, to restore the Company's capacity to issue shares it is proposed that Shareholders ratify the issue of ordinary Shares as detailed below.

The following information is provided in accordance with Listing Rule 7.5:

**(a) Number of securities issued:**

2,420,624 fully paid ordinary Shares.

**(b) Date on which securities were issued:**

The Shares were issued and allotted on 1 September 2015.

**(c) Issue price of securities:**

The Shares were issued for \$0.40 per share.

**(d) Allottees of the securities:**

The allottee of the Shares is Funbox Media Group Pty Ltd.

**(e) Terms of securities:**

The Shares, when issued, ranked equally with all other Shares on issue at the time and had the same rights and entitlements as the currently issued Shares.

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

The Company issued 2,420,624 ordinary shares to Funbox Media Group Pty Ltd on 1 September 2015 as part of the second of four instalment payments in consideration for the Sparc Acquisition (as defined in the Company's prospectus). No funds were raised from the issue of these Shares.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

#### **Resolution 7: Appointment of Auditor**

Moore Stephens Sydney were appointed auditors of Pureprofile Limited this year. The Board and management have been, and continue to be, satisfied with the audit services of Moore Stephens Sydney.

Moore Stephens Sydney has agreed to merge with Pitcher Partners with effect from 31 October 2015 with the new entity becoming Pitcher Partners. The combined firm will include 27 partners and 240 staff.

This merger cements the Moore Stephens Sydney practice in the Sydney marketplace ultimately to provide greater depth and spread of expertise to clients and the combined firm will provide further strength in their specialist areas. The merger is beneficial to larger and more complex clients given the combined capability and depth of service offering of the Pitcher Partners Association. The Pitcher Partners Association of firms in Melbourne, Sydney, Perth, Adelaide, Newcastle and Brisbane is the 8th largest in Australia with 110 partners, of which 27 are audit partners, and more than 1200 staff. The Moore Stephens Sydney practice will further have access to the benefits and resources of becoming members of Baker Tilly International – the 8th largest independent network of accounting firms in the world.

With the dissolution of the Moore Stephens Sydney partnership as part of the broader merger, we are required to undergo a change in auditor process. This requires the resignation of the current Moore Stephens Sydney partnership and the appointment of the new auditor being Pitcher Partners.

Moore Stephens Sydney is in the process of seeking consent from ASIC to resign as auditor of the Company with effect from the end of the Annual General Meeting.

Once consent has been obtained from ASIC, Moore Stephens Sydney will give its notice of resignation to the Company with effect from the end of the Annual General Meeting.

In anticipation of consent being obtained from ASIC, Paul Chan has provided the Company with written notice of the nomination of Pitcher Partners for appointment as auditor of the Company. A copy of the nomination is enclosed as Annexure A as required by section 328B(3) of the Corporations Act.

Pitcher Partners have consented in writing to act as the Company's Auditor pursuant to section 328A of the Corporations Act.

We have reviewed Pitcher Partners suitability for the role of external auditor. The outcome of this review was a recommendation that Pitcher Partners be appointed as the new auditor of the Company, with the appointment to take effect from the close of the Annual General Meeting.

The Corporations Act requires that Shareholders approve the appointment of a new auditor.

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

## DEFINITIONS

Throughout this Explanatory Memorandum the following various words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

**"Annual General Meeting"** means the meeting convened by the Notice of Meeting;

**"ASIC"** means the Australian Securities & Investments Commission;

**"ASX"** means ASX Limited (ACN 000 943 377);

**"ASX Listing Rules"** or **"Listing Rule"** means the Official Listing Rules of the ASX;

**"Board"** means the board of Directors of the Company;

**"Business Day"** means a day on which trading takes place on the stock market of the ASX;

**"Chairman"** means the chairman of the annual general meeting;

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

- (a) A spouse or child of the member;
- (b) A child of the member's spouse;
- (c) A dependant of the member or the member's spouse;
- (d) Anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) A company the member controls; or
- (f) A person prescribed by the Corporation Regulations 2001 (Cth).

**"Company"** means Pureprofile Limited ACN 167 522 901;

**"Constitution"** means the Company's constitution;

**"Corporations Act"** means the *Corporations Act 2001* (Cth);

**"Corporations Regulation"** means the *Corporations Regulation 2001* (Cth)

**"Directors"** mean the current Directors of the Company;

**"Equity Securities"** means has the meaning given to that term in the Listing Rules;

**"Explanatory Memorandum"** means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time;

**"Key Management Personnel"** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

**"Pureprofile"** means Pureprofile Limited ACN 167 522 901;

**"Management"** or **"Board"** means the management of the Company;

**"Meeting"** or **"Annual General Meeting"** means the annual general meeting convened by this Notice;

**"Notice"** or **"Notice of Meeting"** means the notice convening the annual general meeting of the Company to be held on 17 November 2015 which accompanies this Explanatory Memorandum;

**"Option"** means an option to acquire a Share;

**"Proxy Form"** means the proxy form that is enclosed with and forms part of this Notice;

**"Remuneration Report"** means the remuneration report set out in the Directors' Report section of the Company's Annual Financial Report for the year ended 30 June 2015.

**"Resolution"** means a resolution in the form proposed in the Notice of Meeting;

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

**"Shareholder"** means a registered holder of a Share in the Company;

**"Trading Day"** means a day determined by ASX to be a trading day and notified to market participants.

**"VWAP"** means volume weighted average price.

**Annexure A** – Pitcher Partners nomination letter from Paul Chan.

24 September 2015

The Company Secretary  
Pureprofile Limited  
Level 1, 35 Reservoir Street  
Surry Hills NSW 2010

Dear Ondine

**AUDITOR NOMINATION – PITCHER PARTNERS**

I, Paul Chan, a shareholder of Pureprofile Limited hereby nominate Pitcher Partners to be appointed the Auditor of Pureprofile Limited.

Yours sincerely



Paul Chan



#### 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](http://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 10:00am (AEDT) on Sunday 15 November 2015.**

### 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 **10:00am (AEDT) on Sunday, 15 November 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:

📠 <b>By Fax</b>	+ 61 2 9290 9655
✉ <b>By Mail</b>	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
👤 <b>In Person</b>	Level 12, 225 George 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 **Pureprofile 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 Swaab Attorneys, Level 4, 20 Hunter Street, Sydney, NSW 2000 on **Tuesday, 17 November 2015 at 10:00am (AEDT)** 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**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*
Resolution 1	To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To re-elect Mr Fredrick Swaab	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To re-elect Mr Clifford Rosenberg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	To re-elect Mr Andrew Edwards	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of Prior Share Allotment – Second Instalment Payment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Appointment of Auditor	<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