

**FUTURE FIBRE TECHNOLOGIES LIMITED**  
**(ACN: 064 089 318)**

**NOTICE OF ANNUAL GENERAL MEETING – 23 November 2016**

**Notice is hereby given that Future Fibre Technologies (“FFT” or the “Company”) will hold its Annual General Meeting at 1:00pm (AEDT) on Wednesday, 23 November 2016 at the Westin, Room 3, 1 Martin Place, Sydney, NSW, 2000, Australia for the purpose of transacting the business set out in this Notice.**

**DATED** 20 October 2016

By order of the Board:

Leigh Davis  
**Company Secretary**

## AGENDA

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### Chairman's Address

### CEO's Address

### FFT Financial Report

To receive the Financial Statements, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 30 June 2016.

### Resolutions

#### 1. Remuneration Report

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

*"That, the Company adopt the Remuneration Report for the year ended 30 June 2016 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 Terence Winters

Mr Terence Winters retires as a Director in accordance with the requirement of clause 6.7 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, Terence Winters 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 Mark Stevens

Mr Mark Stevens retires as a Director in accordance with the requirement of clause 6.7 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, Mark Stevens, 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. Election of Director – Mr Christopher Fergus

Mr Fergus was appointed as a Director of the Company on 14 October 2016 to fill a casual vacancy in accordance with the provisions of clause 6.2 of the Company's Constitution. Mr Fergus retires in accordance with the requirement of the Constitution and being eligible offers himself for re-election.

To consider and, if in favour, pass the following resolution as an ordinary resolution:

*"That Mr Christopher Fergus, who retires having previously been appointed to fill a casual vacancy in accordance with Listing Rule 14.4 and clause 6.2 of the Company's Constitution and having consented to act and being eligible, be elected as a Director of the Company."*

## 5. Approval of the Employee Benefits Plan

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

*“That, for the purposes of Listing Rule 7.2 (Exception 9(b)) and for all other purposes, Shareholders approve the terms of, and authorise the grant, and the issue of shares pursuant to the terms of, performance rights and options under the Company’s Employee Benefits Plan.”*

### **Voting Prohibition Statement:**

*In accordance with section 250R(4) of the Act, no member of the Key Management Personnel (including Directors) of the Company or a Closely Related Party of such a member may vote on Resolution 5.*

*However, in accordance with the Act, a person described above may vote on Resolution 5 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 5, the Chairman will vote any proxies which do not indicate on their proxy form the way the Chairman must vote, in favour of Resolution 5.*

## 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 convener 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 21 November 2016. This means that any Shareholder registered at 7.00pm (AEDT) on 21 November 2016 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 1:00 pm (AEDT) on 21 November 2016.
- (k) The completed Proxy Form may be:
  - Mailed to the address on the Proxy Form
  - Faxed to Boardroom Pty Ltd on +61 2 9290 9655
  - Voted online via the Company's Share Registry at [www.votingonline.com.au/futurefibreagm2016](http://www.votingonline.com.au/futurefibreagm2016)
  - By hand delivery to Boardroom Pty Ltd at Level 12, 225 George Street, SYDNEY, NSW 2000

### 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.

## **EXPLANATORY MEMORANDUM**

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This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholder of Future Fibre Technologies Corporation Limited (**Company**) to be held at 1:00pm (AEDT) on 23 November 2016 at the Westin, Room 3, 1 Martin Place, 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 2016.

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 Terence Winters**

Clause 6.7 of The Company's Constitution provides that Subject to Rule 6.19(c), at every annual general meeting after the general meeting at which this Constitution was adopted by the Company, 1/3 of the Directors or, if their number is not a multiple of 3, then, subject to the Listing Rules, the number nearest to 1/3, must retire from office and be eligible for re-election. The Directors to retire in every year are the Directors longest in office since last being elected or re-elected. Between Directors who were elected on the same day, the Director to retire, if

they cannot otherwise agree, must be determined by lot. In accordance with Clause 6.7 of the Constitution Terence Winters (Terry) retires and, being eligible, wishes to stand for re-election.

Terry serves as Chairman and Non-Executive Director on the Boards of a number of Charities and Public and Private Companies in Australia and overseas. He is widely recognised throughout the Information Technology and Communications (ITC) industries for his track record leading early stage technology companies through the various phases of capitalisation, commercialisation and international development. Terry is currently Chairman of Seeing Machines Limited, Converge International Pty Ltd and is a Director of Redflex Holdings Limited, Intelledox Pty Ltd and has served on the Board of Future Fibre Technologies Limited since September 2004. He is a Fellow of the Australia Institute of Company Directors.

The Directors (Mr Winters abstaining) unanimously recommend that the Shareholders vote in favour of Resolution 2.

### **Resolution 3: Re-election of Mr Mark Stevens**

Clause 6.7 of The Company's Constitution provides that Subject to Rule 6.19(c), at every annual general meeting after the general meeting at which this Constitution was adopted by the Company, 1/3 of the Directors or, if their number is not a multiple of 3, then, subject to the Listing Rules, the number nearest to 1/3, must retire from office and be eligible for re-election. The Directors to retire in every year are the Directors longest in office since last being elected or re-elected. Between Directors who were elected on the same day, the Director to retire, if they cannot otherwise agree, must be determined by lot. In accordance with Clause 6.7 of the Constitution Mark Stevens retires and, being eligible, wishes to stand for re-election.

With more than 30 years of experience in senior management roles with multi-national corporations, Mark is a seasoned executive with broad experience in sales and general management in the Telecommunications and Information Technology sector. Mark has held senior positions with Nortel Networks Inc., Aircom International Limited, ECI Telecom Ltd, Transmode Systems AB, and more recently Infinera Corporation. He has lived and worked in Europe, the United States, Singapore and Australia. Mark holds a Master of Business Administration for the University of Melbourne, a Bachelor of Engineering degree from Monash University and is a Graduate Member of the Australian Institute of Company Directors.

The Directors unanimously (Mr Stevens abstaining) recommend that the Shareholders vote in favour of Resolution 3.

### **Resolution 4: Election of Director – Mr Christopher Fergus**

Mr Fergus was appointed as a Director of the Company on 14 October 2016 to fill a casual vacancy in accordance with the provisions of clause 6.2 of the Company's Constitution. Mr Fergus retires in accordance with the requirement of the Constitution and being eligible offers himself for re-election.

Chris Fergus is currently Executive Director & SVP Strategy & Business Development, MaxSec and CEO of its secure international logistics division, AVA Global. Based in Dubai, Chris is a UK national and has extensive experience within the security integration and services sectors, having previously worked for the FTSE 250 and world's leading security services provider, G4S, for over 20 years. Joining the company as a graduate trainee in 1994, he worked across a number of continents in a number of roles, most recently as Regional Managing Director, Middle East, managing a portfolio of Security & FM joint ventures.

The Directors unanimously (Mr Fergus abstaining) recommend that the Shareholders vote in favour of Resolution 4.

### **Resolution 5: Approval of the Employee Benefits Plan**

The Employee Benefits Plan requires Shareholder approval so that securities granted or issued by the Company under the plan do not count towards the Company's 15% annual limit on issuing securities without Shareholder approval. A summary of the terms of the Employee Benefits Plan is set out in Annexure A of this Explanatory Statement.

The Company has a clearly developed remuneration strategy that is designed to elevate the links between business strategy performance and compensation for Senior Executives and to ensure there is a demonstrable alignment between the Board and Shareholders.

The Company operates its remuneration structure so that it rewards outcomes and behaviours that support the delivery of its business plans and objectives. Performance is measured based on contribution to the achievement of key business objectives and milestones. Behaviours are measured in line with desired business culture and core values.

The Company's remuneration program seeks to build a performance orientated culture that:

- (a) supports the achievement of the Company's short and long term aspirations; and

- (b) attracts, retains and motivates employees by providing a combination of market competitive fixed remuneration and short and long term incentives that align with these aspirations.

The Company's remuneration strategy and its objective of driving consistent long term performance includes the provision of performance based equity incentives.

The proposed Employee Benefits Plan allows the Company to achieve the long term incentive objectives of its remuneration strategy by allowing the Company to grant performance rights and/or options (**Awards**) to executives, senior staff and other eligible employees.

Each Award granted under the Employee Benefits Plan will entitle the holder to be issued, transferred or allocated a share for nil consideration (unless the Board determines that an exercise price is required to be paid) subject to the satisfaction of any relevant vesting conditions and the exercise of the Award (if required) within the vesting period. Further information on the vesting conditions and other terms and conditions that will apply to the grant of Awards under the Employee Benefits Plan is set out in the explanatory information relevant to Resolution 5 and in Annexure A.

ASX Listing Rule 7.1 provides, that subject to certain exceptions, a listed company may not issue or agree to issue equity securities in any 12 month period that exceed 15% of the number of ordinary securities the company has on issue, except with the prior approval of shareholders of the company in general meeting, of the terms and conditions of the proposed issue. One of the exceptions to ASX Listing Rule 7.1, Listing Rule 7.2 (Exception 9(b)), provides that ASX Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue, shareholders have approved the issue of securities under the employee incentive scheme as an exception to ASX Listing Rule 7.1.

The Employee Benefits Plan has not yet been approved by Shareholders. Accordingly, Shareholder approval is required to rely on the exemption in ASX Listing Rule 7.2 (Exception 9(b)).

The following information is disclosed to Shareholders for the purposes of Resolution 5:

- (c) a summary of the terms and conditions of the Employee Benefits Plan is set out in Annexure A to this Explanatory Statement;
- (d) no performance rights or options have been granted under the Employee Benefits Plan; and
- (e) a voting exclusion statement in respect of Resolution 4 is set out in the Notice of Meeting.

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

## 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;

"**Award**" means any performance rights or options granted under the Employee Benefits Plan.

"**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 Future Fibre Technologies Corporation Limited

"**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;

"**Employee Benefits Plan**" means the long term incentive plan the subject of Resolution 4 and summarised in Annexure A.

"**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;

"**Future Fibre Technologies**" means Future Fibre Technologies Corporation Limited ACN 064 089 318;

"**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 23 November 2016 which accompanies this Explanatory Memorandum;

"**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 2016.

"**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.

## ANNEXURE A

The terms and conditions of the Employee Benefits Plan are summarised in the table below.

### 1. Board

The Board, or a duly appointed committee of the Board, is responsible for the operation of the Employee Benefits Plan.

### 2. Participants and Eligibility

Directors, full-time, part-time and casual employees of the Group are all eligible to participate in the Employee Benefits Plan.

Of those eligible, the Board has an absolute discretion to determine the participants of the Employee Benefits Plan.

### 3. Number of Awards

The Board has discretion to determine the number of performance rights or options (**Awards**) offered to participants, however in accordance with applicable law, the Board will ensure that the number Awards offered over a 3 year period does not exceed 5% of the Company's issued capital.

### 4. Payments

The Board determines if any payments are required for the grant, on the vesting, or the issue, transfer or allocation of Shares following vesting of a performance right or exercise of an Option.

### 5. Vesting conditions

Vesting of the Awards is conditional on the participant satisfying any pre-determined vesting conditions determined by the Board by the end of the vesting period. The vesting period applicable to Awards is the period determined by the Board.

### 6. Vesting of performance rights / Exercise of Options

The Awards will only vest if the participant meets any specified vesting conditions within the vesting period.

Any Awards which have not vested within the vesting period will lapse.

In respect of vested options, the participant must exercise the options and pay the exercise price before the vesting period ends.

### 7. Entitlements under Awards

The Awards do not entitle the holder to exercise any votes in respect of the shares to which the Award relates, nor is the holder entitled to participate in any dividend or any new issue of securities by the Company in respect of that Award.

### 8. Issue, transfer or allocation of shares on vesting of Awards

The shares to be provided on vesting and exercise (if required) of Awards may be issued by the Company or acquired on market by the Company (or any trustee of the Employee Benefits Plan) and transferred or allocated to the holder of the Award.

Any Shares issued under the Employee Benefits Plan will rank equally with those traded on the ASX at the time of issue. The Board may impose restrictions on the transferability of a share issued, transferred or allocated to a participant following vesting on vesting and exercise (if required) of Awards, which shall be set out in the terms of invitation.

### 9. Cessation of employment

On a participant's cessation of employment, the Board may determine that some or all of the participant's Awards lapse, vest, are exercisable, or are no longer subject to some or all applicable restrictions. However, a participant's Awards will automatically lapse if the Board determines that the Participant has, in the Board's opinion:

- been dismissed or removed from office for a reason which entitles a company in the Group to dismiss the Participant without notice or has committed any act of fraud, defalcation or gross misconduct in relation to the affairs of that company (whether or not charged with an offence);
- done any act which brings the Group into disrepute.

### 10. Change of Control

On a change of control event (which includes a takeover, merger, any person acquiring a relevant interest in more than 50% of the issued share capital in the Company and other similar events) the Board may waive some or all of the vesting conditions or other conditions applicable to the Awards or restricted shares, in its absolute discretion.

**11. Capital reorganisation**

In the event of any capital reorganisation, Awards will be adjusted having regard to the ASX Listing Rules applying to a reorganisation at the time of the reorganisation, and on the basis that participants do not receive any advantage or disadvantage from such an adjustment.



#### 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 1:00pm (AEDT) on Monday 21 November 2016.**

### TO VOTE ONLINE

### BY SMARTPHONE

**STEP 1: VISIT** [www.votingonline.com.au/futurefibream2016](http://www.votingonline.com.au/futurefibream2016)

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**

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:

- 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.
- 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 **1:00pm (AEDT) on Monday, 21 November 2016.** 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/futurefibream2016](http://www.votingonline.com.au/futurefibream2016)

**By Fax** + 61 2 9290 9655

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

**In Person** Boardroom Pty Limited  
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.

# Future Fibre Technologies Limited

ACN 064 089 318

## 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 **Future Fibre Technologies 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 **Westin, Room 3, 1 Martin Place, Sydney NSW 2000 on Wednesday, 23 November 2016 at 1:00pm (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 Resolutions 1 & 4, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 & 4 are 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 Resolutions 1 & 4). 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	Re-election of Director – Mr Terence Winters	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Mr Mark Stevens	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Director – Mr Christopher Fergus	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of the Employee Benefits Plan	<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 / / 2016