



**Transmetro Corporation**  
ABN 45 001 809 043

28 October 2015

Companies Announcement Officer  
Australian Stock Exchange Ltd  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

Dear Sir/Madam

Re: Notice of Annual General Meeting and Proxy Form

We attach for your information copies of the following which will be mailed together with the 2015 Annual Report to shareholders of Transmetro Corporation Limited:

- Notice of Annual General Meeting
- Proxy Form

A copy of the Annual Report will be lodged separately with the Exchange.

Yours faithfully

Jakin Agus  
Company Secretary





**Transmetro Corporation**  
ABN 45 001 809 043

## **Notice of Annual General Meeting - Transmetro Corporation Limited**

Notice is hereby given that the Annual General Meeting of the members of Transmetro Corporation Limited will be held on Thursday 26<sup>th</sup> November 2015 at 10:00 am at:

Suite 53, Level 3, 330 Wattle Street  
Ultimo, Sydney NSW 2007

Business of the meeting will be as follows:

1. To receive, consider and adopt the financial report of the company and of the consolidated group for the year ended 30 June 2015 and the reports by directors and auditors thereon.
2. To elect a Director. Mr D Lloyd retires by rotation in accordance with the provisions of the Company's Constitution and, being eligible, offers himself for re-election.
3. To set the maximum amount of fees payable to Non-Executive Directors of the Company be increased from \$37,523 annum to \$39,399 per annum, to be divided amongst the Non-Executive Directors as they so determine.

### *Voting Exclusion Statement*

The company will disregard any votes cast on the resolution associated with agenda item 3 by any of the Directors and any associate of a Director. However, the Company need not discard a vote if:

- It is cast by a Director or an associate of a Director as a proxy for a person who is entitled to vote, in accordance with the directions of the proxy form; or
- It is cast by a Director who is 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.

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

“That the Remuneration Report for the financial year ended 30 June 2015 be adopted”

5. No securities have been issues under 10.11 and 10.14 in the last three years in the meeting.
6. To transact any other business which may be brought forward in accordance with the Articles of Association.

By Order of the Board

A handwritten signature in black ink, appearing to read 'Jakin Agus', written over a horizontal line.

Jakin Agus  
Company Secretary  
Sydney, 28 October 2015



## Transmetro Corporation Limited

ABN 45 001 809 043



### Lodge your Vote:

By Mail: Suite 53, Level 3,  
330 Wattle Street, Ultimo  
Sydney NSW 2007

Alternatively you can fax your form to  
(within Australia) (02) 8217 3300  
(Outside Australia) +61 2 8217 3300

## Proxy Form

☆ For your vote to be effective it must be received by 10:00 am Tuesday 24th November 2015

### 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 holdings:** 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 as they choose. 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

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

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

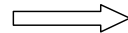
**Power of Attorney:**  
Please attach a certified photocopy of the Power of Attorney to this form when you return it.

**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 Corporation 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 have the corporate letter which must be executed under its Common Seal.

Turn over to complete the form



**Transmetro Corporation Limited**

ABN 45 001 809 043



**Proxy Form**

Please Mark  to indicate your directions

**Step 1 Appoint a Proxy to Vote on Your Behalf**

I/We being a member/s of Transmetro Corporation Ltd and with the entitlement to attend the Annual General Meeting and vote, 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, as the proxy sees fit) at the Annual General Meeting of Transmetro Corporation Limited to be held at Suite 53, Level 3, 330 Wattle Street Ultimo Sydney NSW 2007 on Thursday, 26/11/2015 at 10:00 am and at any adjournment of that meeting.

Important for Item 4 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 4 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Item 4, the Chairman of the Meeting will not cast your votes on Item 4 and your votes will not be counted in computing the required majority if a poll is called on these items. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Item 4)

The Chairman of the Meeting intends to vote all available proxies in favour of Item 4 of business

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 4(except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Item 4 is connected directly or indirectly with the remuneration of a member of key management personnel [and/or even if the Chairman of the Meeting has an interest in the outcome of these items and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest]

**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.

**ORDINARY BUSINESS**

For      Against      Abstain

Item 1	To adopt the reports and accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	To elect Mr D Lloyd as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	To set fees payable to Non-Executive Directors of the Company be increased from \$37,523 per annum to \$39,399 per annum, to be divided amongst the Non-Executive Directors as they so determine.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	To consider, and if thought fit, pass the following resolution as an ordinary resolution: " That the Remuneration Report for the financial year ended 30 June 2015 be adopted".	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

**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 :      /      /