

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

THE MATTERS RAISED IN THIS DOCUMENT WILL AFFECT YOUR SHAREHOLDING IN THE COMPANY. YOU ARE ADVISED TO READ THIS DOCUMENT IN ITS ENTIRETY BEFORE THE ANNUAL GENERAL MEETING REFERRED TO BELOW IS CONVENED.

IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE, PLEASE CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

PUREPROFILE LTD.

ACN 167 522 901

Notice of Annual General Meeting and Related Documentation

THIS IS A NOTICE OF ANNUAL GENERAL MEETING TO BE HELD AT 11:00AM (AEDT) ON MONDAY 31 OCTOBER 2016 AT LEVEL 12, 225 GEORGE STREET, SYDNEY NSW 2000.

A PROXY FORM FOR USE AT THIS MEETING IS INCLUDED WITH THIS DOCUMENT.

TO BE VALID, PROXY FORMS MUST BE COMPLETED AND RETURNED TO THE COMPANY BY NO LATER THAN 11:00AM (AEDT) ON SATURDAY 29 OCTOBER 2016.

TABLE OF CONTENTS

PART A	IMPORTANT INFORMATION.....	2
PART B	LETTER FROM THE CHAIR	4
PART C	NOTICE OF ANNUAL GENERAL MEETING.....	7
PART D	EXPLANATORY STATEMENT.....	16
PART E	GLOSSARY.....	49
PART F	MATERIAL TERMS AND CONDITIONS OF NEW LTI PLAN	54
PART G	CORPORATE DIRECTORY	57

PART A IMPORTANT INFORMATION

This Document relates to matters to be considered at the third Annual General Meeting of Pureprofile Ltd. (ACN 167 522 901) to be held at 11:00am (AEDT) on Monday 31 October 2016 at Level 12, 225 George Street, Sydney NSW 2000.

Shareholders are requested to read this Document carefully and in its entirety before the Meeting, so that they may make an informed decision as to how they wish to vote in relation to each of the Resolutions set out in the Notice and then cast their votes accordingly, either in person or by proxy, at the Meeting.

If you do not understand any part of this Document, or are in any doubt as to the course of action you should follow, you should contact your financial or other professional adviser immediately.

1. Voting entitlement

For the purpose of determining whether a person is entitled to vote at the Meeting, the Board has resolved, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that a person will be recognised as a member and a holder of Shares if that person is recorded as a holder of one or more Shares on the register of members maintained by the Company pursuant to sections 168 and 169 of the Corporations Act, as at **11:00am (AEDT) on Saturday 29 October 2016**.

2. How to vote

If you are a Shareholder entitled to attend and vote at the Meeting, you may vote by:

- attending and voting at the Meeting in person; or
- appointing someone as your proxy to attend and vote at the Meeting on your behalf, by completing and returning the Proxy Form **DIRECTLY** to the Company or the Share Registry in the manner set out on the Proxy Form.

Voting in Person

To vote in person, please attend the Meeting on the date, time and place set out above.

Voting by Proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint up to two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion of the member's voting rights. Any instrument of proxy deposited or received by the Company in which the name of the appointee is not completed, will be deemed to be given in the favour of the Chair. A proxy need not be a Shareholder.

To vote by proxy, please complete and sign the Proxy Form enclosed with this Document as soon as possible and either:

- hand deliver, courier or mail the duly completed Proxy Form directly to the Company, attention Company Secretary, at Level 1, 35 Reservoir Street, Surry Hills NSW 2010; or
- to the Share Registry:
 - online at www.votingonline.com.au/pplagm2016; or
 - by mail to Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia; or
 - by facsimile to +61 2 9290 9655; or

- by hand delivery to Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000 Australia.

To be valid, the Company or its Share Registry must receive your duly completed Proxy Form, together with a certified copy of any power of attorney pursuant to which the Proxy Form was completed and executed, by no later than **11:00am (AEDT) on Saturday 29 October 2016**.

Complete details on how to vote by proxy are set out on the back of your Proxy Form.

Proxies

A Shareholder entitled to attend and vote at the Meeting pursuant to the Constitution is entitled to appoint no more than two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion of the member's voting rights. Where a specified proportion is not specified, each proxy may exercise half of the appointor's votes. A proxy need not be a Shareholder. Any instrument of proxy deposited or received by the Company in which the name of the appointee is not filled in shall be deemed to be given in the favour of the Chair.

Corporate Representatives

A Shareholder that is a company and that wishes to appoint a person to act as its representative at the Meeting must provide that person with a letter executed in accordance with the company's constitution and the Corporations Act authorising him or her to act as the Shareholder's representative. The letter (or a certified copy thereof) must be sighted (or received) by the Company or the Share Registry by no later than the commencement of the Meeting.

3. Defined terms

A glossary of the capitalised terms used in this Document (including the Proxy Form) is contained in **Part E**. Unless expressly provided otherwise in this Document, each capitalised term used in this Document has the same meaning as is ascribed to it in **Part E**.

PART B LETTER FROM THE CHAIR

Dear Shareholder,

I am pleased to invite you to attend the third Annual General Meeting of Pureprofile Ltd. (ACN 167 522 901) (**Company** or **PPL**), which is scheduled to be held at 11:00am (AEDT) on Monday 31 October 2016 at Level 12, 225 George Street, Sydney NSW 2000 (**Meeting**).

PROPOSED ACQUISITION OF COHORT GLOBAL

As you are aware, on 22 September 2016, the Company announced that it had entered into a binding agreement with the shareholders of Cohort Holdings to acquire 100% of Cohort Global, a business with significant similarities and synergies with that of PPL (**Proposed Acquisition**).

Consistent with and in furtherance of its strategy since listing, the Board believes that the Proposed Acquisition will enable the Company to further enrich its consumer profiling and data analytics capabilities and grow its footprint in the Australian, UK and US consumer data intelligence markets.

Funding of Proposed Acquisition

As detailed in the Company's announcement on 22 September 2016, the Proposed Acquisition is to be effected by way of the acquisition of all of the shares in Cohort Holdings, the holding company of the Cohort Group.

As consideration, the Sellers will be entitled to receive on Completion, between them:

- (a) an upfront cash price of \$15 million subject to agreed working capital and net debt adjustments (**Completion Payment**); and
- (b) \$3 million worth of PPL Shares¹,

with the possibility of receiving:

- (c) an earn out of \$4 million, to be satisfied entirely by the issue of PPL Shares, on the later of the first anniversary of Completion and the earn out accounts of the Cohort Group for FY2017 being agreed between the parties or determined by an expert, if the Cohort Group achieves Normalised EBITDA of at least \$3.98 million in FY2017; and
- (d) a bonus earn-out of up to \$15 million, which may be satisfied by cash or Shares (or a combination), if, in addition to the above, the Cohort Group achieves certain revenue growth and profit growth targets in FY2017 (as compared to its performance in Cohort FY2016) and subject to certain Lead Quality controls,

(collectively, **Earn Out Payments**¹).

To fund the Completion Payment and the Transaction Costs, the Company has already secured irrevocable and unconditional commitments from Sophisticated Investors to subscribe for approximately \$3.9 million worth of PPL Shares at an issue price of \$0.45 per Share, which is scheduled to be settled on or about Wednesday 28 September 2016 (**Tranche 1 Placement**).

The Company is now proposing to raise a further \$20.6 million (approximately) to fund the balance of the Completion Payment, Transaction Costs and additional growth capital for the Group (**Fundraising**), through:

- (a) subject to obtaining the requisite approvals of Shareholders at the Annual General Meeting to be convened pursuant to this Notice of Meeting (**Meeting**):

¹ Subject to receiving Shareholder approval under Listing Rule 7.1 under Resolution 3 and otherwise as required.

- (i) the placement of a second tranche of PPL Shares, in respect of which the Company has already secured irrevocable and conditional commitments from Sophisticated Investors, to raise approximately \$10.1 million (**Tranche 2 Placement**); and
 - (ii) obtaining a debt facility in the amount of \$7.5 million from Commonwealth Bank of Australia, of which \$4 million may be applied for the purposes of the Proposed Acquisition; and
- (b) conducting a Share Purchase Plan to raise \$3 million in order to give Eligible Shareholders the opportunity to participate in the Fundraising at the same discount as offered under the Tranche 1 and Tranche 2 Placements (**SPP Offer**). Each of the Directors has indicated his intention to subscribe under the SPP Offer. Subject to Shareholder approval, any shortfall under the SPP Offer will be fully underwritten by Blue Ocean Equities.

The Tranche 2 Placement, if approved, and the SPP Offer will be completed subject to, and for all intents and purposes simultaneously with, Completion. Drawdown under the debt facility, if obtained, will also occur at the time of Completion, subject to satisfying certain conditions precedent customary of bank facilities of this nature and, to the extent required, the approval of Shareholders.

Shareholder approval required

In order to proceed with the Proposed Acquisition, it is necessary that the Company obtains the approval of Shareholders to the issue of the Completion Consideration Shares and the Tranche 2 Placement Shares (see Resolutions 3 and 5 of the enclosed Notice of Meeting). Similarly, if the Company obtains the abovementioned debt funding, it will be necessary to obtain the approval of Shareholders to the extent of any financial assistance requirements under that funding transaction (see Resolution 6 of the enclosed Notice of Meeting).

In accordance with the Sale Agreement, the approval of the issue of the Completion Consideration Shares and Tranche 2 Placement Shares and (if debt funding is obtained) any financial assistance in relation to that funding is **not** capable of being waived. As such, if any of Resolution 3, Resolution 5 or (if applicable) Resolution 6 is **not** passed at the Meeting, the Proposed Acquisition will **not** proceed and will thereupon be terminated.

Assuming the requisite Shareholder approvals are obtained and Completion of the Proposed Acquisition occurs as intended, then, to the extent any Shares are required to be issued to satisfy, or fund the payment of, the Earn Out Payments (assuming the Sellers become so entitled), the Company will, if required, seek the approval of Shareholders to the issue of those earn out Shares in accordance with the Listing Rules at the relevant time.

For further details in relation to the terms of the Proposed Acquisition, see **Part D, Section 1.1**, of this Document.

VOTING

The Notice of Meeting enclosed with this letter details the items of business to be dealt with at the Meeting. In addition to seeking the approval of Shareholders to the abovementioned matters in relation to the Proposed Acquisition and associated fundraisings, the Company will also be seeking the approval of Shareholders to (amongst other things):

- (a) re-elect Mr Geoffrey Nesbitt as a director of the Company;
- (b) ratify the three tranches of Deferred Consideration Shares issued to FMG Holdings Pty Ltd (formerly Funbox Media Group Pty Ltd) in the last 12 months, in order to reverse the 'depletion' of the Company's 15% annual placement capacity resulting from those issues; and
- (c) the issue of Service Rights to Messrs Paul Chan and Geoffrey Nesbitt in satisfaction of their STI entitlements in respect of FY2016;
- (d) the adoption and implementation of a New LTI Plan from FY2017 onwards; and

- (e) the grant of Performance Rights to each of the Directors pursuant to the New LTI Plan (if approved).

Each one of your votes is important and we encourage you to either attend the Meeting in person or appoint a proxy to attend and vote on your behalf.

If you plan to attend the Meeting (and you are the registered Shareholder), please bring a copy of the enclosed Proxy Form with you to facilitate registration.

If you are unable to join us, please complete the Proxy Form accompanying this Document and return it to the Company or the Share Registry in accordance with the directions provided. To be valid for the purposes of the Meeting, Proxy Forms must be completed and returned by no later than **11:00am (AEDT) on Saturday 29 October 2016.**

Shareholders that did not elect to receive a copy of the Company's FY2016 Annual Report by mail are able to access it through the "Investor Centre" section of our website, at <http://businesses.pureprofile.com/investors/reports>.

This is an exciting opportunity for the Company and I urge you to take the time to read through this Document. On behalf of the Board, I thank you for your ongoing support of the Company and look forward to seeing you at the Meeting.

Yours faithfully

A handwritten signature in black ink, appearing to read 'A Edwards', with a long horizontal flourish extending to the right.

Andrew Edwards, Non-Executive Chairman

PART C NOTICE OF ANNUAL GENERAL MEETING

1. Time and Place of Meeting

NOTICE is hereby given that an Annual General Meeting of the members of Pureprofile Ltd. (ACN 167 522 901) (**Company**) will be held at the following time and location, and will conduct the business specified in **Section 2** of this **Part C** below:

Date: Monday 31 October 2016

Time: 11.00am (AEDT)

Location: Level 12, 225 George Street, Sydney NSW 2000

2. Resolutions of Meeting

Ordinary business

A. ACCOUNTS

To receive and consider the financial statements of the Group for FY2016 and the related reports of the Directors and the Auditor (as contained in the Company's FY2016 Annual Report).

During this item of business, Shareholders will have the opportunity to ask questions about and comment on the Company's management, operations, financial position, business strategies and prospects.

Shareholders will also have the opportunity to direct questions to the Auditor, to the extent relevant to the conduct of the audit of the Company, the preparation and contents of the Auditor's Report contained in the Annual Report (pages 71-72), the accounting policies adopted by the Company in the preparation of its financial statements and the independence of the Auditor.

B. REMUNERATION REPORT

The Remuneration Report sets out the Group's remuneration arrangements for its Key Management Personnel, and is contained in the "Directors' Report" section of the Company's FY2016 Annual Report (pages 18-25).

Publicly listed companies are required to submit their remuneration reports to a vote for adoption at each of their annual general meetings. Whilst the following resolution is to be determined as an ordinary resolution, it is advisory only and does not bind the Directors or the Company.

During this item of business, Shareholders will have a reasonable opportunity as a whole to ask questions about and comment on the Remuneration Report.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution in accordance with section 250R(2) of the Corporations Act as an **ordinary resolution**:

"That the Remuneration Report for the financial year ended 30 June 2016, as contained in the FY2016 Annual Report of the Company, be adopted."

C. RE-ELECTION OF DIRECTOR

In accordance with rule 11.3 of the Constitution, Mr Geoffrey Nesbitt retires by rotation as a director of the Company, effective at the conclusion of the Meeting, and being eligible, offers himself for re-election.

RESOLUTION 2 – RE-ELECTION OF GEOFFREY NESBITT AS A DIRECTOR RETIRING BY ROTATION

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

“That Geoffrey Nesbitt, being a director who retires by rotation at the conclusion of this Meeting and who, being eligible, offers himself for re-election, is re-elected as a director of the Company.”

Special business

D. CONSIDERATION UNDER PROPOSED ACQUISITION

As announced by the Company on 22 September 2016, the Company has entered into a binding agreement to acquire all of the shares in Cohort Holdings, the holding company of the Cohort Group, for a combination of cash and scrip consideration, including \$3 million worth of PPL Shares issuable on Completion, subject to Shareholder approval, which:

- (a) have been priced at the same price as offered to Sophisticated Investors under the placement of Shares recently conducted by the Company to fund the Proposed Acquisition of \$0.45 per Share (see **Section E** below); and
- (b) will, upon issue, be escrowed from trading until 6 May 2018.

Completion of the Proposed Acquisition is conditional upon the passage of Resolution 3, Resolution 5 and (if the Proposed Loan is obtained by the date of the Meeting) Resolution 6, and will not proceed if any of Resolution 3, Resolution 5 or (if applicable) Resolution 6 is not approved by Shareholders.

RESOLUTION 3 – APPROVAL OF ISSUE OF COMPLETION CONSIDERATION SHARES

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to an aggregate of 6,666,667 Shares to or as directed by the Sellers, as part consideration for the acquisition of their respective shares in Cohort Holdings on the terms and conditions of the Sale Agreement, as particularised in more detail in Section 4 of the Explanatory Statement accompanying the Notice of this Meeting.”

E. FUNDING OF PROPOSED ACQUISITION

As detailed in the Explanatory Statement, to fund the Completion Payment under the Proposed Acquisition of Cohort Global as well as associated Transaction Costs, the Company:

- (a) has undertaken a two-staged placement of PPL Shares to Sophisticated Investors at an issue price of \$0.45 per Share, in order to raise a total of approximately \$14 million; and
- (b) as at the date of this Document, anticipates that it will obtain a debt facility from Commonwealth Bank of Australia (**Bank**) in the amount of \$7.5 million, of which \$4 million may be applied for the purposes of the Proposed Acquisition, \$0.5 million for any bank guarantee required to support any real property lease of the Group and the remainder for general working capital (**Proposed Loan**).

In addition, the Company will be conducting a \$3 million Share Purchase Plan to raise further growth capital, completion of which will be conditional upon Completion of the Proposed Acquisition and which will be fully underwritten by Blue Ocean Equities, subject to receiving the requisite Shareholder approval (**SPP Offer**).

In respect of the first tranche of the placement, the Company has secured irrevocable and unconditional commitments from Sophisticated Investors to subscribe for all of the 8,660,448 Shares offered, raising a total of approximately \$3.9 million (**Tranche 1 Placement Shares**).

The Company has also received commitments from Sophisticated Investors to subscribe for all of the 22,450,663 Shares offered under the second tranche of the placement, which is conditional upon PPL receiving the approval of Shareholders to the issue and, subject to the requisite approvals being received, will raise a further \$10.1 million (approximately) for the Company (**Tranche 2 Placement Shares**).

In respect of the Proposed Loan, it is expected that the facility, if obtained, will be available for drawdown on Completion subject to the satisfaction (or waiver) of various conditions, including, relevantly, the grant by the Cohort Group Members of a first-ranking general security interest in favour of the Bank over all of their respective assets and undertakings (including any shares held by them) and customary negative pledges, undertakings and covenants, as security for repayment of the Proposed Loan. For the reasons detailed in **Section 7** of the Explanatory Statement, the giving of such security will constitute the provision of financial assistance by the Cohort Group Members in connection with the Proposed Acquisition and therefore, requires the prior approval of Shareholders under section 260B(2) of the Corporations Act before they can be effected (amongst other things).

The purpose of the Meeting is to seek, amongst other things, the approval of Shareholders to:

- (a) the issue of the Tranche 1 Placement Shares (Resolution 4) and the Tranche 2 Placement Shares (Resolution 5);
- (b) the giving of financial assistance by the Cohort Group Members in connection with the Proposed Acquisition (if required under the Proposed Loan) (Resolution 6); and
- (c) the agreement to issue, and issue, by the Company to Blue Ocean Equities (or its nominated sub-underwriters) of Shares not subscribed for by Eligible Shareholders under the SPP Offer, at the same issue price as offered to Eligible Shareholders, and otherwise in accordance with the SPP Underwriting Agreement as summarised at **Section 1.4** of the Explanatory Statement.

Although settlement of the Tranche 1 Placement is not conditional upon Shareholder approval and will have occurred by the date of the Meeting in reliance on the Company's 15% annual placement capacity and additional 10% placement capacity (which was approved pursuant to Listing Rule 7.1A at the Company's 2015 Annual General Meeting), approval is nevertheless being sought under Listing Rule 7.4 to reverse the depletion of that placement capacity resulting from the issue of the Tranche 1 Placement Shares (see further **Section 6.2** of the Explanatory Statement).

Completion of the Proposed Acquisition however is conditional upon the passage of Resolution 3, Resolution 5 and (if the Proposed Loan is obtained by the date of the Meeting)

Resolution 6, and will not proceed if any of Resolution 3, Resolution 5 or (if applicable) Resolution 6 is not approved by Shareholders.

RESOLUTION 4 – RATIFICATION OF ISSUE OF TRANCHE 1 PLACEMENT SHARES

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, approval is given to ratify the issue by the Company to the Sophisticated Investors specified in Section 5 of the Explanatory Statement accompanying the Notice of this Meeting of an aggregate of 8,660,448 Shares at an issue price of \$0.45 per Share, as particularised in further detail in that Section.”

RESOLUTION 5 – APPROVAL OF ISSUE OF TRANCHE 2 PLACEMENT SHARES

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to an aggregate of 22,450,663 Shares at \$0.45 per Share to the Sophisticated Investors specified in Section 6 of the Explanatory Statement, on the terms and conditions contemplated in that Section, to raise up to \$10,102,798.”

RESOLUTION 6 – APPROVAL FOR FINANCIAL ASSISTANCE BY COHORT GROUP MEMBERS OF PROPOSED ACQUISITION

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

“That, for the purposes of section 260B(2) of the Corporations Act and for all other purposes, approval is given, subject to Completion, for each Cohort Group Member to:

- (a) financially assist the acquisition by Pureprofile Global of all of the shares in Cohort Holdings, on the terms and conditions contemplated in that Section 7 of the Explanatory Statement accompanying the Notice of this Meeting; and*
- (b) enter into and give effect to such documents as required to implement the financial assistance described in paragraph (a) above.”*

RESOLUTION 7 – APPROVAL OF ISSUE OF SPP SHORTFALL SHARES UNDER SPP UNDERWRITING AGREEMENT

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue not more than an aggregate of 6,666,667 SPP Shortfall Shares at \$0.45 per Share to Blue Ocean Equities (or such sub-underwriters as nominated by it), in accordance with the SPP Underwriting Agreement and on the terms and conditions contemplated in Section 8 of the Explanatory Statement.”

F. RATIFICATION OF ISSUE OF DEFERRED CONSIDERATION SHARES UNDER SPARC ACQUISITION

Since its 2015 Annual General Meeting, the Company has issued a total of 6,417,077 Deferred Consideration Shares to FMG Holdings Pty Ltd (ACN 144 955 162) (formerly, Funbox Media Group Pty Ltd) as deferred consideration under the Sparc Acquisition.

The Deferred Consideration Shares were issued in reliance on the Company's 15% annual placement capacity. Ratification of the issue of the Deferred Consideration Shares is now being sought under Listing Rule 7.4 to reverse the depletion of that placement capacity resulting from the issue of those Deferred Consideration Shares.

RESOLUTION 8 – RATIFICATION OF ISSUE OF SPARC MEDIA EARN OUT SHARES

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, approval is given to ratify the issue by the Company to FMG Holdings Pty Ltd (ACN 144 955 162) (formerly, Funbox Media Group Pty Ltd) of an aggregate of 6,417,077 Shares at an issue price of between \$0.40 to \$0.432 per Share, as particularised in further detail in Section 9 of the Explanatory Statement accompanying the Notice of this Meeting.”

G. EMPLOYEE INCENTIVE PLANS

Pursuant to the Company's Existing STI Plan, Mr Paul Chan, Chief Executive Officer of the Group, and Mr Geoffrey Nesbitt, Chief Financial Officer of the Group, were granted STI awards in respect of FY2016, which, subject to the satisfaction of certain vesting conditions set by the Board, the Company will become obliged to pay or, at the discretion of the Board, satisfy by the grant of Service Rights of equivalent value.

The Board has now determined that the relevant vesting conditions have been satisfied and, in exercise of its discretion, proposes that Messrs Chan and Nesbitt's STI entitlements be satisfied by way of the issue of Service Rights, which will automatically convert into an equivalent number of Shares (subject to any bonus issues made prior to conversion) at the end of 13 months after the date of their issue subject to their continued employment with the Group at that time.

The Directors seek the approval of Shareholders to the issue of Service Rights to Mr Chan (Resolution 9) and Mr Nesbitt (Resolution 10) in satisfaction of their FY2016 STI entitlements.

In addition, it is proposed that the Company adopt a new LTI plan from FY2017 onwards in place of the Existing LTI Plan, pursuant to which Eligible Persons will be awarded equity instruments known as Performance Rights, instead of Options (Resolution 11).

Subject to the passage of Resolution 11, the New LTI Plan will take effect on and from the date of the Meeting. The Existing LTI Plan will continue to operate in respect of LTI awards granted prior to the effective date of the New LTI Plan.

If the New LTI Plan is approved by Shareholders, it is the current intention of the Board to grant a number of Performance Rights to each of the Directors in FY2017, up to the maximum notional value of the LTI awards contemplated in Resolutions 12 to 15 (both inclusive) below.

RESOLUTION 9 – ISSUE OF SERVICE RIGHTS TO MR PAUL CHAN IN SATISFACTION OF FY2016 STI ENTITLEMENTS

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

“That, for the purposes of Listing Rule 10.14, Listing Rule 7.2 (Exception 14), Listing Rule 10.11 (Exception 4) and for all other purposes, approval is given for the Company to issue up to 115,066 Service Rights to or as directed by Mr Paul Chan, on the terms and conditions contemplated in Section 10 of the Explanatory Statement accompanying the Notice of this Meeting, calculated based on a PPL Share price of \$0.5323, in satisfaction of \$61,250 in STI entitlements otherwise payable by the Company to Mr Chan in accordance with the Existing STI Plan.”

RESOLUTION 10 – ISSUE OF SERVICE RIGHTS TO MR GEOFFREY NESBITT IN SATISFACTION OF FY2016 STI ENTITLEMENT

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

“That, for the purposes of Listing Rule 10.14, Listing Rule 7.2 (Exception 14), Listing Rule 10.11 (Exception 4) and for all other purposes, approval is given for the Company to issue up to 78,902 Service Rights to or as directed by Mr Geoffrey Nesbitt, on the terms and conditions contemplated in Section 10 of the Explanatory Statement accompanying the Notice of this Meeting, calculated based on a PPL Share price of \$0.5323, in satisfaction of \$42,000 in STI entitlements otherwise payable by the Company to Mr Nesbitt in accordance with the Existing STI Plan.”

RESOLUTION 11 – APPROVAL OF NEW LTI PLAN

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

“That, for the purposes of Listing Rule 7.2 (Exception 9) and for all other purposes, approval is given for the Company to adopt and implement a long-term employee incentive scheme titled ‘Pureprofile LTI Plan’, and to issue Performance Rights and Shares under that scheme, on the terms and conditions contemplated in Section 11 of the Explanatory Statement accompanying the Notice of this Meeting.”

RESOLUTION 12 – ISSUE OF PERFORMANCE RIGHTS TO MR ANDREW EDWARDS PURSUANT TO NEW LTI PLAN

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

“That, subject to the passage of Resolution 11 and for the purposes of Listing Rule 10.14, Listing Rule 7.2 (Exception 14), Listing Rule 10.11 (Exception 4) and for all other purposes, approval is given for the Company to issue up to 94,340 Performance Rights to or as directed by Mr Andrew Edwards on the terms and conditions contemplated in Section 12 of the Explanatory Statement.”

RESOLUTION 13 – ISSUE OF PERFORMANCE RIGHTS TO MR PAUL CHAN PURSUANT TO NEW LTI PLAN

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

“That, subject to the passage of Resolution 11 and for the purposes of Listing Rule 10.14, Listing Rule 7.2 (Exception 14), Listing Rule 10.11 (Exception 4) and for all other purposes, approval is given for the Company to issue up to 726,415

Performance Rights to or as directed by Mr Paul Chan on the terms and conditions contemplated in Section 12 of the Explanatory Statement.”

RESOLUTION 14 – ISSUE OF PERFORMANCE RIGHTS TO MR GEOFFREY NESBITT PURSUANT TO NEW LTI PLAN

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

“That, subject to the passage of Resolution 11 and for the purposes of Listing Rule 10.14, Listing Rule 7.2 (Exception 14), Listing Rule 10.11 (Exception 4) and for all other purposes, approval is given for the Company to issue up to 424,528 Performance Rights to or as directed by Mr Geoffrey Nesbitt on the terms and conditions contemplated in Section 12 of the Explanatory Statement.”

RESOLUTION 15 – ISSUE OF PERFORMANCE RIGHTS TO MR CLIFFORD ROSENBERG PURSUANT TO NEW LTI PLAN

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

“That, subject to the passage of Resolution 11 and for the purposes of Listing Rule 10.14, Listing Rule 7.2 (Exception 14), Listing Rule 10.11 (Exception 4) and for all other purposes, approval is given for the Company to issue up to 79,245 Performance Rights to or as directed by Mr Clifford Rosenberg on the terms and conditions contemplated in Section 12 of the Explanatory Statement.”

H. APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY UNDER LISTING RULE 7.1A

The Directors seek the approval of Shareholders to increase the capacity of the Company to issue equity capital without Shareholder approval in addition to its 15% annual placement capacity, in accordance with Listing Rule 7.1A.

If the approval sought is granted, it will entitle – but not oblige – the Company to, over the 12 month period following the date of this Meeting, issue or agree to issue Equity Securities equal to up to a further 10% (by number) of the Company’s total Shares at the time of the proposed capital raising (subject to certain exclusions), without seeking further Shareholder approval.

The Directors feel that such an entitlement will enable the Company to act expeditiously and in the best interests of the Company and the Shareholders when and if the need or opportunity arises to issue additional capital on terms satisfactory to the Board.

Details of the actual number of Equity Securities that the Company would be entitled to issue if Resolution 16 is approved, are more particularly set out in **Section 13** of the Explanatory Statement.

RESOLUTION 16 – APPROVAL OF ADDITIONAL CAPACITY TO ISSUE 10% OF SECURITIES

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

“That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the Company to allot and issue, or agree to allot and issue, Equity Securities at any time in the period commencing on the date of this Meeting and ending on the first anniversary of that date, on one or more occasions, up to the maximum number

of Shares calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions as more particularly set out in Section 13 of the Explanatory Statement accompanying the Notice of this Meeting.”

Other business

To transact any other business that may be validly brought before the Meeting.

3. Voting Exclusion Statement

In accordance with the Listing Rules, the following persons must not cast any votes on the relevant Resolution specified below, and the Company will disregard any votes cast on that Resolution by any such person:

Resolution	Excluded Voters
1	Any member of the Key Management Personnel of the Group whose remuneration is detailed in the Remuneration Report, any closely related party of any such member, and any Associate of any of the foregoing persons.
3	Each of the Sellers (or each Seller's nominated recipient of its relevant proportion of the Completion Consideration Shares), any other person who may obtain a benefit as a result of the passing of Resolution 3 (other than a benefit solely in the capacity as a Shareholder), and any Associate of any of the foregoing persons.
4	Any person who participated in the issue of Shares contemplated under Resolution 4, as specified in Section 5.3 of the Explanatory Statement, and any Associate of any of the foregoing persons.
5	Any person who may participate in the issue of Shares proposed under Resolution 5, as specified in Section 6.3(d) of the Explanatory Statement, any other person who may obtain a benefit as a result of the passing of Resolution 5 (other than a benefit solely in the capacity as a Shareholder), and any Associate of any of the foregoing persons.
7	Blue Ocean Equities (or any sub-underwriter nominated by it to receive SPP Shortfall Shares), any other person who may obtain a benefit as a result of the passing of Resolution 7 (other than a benefit solely in the capacity as a Shareholder), and any Associate of any of the foregoing persons.
8	FMG Holdings Pty Ltd (ACN 144 955 162) (formerly, Funbox Media Group Pty Ltd) or any of its Associates.
9 and 10	Each executive director of the Company, being Messrs Paul Chan and Geoffrey Nesbitt, and any of their respective Associates.
11, 12, 13, 14 and 15	Each director of the Company, and any of their respective Associates.

Resolution	Excluded Voters
16	Any person who may participate in an issue of Equity Securities pursuant to the approval sought under Resolution 16, any other person who may obtain a benefit as a result of the passing of Resolution 16 (other than a benefit solely in the capacity as a Shareholder), and any Associate of any of the foregoing persons.

However, the Company need not disregard a vote if it is cast by:

- (a) a person (including in respect of Resolution 1, a Key Management Personnel of the Group or their closed related party or the Chair) as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the Chair 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.

By order of the Board



Company Secretary

Date: 29 September 2016

PART D EXPLANATORY STATEMENT

This Explanatory Statement is included in and forms part of the Notice of Meeting. It contains background information pertaining to the Resolutions to be considered at the Meeting as well as information required to be given to Shareholders under the Listing Rules in relation to the Resolutions.

It is given to Shareholders to help them determine how to vote on the Resolutions set out in the Notice of Meeting.

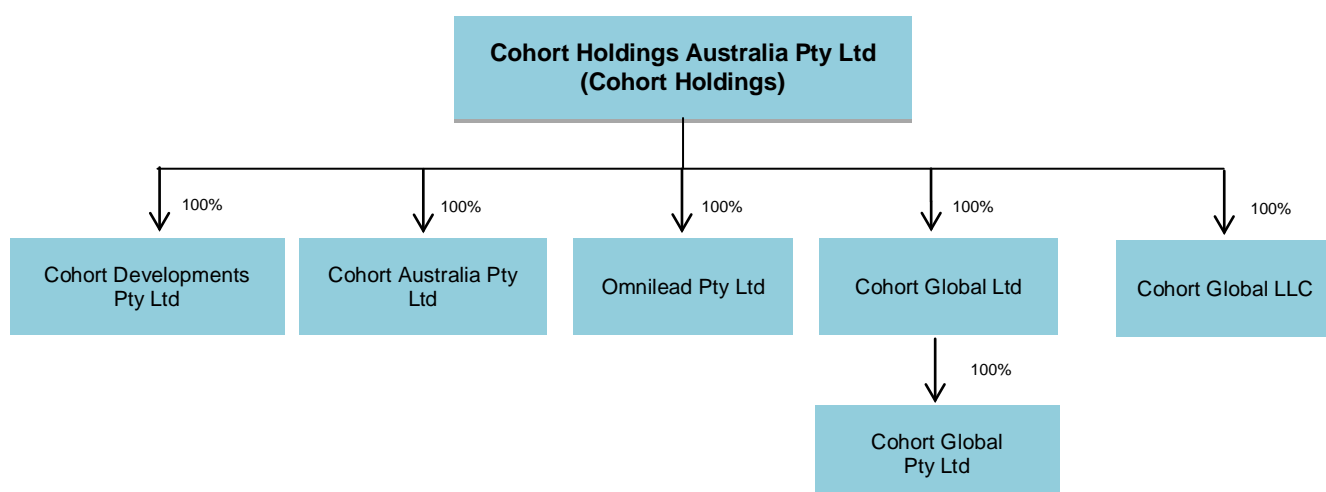
Shareholders should read this Explanatory Statement in full and in conjunction with the other sections of this Document, in order to gain a comprehensive understanding of the Resolutions proposed in the Notice of Meeting.

If you are in doubt about what to do in relation to a Resolution, you should consult your financial or other professional adviser.

1. PROPOSED ACQUISITION OF COHORT GROUP

1.1 Key terms

The Company is proposing to acquire the Cohort Group, the structure of which is illustrated below, through the purchase of all of the shares in its holding company, Cohort Holdings.



Currently, the share capital of Cohort Holdings is held between three shareholders, namely:

- the family trusts of the two Cohort Founders, Messrs Marcelo Ulvert and Malcolm Treanor, each of whom owns 25% of the shares in Cohort Holdings; and
- the investment vehicle of ASX-listed investment company, Oceania Capital Partners Limited (ASX: OCP), which owns the remainder 50% of the shares in Cohort Holdings,

(collectively, **Sellers**).

Under the Sale Agreement, it is contemplated that:

- (a) **(purchase consideration)** as consideration for the sale of their respective shares in Cohort Holdings to Pureprofile Global Pty Ltd (**Pureprofile Global**), a wholly-owned subsidiary of PPL, the Sellers will be entitled to receive on Completion, between them:

- (i) an upfront cash price of \$15 million subject to agreed working capital and net debt adjustments (**Completion Payment**); and
- (ii) \$3 million worth of PPL Shares, at an implied issue price equal to the price offered by the Company for the issue of Shares under the Tranche 1 and Tranche 2 Placements to fund the Proposed Acquisition of \$0.45 per Share (**Completion Consideration Shares**),

with the possibility of receiving the following earn outs by no earlier than November 2017, if the relevant earn out conditions (as summarised below) are satisfied and subject to Shareholder approval (if required under Listing Rule 7.1) (collectively, **Earn Out Payments**):

	Value of earn out	Cash or PPL Shares*	Implied issue price per PPL Share	Earn out conditions
EBITDA Earn Out	\$4 million (fixed).	PPL Shares only.	\$0.45 per Share, being the Placement Offer Price and the lowest price at which Shares have been subscribed for in any capital raising undertaken by PPL in the 3 months prior to Completion.	Cohort Group achieves Normalised EBITDA of at least \$3.98 million in FY2017.
Bonus Earn Out	Up to \$15 million, reduced by 25% for every quarter in FY2017 during which the Cohort Group does not meet the requisite Lead Quality threshold.	Either. <i>In respect of the first \$10 million, at the election of the Sellers.</i> <i>In respect of any amount above \$10 million, at the election of PPL.</i>	<i>In respect of the first \$10 million, the higher of \$0.50 and the 30-day VWAP of PPL Shares prior to issue.</i> <i>In respect of any amount above \$10 million, the 30-day VWAP of PPL Shares prior to issue.</i>	Cohort Group achieves in FY2017 either: <ul style="list-style-type: none"> • Normalised EBITDA of at least \$3.98 million; and • revenue growth and profit growth of at least 10% (compared to Cohort FY2016) or <ul style="list-style-type: none"> • Normalised EBITDA of at least \$4.18 million; and • same revenue as in Cohort FY2016.
* Subject to obtaining Shareholder approval (if required under Listing Rule 7.1).				

The Completion Consideration Shares, as well as any Shares issued in satisfaction of the EBITDA Earn Out (if the Sellers become so entitled in accordance with the Sale Agreement) will be escrowed from their date of issue until 6 May 2018;

- (b) **(conditions precedent to Completion)** Completion of the Proposed Acquisition will be conditional upon certain requirements first being met (**CPs**), including the satisfaction of each of the following conditions:
- (i) **(funding)** PPL having secured sufficient finance to fund the Completion Payment (after costs) by 20 October 2016 (being 20 Business Days after the

date of the Sale Agreement), subject only to conditions the satisfaction of which are within its control (**Funding Condition**);

- (ii) (**shareholder approval**) the approval by Shareholders of Resolution 3, Resolution 5 and Resolution 6 (if applicable²) (**Shareholder Approval Condition**); and
- (iii) (**continued employment**) the Cohort Founders having each agreed to continue their employment with the Cohort Group until at least the first anniversary of the date of Completion.

With the exception of the Shareholder Approval, which is not capable of being waived and must be satisfied in order for Completion to occur, all other conditions precedent to Completion may be waived by Pureprofile Global in its absolute discretion;

- (c) (**termination rights**) if either the Funding Condition or the Shareholder Approval Condition is not satisfied in accordance with its terms, or if a material adverse change or insolvency event occurs in respect of the Company prior to Completion, the Sellers will be entitled in their discretion to terminate the Sale Agreement and not proceed to Completion.

Similarly, Pureprofile Global will be entitled to terminate the Sale Agreement in its discretion if any of the CPs are not satisfied or (if applicable) waived in accordance with the Sale Agreement or if a material adverse change (including in respect of reputation) or insolvency event occurs in respect of the Cohort Group prior to Completion;

- (d) (**break fee**) if the Funding Condition is not satisfied by 20 October 2016 or if the Shareholder Approval Condition is not satisfied due to the Board withdrawing its recommendation to Shareholders to vote in favour of Resolutions 3, 5 and 6 (if applicable²), the Sellers will be entitled to terminate the Sale Agreement and claim a break fee of \$200,000 to meet their costs of participating in the negotiation of the Proposed Acquisition;
- (e) (**agreed expenditure**) as an existing customer and in support of the business of the Cohort Group, the Company has committed to spend, or procure other members of the Group (other than the Cohort Group) to spend, at least \$500,000 in FY2017 in the acquisition of leads or other products or services from the Cohort Group, which spend will be included in the calculation of the Cohort Group's FY2017 Normalised EBITDA for the purpose of determining the Sellers' entitlement to the Earn Out Payments;
- (f) (**protection from competing business**) to protect the goodwill and value of the Cohort Business, the Sellers and the Cohort Founders will be restricted for a period of up to 2 years after the end of FY2017 from, amongst other things, engaging in any business or activity that supplies products of the kind sold by the Cohort Business in competition with it or is otherwise competitive with the Cohort Business or any material part of it; and
- (g) (**no right to appoint nominee director**) the Sellers will not be appointed, nor have any right to appoint any nominee, to the Board as a result of Completion of the Proposed Acquisition. However, if the Sellers collectively hold 12% of PPL Shares at any time after Completion, they may nominate, for PPL's consideration, a candidate to join the Board as a non-executive director, although PPL is *not* obliged to make any appointment.

Subject to the passage of Resolutions 3, 5 and 6 (if applicable²), the Board has no reason to believe that any of the conditions precedent to Completion will not be satisfied in

² See **Section 7.1** of the Explanatory Statement for further information.

accordance with their terms and anticipates that Completion will occur in early November 2016.

1.2 Funding

The Company is proposing to fund the Completion Payment and the Transaction Costs incurred in connection with the Series of Transactions (estimated at approx. \$2 million) through a combination of bank debt and the issue of new equity (**Initial Funding**).

Specifically, it is proposed as at the date of this Document that the Initial Funding will be sourced as follows:

Source of funding	Amount of funding	Implied issue price per PPL Share (if applicable)
Bank debt	\$4,000,000 ¹	N/A
Tranche 1 Placement	\$3,897,202	\$0.45 ²
Tranche 2 Placement ³	\$10,102,798	\$0.45 ²
SPP Offer	\$3,000,000 ⁴	\$0.45 ²
Total	\$21,000,000	-
<p>1. It is anticipated that the debt facility from Commonwealth Bank of Australia, if obtained, will be for a total facility amount of \$7.5 million, of which \$4 million will be available for drawdown on Completion for the purposes of the Proposed Acquisition, \$0.5 million for any bank guarantee required to support any real property lease of the Group, and the remainder, for general working capital of the Group.</p> <p>2. This represents a 14.9% discount to the VWAP of PPL Shares for the last five days on which trading in PPL Shares were recorded prior to the date of announcement of the SPP Offer on 22 September 2016 (being, \$0.529).</p> <p>3. Subject to obtaining Shareholder approval of Resolution 5.</p> <p>4. Assuming the SPP Offer is fully subscribed. Subject to the approval by Shareholders of Resolution 7, the SPP Offer will be fully underwritten by Blue Ocean Equities (see further Section 1.4 below).</p>		

If the Initial Funding exceeds the Completion Payment and the Transaction Costs, the balance will be used as additional growth capital for the Group (including funding for future acquisitions and associated transaction costs) as well as general working capital.

Participation in the SPP Offer is voluntary, but provides Eligible Shareholders with an opportunity to subscribe for up to \$15,000 worth of PPL Shares each, at the same discount as offered to Sophisticated Investors under the Tranche 1 Placement and Tranche 2 Placement, and regardless of the number of Shares they held in the Company as at the record date of the SPP Offer. Each Director has indicated that it is his present intention to subscribe under the SPP Offer. Subject to the passage of Resolution 7 at the Meeting, the SPP will be fully underwritten by Blue Ocean Equities (or its nominated sub-underwriters, as agreed with the Company, on the terms of the SPP Underwriting Agreement, a high level summary of which is set out in **Section 1.4** below.

For further information regarding the SPP Offer, please see the Company's announcement on ASX on 22 September 2016. In accordance with Listing Rule 7.2 (Exception 15), the approval of Shareholders is not required to be obtained in respect of Shares offered and issued to Eligible Shareholders under the SPP Offer.

Assuming the Proposed Acquisition is Completed in accordance with the terms of the Sale Agreement, then, to the extent any Shares are required to be issued to satisfy, or fund the payment of, the Earn Out Payments (assuming the Sellers become so entitled), the

Company will seek the approval of Shareholders to the issue of those earn out Shares in accordance with the Listing Rules at the relevant time.

1.3 Effect on capital structure

The table below illustrates the potential effect of the Proposed Acquisition, the Tranche 1 Placement, the Tranche 2 Placement and the SPP Offer (**Series of Transactions**) on the share capital of the Company, assuming Resolutions 3, 5 and 6 (if applicable³) are passed and the Series of Transactions are successfully completed in accordance with the terms contemplated in this Document.

The potential effect of the Series of Transactions on the issued capital of the Company will differ depending on the performance of the Cohort Group in FY2017, which will dictate whether the Sellers will be entitled to receive all or any part of the earn-out component of the purchase consideration for Cohort Global, as discussed at **Section 1.1** of this **Part D** above.

Completion			Satisfaction of EBITDA Earn Out Requirement		Satisfaction of EBITDA and Bonus Earn Out Requirements	
	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
Undiluted basis						
Existing Shares on issue	66,727,181	60.02%	66,727,181	56.21%	66,727,181	45.39%
Tranche 1 Placement Shares	8,660,448	7.79%	8,660,448	7.29%	8,660,448	5.89%
Tranche 2 Placement Shares ¹	22,450,663	20.19%	22,450,663	18.91%	22,450,663	15.27%
Share issued under fully-underwritten SPP Offer ³	6,666,667	6.00%	6,666,667	5.62%	6,666,667	4.53%
Consideration Shares to Sellers ^{1, 2}	6,666,667	6.00%	14,213,837	11.97%	42,515,724	28.92%
Total	111,171,626	100%	118,718,796	100%	147,020,683	100%
Fully diluted basis						
Existing Shares and Options on issue	70,038,181	60.38%	70,038,181	56.69%	70,038,181	46.13%
Tranche 1 Placement Shares	8,660,448	7.46%	8,660,448	7.01%	8,660,448	5.70%
Tranche 2 Placement Shares ¹	22,450,663	19.35%	22,450,663	18.17%	22,450,663	14.78%
Share issued under SPP Offer ³	6,666,667	5.75%	6,666,667	5.40%	6,666,667	4.39%
Consideration Shares to Sellers ^{1, 2}	6,666,667	5.75%	14,213,837	11.50%	42,515,724	28.00%

³ See **Section 7.1** of the Explanatory Statement for further information.

	Completion		Satisfaction of EBITDA Earn Out Requirement		Satisfaction of EBITDA and Bonus Earn Out Requirements	
	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
FY2016 STI Service Rights ⁴	193,968	0.17%	193,968	0.16%	193,968	0.13%
FY2017 LTI Performance Rights ⁵	1,324,528	1.14%	1,324,528	1.07%	1,324,528	0.87%
Total	116,001,122	100%	123,548,292	100%	151,850,179	100%
<p>1. Subject to obtaining Shareholder approval of Resolution 3 and Resolution 5.</p> <p>2. Assuming that the maximum earn out amount of \$4 million (in respect of the EBITDA Earn Out) and \$15 million (in respect of the Bonus Earn Out) is payable, and that the Sellers receive the entire earn out as PPL Shares issued at an implied issue price of \$0.53 per PPL Share, being the 30-day VWAP of PPL Shares as at 23 September 2016, being the fourth last trading day prior to the date of this Document. The actual earn out amount (if any), the portion of the earn out to be satisfied in PPL Shares, and the implied issue price per PPL Share will be determined in accordance with the Sale Agreement, as summarised at Section 1.1 of this Part D above.</p> <p>3. Assuming that the SPP Offer is fully subscribed, raising a total of \$3 million. Subject to the approval by Shareholders of Resolution 7, the SPP Offer will be fully underwritten by Blue Ocean Equities (see further Section 1.4 below).</p> <p>4. Subject to obtaining Shareholder approval of Resolutions 9 and 10.</p> <p>5. Subject to obtaining Shareholder approval of Resolutions 11, 12, 13, 14 and 16, and assuming that the actual notional value of the LTI award granted to each Director for FY2017 equals, and the actual number of Performance Rights granted to each Director for FY2017 under the New LTI Plan is calculated based upon, the maximum notional value of that Director's FY2017 LTI award as specified in Section 12.1 below.</p>						

1.4 SPP Underwriting Agreement

Pursuant to an Underwriting Agreement dated 22 September 2016 (**SPP Underwriting Agreement**), Blue Ocean Equities (**Underwriter**) has agreed to fully underwrite the SPP Offer. The SPP Underwriting Agreement, including the underwriting fee payable to the Underwriter as consideration for agreeing to fully underwrite the SPP Offer, was negotiated on an arm's length basis and is on customary terms and conditions.

In particular, the Company has agreed, under the SPP Underwriting Agreement, to:

- (a) provide warranties and undertakings commonly provided to professional underwriters to a capital raising of the kind contemplated under the SPP Offer;
- (b) indemnify the Underwriter, its related bodies corporate and their respective directors, officers, employers and advisers (**Indemnified Parties**) in respect of all claims, liability and loss sustained or incurred in connection with the SPP Offer or a breach of the SPP Underwriting Agreement, subject to certain exceptions; and
- (c) reimburse the Underwriter for all reasonable out-of-pocket expenses incurred in connection with the underwriting arrangement (whether or not the SPP Offer proceeds to completion).

The SPP Underwriting Agreement also contains customary events of termination which, if such an event occurs, may entitle the Underwriter to terminate the SPP Underwriting Agreement at any time prior to settlement of the SPP Offer.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 Requirement for Shareholder approval

Section 250R(2) of the Corporations Act requires a listed company to put the Remuneration Report to the vote of Shareholders at each annual general meeting of that company. However, the outcome of the Shareholders' vote on the Remuneration Report is advisory only. In other words, if Resolution 1 is not passed, the Directors are not obliged to alter any of the arrangements specified in the Remuneration Report.

If, at the Meeting, more than 25% of Shareholders vote *against* the adoption of the Remuneration Report contained in the Company's FY2016 Annual Report, the first part of the Board spill provisions contained in the Corporations Act ("two strikes rule") will be triggered (**25% No Vote**).

While this will not impact the adoption of the Remuneration Report at the current year's Meeting, the implications of the 25% No Vote is that, if next year's Annual General Meeting, the Remuneration Report for that year again receives a 25% No Vote, the Company will be required to put a resolution to Shareholders to vote on whether to hold another general meeting within 90 days of that Annual General Meeting at which all of the directors of the Company at that time (other than the Managing Director) must stand for re-election.

2.2 Voting Exclusion Statement

Particulars as to the persons not permitted to vote on Resolution 1, and whose votes will be disregarded if cast on Resolution 1, are set out in **Part C, Section 3**, of this Document.

Specifically, a vote on Resolution 1 must not be cast, and the Company will disregard any votes cast on Resolution 1, by or on behalf of a member of the Key Management Personnel of the Group whose remuneration is detailed in the Remuneration Report, or their closely related parties, in any capacity (including as proxy), unless the vote is cast as proxy for a person entitled to vote on Resolution 1, in accordance with specific directions on the Proxy Form as to how to vote on Resolution 1.

Persons entitled to vote on Resolution 1 may also appoint the Chair as their proxy to vote on Resolution 1.

If you intend to appoint the Chair as your proxy, please ensure that you either:

- (a) direct him on how to vote on Resolution 1; or
- (b) expressly authorise the Chair to cast your vote on Resolution 1 in as the Chair decides even though Resolution 1 is connected directly or indirectly with the remuneration of a Key Management Personnel,

by marking the relevant boxes on the Proxy Form. Please note that if you do not direct the Chair on how to vote on Resolution 1 as your proxy, the Chair will not cast any of your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on Resolution 1.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR

3.1 Background

The Company's Constitution provides that, at each annual general meeting of the Company, one third of all directors in office at that time, excluding the Managing Director, must retire by

rotation. In accordance with the Constitution, a retiring director is eligible for re-election by Shareholders at the relevant annual general meeting.

Mr Geoffrey Nesbitt, being appointed to office as a director of the Company on 5 November 2014, will retire at the conclusion of the Meeting by rotation and, being eligible, wishes to stand for re-election at the Meeting.

Mr Nesbitt was appointed as CFO of the Group in September 2014 and oversees all aspects of the Group's financial operations, including working capital, capital expenditure, debt levels, taxes, budgets, general accounting and the Group's M&A strategy and process.

During his career, Mr Nesbitt has managed an extensive list of M&A transactions across the Asia-Pacific, United States and United Kingdom. He played an integral role in the initial public offering of the Company as well as the initial public offering of Enero Group Limited (ASX: EGG) (formerly, Photon Group Limited) in 2004 as CFO.

3.2 Recommendation of Directors

Each Director (Mr Nesbitt abstaining) recommends that Shareholders vote **in favour** of Resolution 2 and confirms that he has no personal interest in the outcome of Resolution 2.

4. RESOLUTION 3 – APPROVAL OF ISSUE OF COMPLETION CONSIDERATION SHARES

4.1 Background

Resolution 3 seeks the approval of Shareholders to permit the Company to issue the Completion Consideration Shares, being a total of 6,666,667 Shares, to the Sellers in the following proportions:

Name of Seller	Number of Completion Consideration Shares to be issued
MDJU Number 1 Pty Ltd (ACN 120 463 434) ATF The MDJU No. 3 Trust (MDJU) (or its nominee)	1,666,667
Ribekow Ltd (ACN 132 687 748) ATF The Ribekow Family Trust (Ribekow) (or its nominee)	1,666,667
OCP Shelf 2 Pty Ltd (ACN 169 324 172) (OCP) (or its nominee)	3,333,333

It is anticipated that, subject to Shareholder approval, Completion of the Proposed Acquisition will occur in early November 2016.

Completion is conditional upon Shareholders passing Resolution 3 (amongst other Resolutions). If Shareholder approval is not received in respect of Resolution 3, the Proposed Acquisition will not proceed and will thereupon be terminated.

The Completion Consideration Shares will, upon issue, rank equally with all other Shares then on issue.

4.2 Requirement for Shareholder approval

Listing Rule 7.1, known as the “**15% rule**”, limits the capacity of an ASX-listed company to issue Equity Securities without the approval of its shareholders.

In broad terms, Listing Rule 7.1 provides that a company may not issue or agree to issue Equity Securities equal to more than 15% of the total number of ordinary securities on issue in the capital of the company 12 months prior to the proposed date of issue or agreement to issue plus any additional ordinary securities issued by the company with shareholder approval or in reliance on an exception to Listing Rule 7.1 during that 12 month period (**15% annual placement capacity**), unless the issue or agreement to issue is approved by shareholders or otherwise comes within one of the exceptions to Listing Rule 7.1.

The effect of Shareholders passing Resolution 3 will be to enable the Company to issue the Completion Consideration Shares in compliance with Listing Rule 7.1.

For this reason, Shareholders are asked to consider and vote upon Resolution 3.

4.3 Additional disclosure

In accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Completion Consideration Shares under Resolution 3:

(a) *Maximum number of securities to be issued*

The maximum number of Shares proposed to be issued under Resolution 3 is 6,666,667 Shares.

(b) *Last date for issuing the securities*

The Shares to be issued under Resolution 3 (**Relevant Shares**) will, subject to Shareholder approval, be issued by no later than 3 months after the date of the Meeting (or before such later date as permitted by any waiver or modification of the Listing Rules granted by ASX).

(c) *Issue price of securities*

The Relevant Shares will be issued at an implied issue price of \$0.45 per Share.

(d) *Persons to whom securities will be issued*

The Relevant Shares will be issued to the Sellers in the proportions specified in the following table:

No.	Name of Seller	Number of Relevant Shares to be issued
1.	MDJU (or its nominee)	1,666,667
2.	Ribekow (or its nominee)	1,666,667
3.	OCP (or its nominee)	3,333,333

(e) *Terms of issue of securities*

The Relevant Shares will be fully paid ordinary shares in the capital of the Company and will be issued on the same terms and conditions as the Company's

existing Shares. The Relevant Shares will, upon issue, rank equally with all other Shares on issue and otherwise be subject to the provisions of the Constitution.

(f) *Intended use of funds raised*

The Completion Consideration Shares will be issued as part consideration under the Proposed Acquisition. As such, no cash proceeds will be raised from their issue.

(g) *Anticipated issue date*

Subject to the time frame referred to in paragraph (b) above, it is currently anticipated that, subject to Shareholder approval, the Relevant Shares will be issued on or about 7 November 2016.

4.4 **Voting Exclusion Statement**

Particulars as to the persons not permitted to vote on Resolution 3, and whose votes will be disregarded if cast on Resolution 3, are set out in **Part C, Section 3**, of this Document.

4.5 **Recommendation of Directors**

Each Director recommends that Shareholders vote **in favour** of Resolution 3.

Each Director confirms that he has no personal interest in the outcome of Resolution 3.

5. **RESOLUTION 4 – RATIFICATION OF TRANCHE 1 PLACEMENT**

5.1 **Background**

Resolution 4 seeks the approval of Shareholders to ratify the issue by the Company of the Tranche 1 Placement Shares, being a total of 8,660,448 Shares, to Sophisticated Investors at an issue price of \$0.45 per Share.

It is anticipated that, by the date of the Meeting, the Tranche 1 Placement will have been completed in reliance on the remainder of the Company's 15% annual placement capacity and its additional 10% annual placement capacity as approved by Shareholders at the Company's last Annual General Meeting under Listing Rule 7.1A (see **Section 13.1** below for further explanation).

Ratification of the issue of the Tranche 1 Placement Shares is now being sought under Listing Rule 7.4 in order to 'refresh' the number of Equity Securities which the Company can issue without Shareholder approval under Listing Rule 7.1.

5.2 **Requirement for Shareholder approval**

Under Listing Rule 7.4, a company in general meeting can ratify, by the passage of an ordinary resolution, any issue of Equity Securities made in the preceding 12 months without shareholder approval in reliance on its 15% annual placement capacity, so as to reverse the 'depletion' of that placement capacity resulting from the relevant issue.

Listing Rule 7.4, known as the "*subsequent approval of an issue of securities*" rule, validates an issue of Equity Securities made without shareholder approval in accordance with Listing Rule 7.1, as if it had been made with shareholder approval for the purposes of Listing Rule 7.1 if both of the following criteria are satisfied, namely:

- (a) the issue was not made in breach of Listing Rule 7.1; and

(b) the holders of ordinary securities in the company subsequently approve that issue.

For this reason, Shareholders are asked to consider and vote upon Resolution 4.

5.3 Additional disclosure

In accordance with Listing Rule 7.5, the following information is provided in relation to the proposed ratification of the issue of the Tranche 1 Placement Shares, as contemplated under Resolution 4:

Item	Subject matter	Details
1	Total number of securities issued	8,660,448
2	Issue price of securities	\$0.45 per Tranche 1 Placement Share
3	Terms of issue of securities	<p>All of the Tranche 1 Placement Shares are fully paid ordinary shares in the issued capital of the Company and were issued on the same terms and conditions as the Company's existing Shares, subject to the provisions of the Constitution.</p> <p>The Tranche 1 Placement Shares rank equally with all other Shares on issue.</p>
4	Persons to whom securities were issued	Clients of Blue Ocean Equities, each of whom is a Sophisticated Investor.
5	Total amount of funds raised	\$3,897,201.60
6	Intended use of funds	<p>It is the current intention of the Board that, if the Proposed Acquisition proceeds to Completion, the Tranche 1 Placement funds (as specified at Item 5 above) will be applied in partial satisfaction of the Completion Payment.</p> <p>However, if for whatever reason the Proposed Acquisition is terminated prior to the Meeting, or if Shareholder approval is not obtained in respect of Resolutions 3, 5 or 6 (if applicable⁴), it is the current intention of the Board that the Tranche 1 Placement funds be applied for the purpose of funding future acquisitions and associated transaction costs, as well as general working capital.</p>

5.4 Voting Exclusion Statement

Particulars as to the persons not permitted to vote on Resolution 4, and whose votes will be disregarded if cast on Resolution 4, are set out in **Part C, Section 3**, of this Document.

⁴ See **Section 7.1** of the Explanatory Statement for further information.

5.5 Recommendation of Directors

Each Director recommends that Shareholders vote **in favour** of Resolution 4, and confirms that he has no personal interest in the outcome of Resolution 4.

6. RESOLUTION 5 – APPROVAL OF TRANCHE 2 PLACEMENT

6.1 Background

Resolution 5 seeks the approval of Shareholders to permit the Company to issue the Tranche 2 Placement Shares, being a total of 22,450,663 Shares, to Sophisticated Investors at an issue price of \$0.45 per Share.

Completion of the Tranche 2 Placement will, subject to Shareholders passing Resolutions 3, 5 and 6 (if applicable⁵), occur for all intents and purposes simultaneously with, Completion of the Proposed Acquisition. It is anticipated that, subject to Shareholder approval, the Tranche 2 Placement will be completed in early November 2016, immediately prior to Completion of the Proposed Acquisition.

Completion of the Proposed Acquisition is conditional upon Shareholders passing Resolution 5 (amongst other Resolutions). If Shareholder approval is not received in respect of Resolution 5, the Proposed Acquisition will not proceed and will thereupon be terminated.

The Tranche 2 Placement Shares will, upon issue, rank equally with all other Shares then on issue.

6.2 Requirement for Shareholder approval

The effect of Shareholders passing Resolution 5 will be to enable the Company to issue the Tranche 2 Placement Shares in compliance with Listing Rule 7.1 which, as detailed in **Section 4.2** above, limits the capacity of an ASX-listed company to issue Equity Securities without the approval of its shareholders to the 15% annual placement capacity.

For this reason, Shareholders are asked to consider and vote upon Resolution 5.

6.3 Additional disclosure

In accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Tranche 2 Placement Shares under Resolution 5:

(a) *Maximum number of securities to be issued*

The maximum number of Shares proposed to be issued under Resolution 5 is 22,450,663 Shares.

(b) *Last date for issuing the securities*

The Shares to be issued under Resolution 5 (**Relevant Shares**) will, subject to Shareholder approval, be issued by no later than 3 months after the date of the Meeting (or before such later date as permitted by any waiver or modification of the Listing Rules granted by ASX).

(c) *Issue price of securities*

The Relevant Shares will be issued at a price of \$0.45 per Share.

⁵ See **Section 7.1** of the Explanatory Statement for further information.

(d) *Persons to whom securities will be issued*

The Relevant Shares will be issued to clients of Blue Ocean Equities, each of whom is a Sophisticated Investor.

(e) *Terms of issue of securities*

The Relevant Shares will be fully paid ordinary shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares. The Relevant Shares will, upon issue, rank equally with all other Shares on issue and otherwise be subject to the provisions of the Constitution.

(f) *Intended use of funds raised*

If the Tranche 2 Placement is completed, the Company will raise a total of \$10,102,798.35 (before costs).

Assuming the Proposed Acquisition proceeds to Completion, it is the current intention of the Board that the Tranche 2 Placement funds will be applied in partial satisfaction of the Completion Payment.

(g) *Anticipated issue date*

Subject to the time frame referred to in paragraph (b) above, it is currently anticipated that, subject to Shareholder approval, the Relevant Shares will be issued on or about 7 November 2016.

6.4 **Voting Exclusion Statement**

Particulars as to the persons not permitted to vote on Resolution 5, and whose votes will be disregarded if cast on Resolution 5, are set out in **Part C, Section 3**, of this Document.

6.5 **Recommendation of Directors**

Each Director recommends that Shareholders vote **in favour** of Resolution 5.

Each Director confirms that he has no personal interest in the outcome of Resolution 5.

7. **RESOLUTION 6 – APPROVAL FOR FINANCIAL ASSISTANCE BY COHORT GROUP MEMBERS OF PROPOSED ACQUISITION**

7.1 **Background**

As detailed in **Section 1.1** above, Pureprofile Global has agreed to acquire the total issued share capital of Cohort Holdings, in consideration for a Completion Payment of \$15 million, as well as \$3 million in scrip consideration and various earn outs.

To fund in part the Completion Payment and/or Transaction Costs, the Company anticipates as at the date of this Document that it will obtain a debt facility from Commonwealth Bank of Australia (**Bank**) in the amount of \$7.5 million (**Proposed Loan**), of which:

- (a) \$4 million will be available for drawdown on Completion for the purposes of the Proposed Acquisition;
- (b) \$0.5 million for any bank guarantee required to support any real property lease of the Group; and
- (c) the remainder \$3 million for general working capital of the Group,

subject to the satisfaction (or waiver) of various conditions precedent and subsequent.

Relevantly, it is anticipated that it will be a condition subsequent to the drawdown of the Proposed Loan that each Cohort Group Member grants to or in favour of the Bank:

- (a) a first-ranking general security interest over all of its respective assets and undertakings (including any shares and intellectual property held by it); and
- (b) customary negative pledges, undertakings and covenants,

as security for repayment of the Proposed Loan.

In addition to each Cohort Group Member, it is anticipated that it will be a condition precedent to the drawdown of the Proposed Loan that each other member of the Group grants to or in favour of the Bank the abovementioned security.

If the Proposed Loan is obtained, the grant by the Cohort Group Members of the abovementioned security will constitute the provision of financial assistance by the Cohort Group Members in connection with the Proposed Acquisition, as the effect of the grant will be to confer an interest in favour of the Bank in all present and future assets and property of each Cohort Group Member, exercisable in the event any relevant borrower in the Group defaults (or threatens to default) under the debt facility so as to secure the repayment of the Proposed Loan and all interest accrued thereon to the Bank.

If the Proposed Loan is obtained, Completion of the Proposed Acquisition will be conditional upon the passage of Resolution 6 (insofar as the requisite financial assistance is required under the terms of the Proposed Loan) (amongst other Resolutions). In those circumstances, if Shareholder approval is not received in respect of Resolution 6, the Proposed Acquisition will not proceed and will thereupon be terminated.

7.2 Requirement for Shareholder approval

Pursuant to section 260A(1) of the Corporations Act a company may only financially assist a person to acquire shares (or units of shares) in the company or a holding company of the company if:

- (a) giving the assistance does not materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors; or
- (b) the assistance is approved by shareholders under section 260B of the Corporations Act; or
- (c) the assistance is exempted under section 260C of the Corporations Act.

Under section 260B of the Corporations Act, for a company to financially assist a person to acquire shares (or units of shares) in itself or its holding company, where that company will become a subsidiary of another domestic corporation that is a listed domestic corporation (**Australian Listed Holding Company**) immediately after the acquisition, the financial assistance must be approved, amongst other things, by a special resolution passed under section 260B(2) of the Corporations Act at a general meeting of that Australian Listed Holding Company.

On Completion of the Proposed Acquisition, each Cohort Group Member will become a wholly-owned subsidiary of the Company. Accordingly, assuming the Proposed Loan is obtained for the purposes of the Proposed Acquisition, the approval of the Shareholders (by special resolution) will be required to permit the Cohort Group Members to financially assist the Proposed Acquisition by giving the securities contemplated in **Section 7.1** above. For this reason, Shareholders are asked to consider and vote upon Resolution 6.

As required by section 260B(5) of the Corporations Act, a copy of this Document was lodged with ASIC before its dispatch to Shareholders.

7.3 Recommendation of Directors

Each Director recommends that Shareholders vote **in favour** of Resolution 6, and confirms that he has no personal interest in the outcome of Resolution 6.

In the opinion of the Directors, assuming the Proposed Loan is obtained for the purposes of the Proposed Acquisition, it is in the interests of each Cohort Group Member to give the financial assistance described above for the purpose of facilitating Completion, so as to enable the Cohort Group to benefit from the resources of the Group and the synergies between the businesses of the Cohort Group and the Group going forward.

8. RESOLUTION 7 – APPROVAL OF ISSUE OF SHARES UNDER SPP UNDERWRITING AGREEMENT

8.1 Background

Resolution 7 seeks the approval of Shareholders to permit the Company to issue SPP Shortfall Shares to Blue Ocean Equities (**Underwriter**) (or its nominated sub-underwriters, as agreed with the Company) pursuant to the SPP Underwriting Agreement, to the extent any Shares offered under the SPP Offer are not subscribed for by Eligible Shareholders.

The Underwriter is a professional underwriter and is not a related party of the Company or an associate of any Shareholder with respect to the Company's affairs.

Pursuant to the SPP Underwriting Agreement, a high level summary of which is set out in **Section 1.4** above, the maximum number of Shares that the Underwriter may acquire a relevant interest is 6,666,667 Shares, representing 6.00% of the total voting power in the Company immediately after Completion of the Proposed Acquisition (on an undiluted basis) (see the pro-forma capitalisation table at **Section 1.3** above for further details).

As at the date of this Document, the Underwriter has a relevant interest in 5,026,019 Shares, representing 7.53% of the total voting power in the Company (on an undiluted basis). Assuming that the Company receives no valid applications from Eligible Shareholders under the SPP Offer, the Underwriter subscribes for \$3 million worth of SPP Shortfall Shares pursuant to the SPP Underwriting Agreement and none of the SPP Shortfall Shares are sub-underwritten, the maximum voting power that the Underwriter will acquire in the Company immediately after Completion of the Proposed Acquisition (on an undiluted basis) is 10.52%. The Company understands that the Underwriter is seeking sub-underwriting commitments

Subject to Completion of the Proposed Acquisition, it is anticipated that the SPP Offer (including, if Resolution 7 is approved, the issue of SPP Shortfall Shares) will be completed in early November 2016.

SPP Shortfall Shares will, upon issue, rank equally with all other Shares then on issue.

8.2 Requirement for Shareholder approval

The effect of Shareholders passing Resolution 7 will be to enable the Company to issue all SPP Shortfall Shares in compliance with Listing Rule 7.1 which, as detailed in **Section 4.2** above, limits the capacity of an ASX-listed company to issue Equity Securities without the approval of its shareholders to the 15% annual placement capacity.

For this reason, Shareholders are asked to consider and vote upon Resolution 7.

8.3 Additional disclosure

In accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the SPP Shortfall Shares under Resolution 7:

(a) *Maximum number of securities to be issued*

The maximum number of Shares that may be issued under Resolution 7, if approved, is 6,666,667 Shares.

(b) *Last date for issuing the securities*

The Shares to be issued under Resolution 7 (**Relevant Shares**) will, subject to Shareholder approval, be issued by no later than 3 months after the date of the Meeting (or before such later date as permitted by any waiver or modification of the Listing Rules granted by ASX).

(c) *Issue price of securities*

The Relevant Shares will be issued at a price of \$0.45 per Share.

(d) *Persons to whom securities will be issued*

The Relevant Shares will be issued to the underwriter to the SPP Offer, Blue Ocean Equities, or such sub-underwriters as nominated by Blue Ocean Equities.

Any underwriter or sub-underwriter to the SPP Offer will be a Sophisticated Investor and will not be a related party of the Company or an associate of any Shareholder with respect to the Company's affairs.

(e) *Terms of issue of securities*

The Relevant Shares will be fully paid ordinary shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares. The Relevant Shares will, upon issue, rank equally with all other Shares on issue and otherwise be subject to the provisions of the Constitution.

(f) *Intended use of funds raised*

Assuming the Proposed Acquisition proceeds to Completion, it is the current intention of the Board that all funds raised under the SPP Offer (including, subject to the approval of Resolution 7, pursuant to the issue of the Relevant Shares) will be used as additional growth capital for the Group (including funding for future acquisitions and associated transaction costs) as well as general working capital.

(g) *Anticipated issue date*

Subject to the time frame referred to in paragraph (b) above, it is currently anticipated that, subject to Shareholder approval, the Relevant Shares will be issued on or about 7 November 2016.

8.4 Voting Exclusion Statement

Particulars as to the persons not permitted to vote on Resolution 7, and whose votes will be disregarded if cast on Resolution 7, are set out in **Part C, Section 3**, of this Document.

8.5 Recommendation of Directors

Each Director recommends that Shareholders vote **in favour** of Resolution 7.

Each Director confirms that he has no personal interest in the outcome of Resolution 7.

9. RESOLUTION 8 – RATIFICATION OF ISSUE OF DEFERRED CONSIDERATIONS SHARES UNDER SPARC ACQUISITION

9.1 Background

As per prior announcements on the ASX, the Company has issued the following Deferred Consideration Shares to FMG Holdings Pty Ltd (ACN 144 955 162) (formerly, Funbox Media Group Pty Ltd) in accordance with the terms of the Sparc Acquisition, since its 2015 Annual General Meeting:

Date of issue	Number of Shares issued	Implied issue price per Share
01/11/2015	1,851,149	\$0.408
02/03/2016	1,565,928	\$0.432
29/07/2016	3,000,000	\$0.40
Total:	6,417,077	-

Ratification of the issue of the Deferred Consideration Shares is now being sought under Listing Rule 7.4 in order to ‘refresh’ the number of Equity Securities which the Company can issue without Shareholder approval in reliance on the Company’s 15% annual placement capacity.

9.2 Requirement for Shareholder approval

As explained in **Section 5.2** of this **Part D**, Listing Rule 7.4, known as the “*subsequent approval of an issue of securities*” rule, validates an issue of Equity Securities made without shareholder approval in reliance on the 15% annual placement capacity, as if it had been made with shareholder approval for the purposes of Listing Rule 7.1 if both of the following criteria are satisfied, namely:

- (a) the issue was not made in breach of Listing Rule 7.1; and
- (b) the holders of ordinary securities in the company subsequently approves that issue.

For this reason, Shareholders are asked to consider and vote upon Resolution 8.

9.3 Additional disclosure

In accordance with Listing Rule 7.5, the following information is provided in relation to the proposed ratification of the issue of the Deferred Consideration Shares, as contemplated under Resolution 8:

Item	Subject matter	Details
1	Total number of securities issued	6,417,077
2	Issue price of securities	Between \$0.40 – \$0.432 per Share. See table in Section 9.1 above.
3	Terms of issue of securities	All of the Deferred Consideration Shares are fully paid ordinary shares in the issued capital of the Company and were issued on the same terms and conditions as the Company's existing Shares, subject to the provisions of the Constitution. The Deferred Consideration Shares rank equally with all other Shares on issue.
4	Name of person to whom securities were issued	FMG Holdings Pty Ltd (ACN 144 955 162) (formerly, Funbox Media Group Pty Ltd)
5	Amount of funds raised	The Deferred Consideration Shares were issued as consideration under the Sparc Acquisition. As such, no cash proceeds were raised from their issue.

9.4 Voting Exclusion Statement

Particulars as to the persons not permitted to vote on Resolution 8, and whose votes will be disregarded if cast on Resolution 8, are set out in **Part C, Section 3**, of this Document.

9.5 Recommendation of Directors

Each Director recommends that Shareholders vote **in favour** of Resolution 8, and confirms that he has no personal interest in the outcome of Resolution 8.

10. RESOLUTIONS 9 AND 10 – ISSUE OF SERVICE RIGHTS TO CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER IN SATISFACTION OF FY2016 STI ENTITLEMENTS

10.1 Background

Pursuant to the Company's Existing STI Plan, eligible executives of the Group may be awarded cash incentives as part of their remuneration which become payable subject to the satisfaction of certain vesting conditions set by the Board.

As disclosed in the Company's IPO Prospectus (pages 50-55), Mr Paul Chan, Chief Executive Officer of the Group, and Mr Geoffrey Nesbitt, Chief Financial Officer of the Group, were granted STI awards in the amounts of \$175,000 and \$100,000 in respect of FY2016.

Following review of the performance of the Group and Messrs Chan and Nesbitt respectively in FY2016, the Board has determined that Messrs Chan and Nesbitt's STI entitlements in respect of FY2016 will be as follows:

Executive	STI Award	STI Entitlement
Mr Paul Chan (Managing Director and Chief Executive Officer)	\$175,000 (50% of base remuneration including superannuation)	\$61,250 (35% of award)
Mr Geoffrey Nesbitt (Executive Director and Chief Financial Officer)	\$100,000 (40% of base remuneration including superannuation)	\$42,000 (35% of award)

In accordance with the Existing STI Plan, the Board has, in exercise of its discretion, determined that, subject to the receipt of Shareholder approval to Resolutions 9 and 10, the above STI entitlements will be satisfied by the Company by way of the issue to Messrs Chan and Nesbitt (or their respective nominees) of the following number of Service Rights, which have been calculated based on a PPL Share price of \$0.5323 (being the VWAP of PPL Shares in respect of the 5 trading days up to and including 31 August 2016):

Executive	Total number of Service Rights to be issued	Total number of Shares to which Service Rights are convertible (subject to any bonus issues made prior to conversion)
Mr Paul Chan (Managing Director and Chief Executive Officer)	115,066	115,066
Mr Geoffrey Nesbitt (Executive Director and Chief Financial Officer)	78,902	78,902

The Service Rights will automatically convert into the above number of Shares at the end of 13 months after the date of their issue, provided Mr Chan and Mr Nesbitt (as applicable) continue to be employed with the Group as at that time.

Shares issued pursuant to the conversion of Service Rights will be fully paid ordinary shares in the capital of the Company and will be issued on the same terms and conditions (including as to voting rights and rights to dividends) as the Company's then existing Shares.

The Service Rights however, of themselves, will not carry any right to vote in general meetings of the Company or to participate in any dividend, distribution or new issue of Shares or other securities (other than a pro rata bonus issue to Shareholders) declared or made by the Company. For further information as to the terms of the Service Rights or the Existing STI Plan, please see section 4.3.4.2 of the IPO Prospectus.

Shares issued pursuant to the conversion of Service Rights will, upon issue, rank equally with all other Shares on issue and otherwise be subject to the provisions of the Constitution.

10.2 Requirement for Shareholder Approval

Listing Rule 10.14 requires that Shareholder approval be obtained where a director of a listed company (or his/her associate) acquires securities under an employee incentive scheme of the company, unless the securities are to be purchased on-market in which case one of the exceptions to Listing Rule 10.14 in Listing Rule 10.15B may apply.

In the opinion of the Directors, no such exception is applicable in the present circumstances.

Accordingly, Shareholders are asked to consider and vote upon Resolutions 9 and 10.

For the purposes of Resolutions 9 and 10, it is noted that:

- (a) Listing Rule 7.2 (Exception 14) provides an express exception to the 15% rule where Equity Securities are issued with the approval of Shareholders for the purposes of Listing Rule 10.14. As such, by obtaining the approval of Shareholders to Resolutions 9 and 10 pursuant to Listing Rule 10.14, the Company is not required to obtain approval under Listing Rule 7.1 and will be able to issue the abovementioned Service Rights to Messrs Chan and Nesbitt (or their respective nominees) without using its 15% annual placement capacity or any additional placement capacity approved under Resolution 16.
- (b) In addition, section 208 of the Corporations Act provides that before a public company or an entity controlled by the public company can give a financial benefit (which is given a broad interpretation and includes the issue of Equity Securities) to a related party (such as a director of the company), the public company must obtain the prior approval of its shareholders unless one of the statutory exceptions to the rule apply.

Relevantly, section 211 of the Corporations Act provides that shareholder approval is not required in relation to a proposal to give a financial benefit to a related party where the benefit is proposed to be given to the related party as remuneration and that remuneration is reasonable in all the circumstances.

The Board has resolved that, having regard to:

- (i) the satisfaction of the applicable vesting conditions to Messrs Chan and Nesbitt's FY2016 STI awards;
- (ii) the quantum of the FY2016 STI entitlements determined to be payable to each of Messrs Chan and Nesbitt as contemplated in **Section 10.1**;
- (iii) the benefit to the Company of satisfying those STI entitlements by way of the issue of Service Rights, in terms of preservation of cash resources; and
- (iv) the terms and conditions of the Service Rights proposed to be issued in satisfaction of those STI entitlements,

the Service Rights for which approvals are being sought under Resolutions 9 and 10 constitute remuneration that is reasonable in all the circumstances in respect of Messrs Chan and Nesbitt respectively. Accordingly, the Directors do not consider it necessary to seek, and are not proposing to seek, the approval of Shareholders in respect of the issue of the abovementioned Service Rights for the purposes of section 208 of the Corporations Act.

10.3 Additional disclosure

In accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of Service Rights to Mr Paul Chan (or his nominee) under Resolution 9 and to Mr Geoffrey Nesbitt (or his nominee) under Resolution 10:

- (a) *Maximum number of securities that may be acquired*

The maximum number of Service Rights that may be acquired pursuant to each of Resolutions 9 and 10 is as follows:

Resolution	Maximum number of Service Rights to be issued	Person to whom Service Rights are to be issued
9	115,066	Mr Paul Chan (or his nominee)
10	78,902	Mr Geoffrey Nesbitt (or his nominee)
Total	193,968	-

(b) *Price of securities*

The Service Rights to be issued under Resolutions 9 and 10 (**Relevant Service Rights**) form part of the remuneration of Messrs Chan and Nesbitt respectively. Accordingly, the Relevant Service Rights will be acquired by Messrs Chan and Nesbitt for nil cash consideration.

(c) *Persons to whom securities have been issued pursuant to the Existing STI Plan*

The Meeting will be the first occasion on which Shareholder approval is sought under Listing Rule 10.14 in respect of the issue of Equity Securities under the Existing STI Plan. Accordingly, no Equity Securities have been issued pursuant to the Existing STI Plan as at the date of this Document that require disclosure under Listing Rule 10.15.4.

(d) *Persons entitled to participate in the Existing STI Plan*

As at the date of this Document, Messrs Paul Chan and Geoffrey Nesbitt, and their respective associates, comprise the only persons entitled to participate in the Existing STI Plan and to whom Listing Rule 10.14 applies.

(e) *Terms of loan relation to the acquisition of the securities (if applicable)*

No loans are proposed to be made by the Company or any other member of the Group in respect of the issue of the Relevant Service Rights.

(f) *Anticipated issue date*

Subject to the time frame referred to in paragraph (g) below, it is currently anticipated that, subject to Shareholder approval, the Relevant Service Rights will be issued on or about 1 November 2016.

(g) *Last date for issuing the securities*

The Relevant Service Rights will, subject to Shareholder approval, be issued by no later than 12 months after the date of the Meeting (or before such later date as permitted by any waiver or modification of the Listing Rules granted by ASX).

10.4 Voting Exclusion Statement

Particulars as to the persons not permitted to vote on Resolutions 9 and 10, and whose votes will be disregarded if cast on the relevant Resolution, are set out in **Part C, Section 3**, of this Document.

10.5 Recommendation of Directors

Each Director (Mr Chan abstaining) recommends that Shareholders vote **in favour** of Resolution 9, and confirms that he has no personal interest in the outcome of Resolution 9.

Each Director (Mr Nesbitt abstaining) recommends that Shareholders vote **in favour** of Resolution 10 and confirms that he has no personal interest in the outcome of Resolution 10.

11. RESOLUTION 11 – ADOPTION OF NEW LTI PLAN

11.1 Background

The Company proposes to adopt a long-term employee incentive plan and to issue Performance Rights and Shares under that scheme on the terms and conditions set out in the 'Pureprofile LTI Plan' (**New LTI Plan**) as summarised at **Part F**.

Subject to the passage of Resolution 11, the New LTI Plan will take effect from the date of the Meeting. The Existing LTI Plan will continue to operate in respect of LTI awards granted prior to the effective date of the New LTI Plan.

11.2 Requirement for Shareholder Approval

As explained in **Section 6.2** of this **Part D**, Listing Rule 7.1 limits the capacity of an ASX-listed company to issue Equity Securities to a 15% annual placement capacity without the approval of its shareholders.

Generally, an issue of Equity Securities by a listed company under an employee incentive plan would reduce the company's 15% annual placement capacity, unless the issue or agreement to issue is approved by shareholders or otherwise comes within one of the exceptions to Listing Rule 7.1.

Listing Rule 7.2 (Exception 9) provides an express exception to the 15% rule where Equity Securities are issued pursuant to an employee incentive scheme that has been approved by Shareholders within the 3 year period immediately prior the proposed date of their issue.

As such, Shareholders are asked to consider and vote upon Resolution 11.

By obtaining the approval of Shareholders to Resolution 11, the Company will be able to issue, for a period of 3 years after the date of the Meeting, up to such number of Performance Rights as permitted under the New LTI Plan, and Shares pursuant to the exercise of those Performance Rights, without using its 15% annual placement capacity.

11.3 Disclosure requirements under Listing Rule 7.2 (Exception 9)

In accordance with Listing Rule 7.2 (Exception 9), the following information is provided in relation to the proposed issue of Performance Rights and Shares pursuant to the New LTI Plan:

(a) *Terms of the employee incentive scheme*

A summary of the material terms and conditions of the New LTI Plan is set out at **Part F**.

- (b) *Number of securities issued under employee incentive scheme since date of last approval*

The New LTI Plan will be tabled for approval by Shareholders for the first time at the Meeting. As such, no Equity Securities have been issued pursuant to the New LTI Plan to date.

11.4 Voting Exclusion Statement

Particulars as to the persons not permitted to vote on Resolution 11, and whose votes will be disregarded if cast on Resolution 11, are set out in **Part C, Section 3**, of this Document.

11.5 Recommendation of Directors

Each Director declines to make a recommendation to the Shareholders in relation to Resolution 11 due to their material personal interest in the outcome of Resolution 11 on the basis that they may receive additional remuneration should Resolution 11 be passed.

12. RESOLUTIONS 12, 13, 14 AND 16 – GRANT OF PERFORMANCE RIGHTS TO NEW LTI PLAN

12.1 Background

Assuming the New LTI Plan is approved by Shareholders under Resolution 11, it is the intention of the Board to grant Performance Rights to the Directors in FY2017 (collectively, **FY2017 Performance Rights**), up to the maximum notional dollar values specified below:

Director	Maximum notional dollar value of FY2017 LTI award
Mr Andrew Edwards (Non-Executive Chairman)	\$50,000
Mr Paul Chan (Managing Director and Chief Executive Officer)	\$385,000
Mr Geoffrey Nesbitt (Executive Director and Chief Financial Officer)	\$225,000
Mr Clifford Rosenberg (Non-Executive Director)	\$42,000

The actual notional value of the LTI award to be granted to each Director will be determined by the Board by the date of issue of the FY2017 Performance Rights, which is currently anticipated to occur by 1 November 2016.

The actual number of FY2017 Performance Rights to be issued to each Director will be determined once the actual notional value of LTI awards to be granted is decided, in accordance with the following formula:

$$PR = NV / P$$

where:

PR means the actual number of FY2017 Performance Rights to be granted to the relevant Director.

NV means the actual notional value of the LTI award granted to the relevant Director under the New LTI Plan in FY2017.

P means the VWAP of Shares over the 30 day period commencing on the date of release by the Company of its Appendix 4E (preliminary final report) in respect of FY2016 on the ASX, being \$0.53 per Share.

In accordance with the New LTI Plan, each FY2017 Performance Right will, upon vesting, be exercisable into one fully-paid ordinary share in the issued capital of the Company, for nil cash consideration, subject to the continuation of the relevant Director's office or employment with the Group (see further paragraphs 4 and 5 of the summary of the New LTI Plan at **Part F**).

The vesting conditions applicable to each Director's FY2017 Performance Rights will be determined by the Board by the date of issue of those Performance Rights, and may include both individual performance conditions and conditions relating to the performance of the Group.

It is proposed that performance will be measured over three financial years commencing FY2017 (**vesting period**), and will be tested against the applicable vesting conditions following the release of the Company's Appendix 4E (preliminary final report) for each financial year. Subject to satisfaction of the relevant conditions, up to one-third of the FY2017 Performance Rights may vest in respect of each financial year during the vesting period.

The FY2017 Performance Rights will not be quoted on ASX upon issue and will not, until exercised in accordance their terms, carry any entitlement to dividends, right to vote at general meetings of the Company or right to participate in any new issue of Equity Securities (other than pro-rata bonus issues) by the Company.

For more details as to the terms and conditions on which the Performance Rights will be issued, please see the summary of the New LTI Plan at **Part F**.

12.2 Requirement for Shareholder Approval

As noted in **Section 10.2** above, Listing Rule 10.14 requires that Shareholder approval be obtained where a director of a listed company (or his/her associate) acquires securities under an employee incentive scheme of the company, unless the securities are to be purchased on-market in which case one of the exceptions to Listing Rule 10.14 in Listing Rule 10.15B may apply.

In the opinion of the Directors, no such exception is applicable in the present circumstances.

Accordingly, Shareholders are asked to consider and vote upon Resolutions 12, 13, 14 and 15.

For the purposes of Resolutions 12 to 15 (both inclusive), it is noted that:

- (a) Listing Rule 7.2 (Exception 14) provides an express exception to the 15% rule where Equity Securities are issued with the approval of Shareholders for the purposes of Listing Rule 10.14. As such, by obtaining the approval of Shareholders to Resolutions 12 to 15 (both inclusive) pursuant to Listing Rule 10.14, the Company is not required to obtain approval under Listing Rule 7.1 and will be able to issue the FY2017 Performance Rights without using its 15% annual placement capacity or any additional placement capacity approved under Resolution 16.
- (b) In addition, as noted in **Section 10.2** above, section 208 of the Corporations Act provides that before a public company or an entity controlled by the public company can give a financial benefit (which is given a broad interpretation and

includes the issue of Equity Securities) to a related party (such as a director of the company), the public company must obtain the prior approval of its shareholders unless one of the statutory exceptions to the rule apply.

Relevantly, section 211 of the Corporations Act provides that shareholder approval is not required in relation to a proposal to give a financial benefit to a related party where the benefit is proposed to be given to the related party as remuneration and that remuneration is reasonable in all the circumstances.

The Board has resolved that, having regard to:

- (i) the quantum of the maximum notional dollar value of the LTI awards to be granted to each of the Directors in FY2017 as contemplated in **Section 12.1**; and
- (ii) the terms and conditions on which the FY2017 Performance Rights will be issued (see summary of the New LTI Plan at **Part F**),

the Performance Rights for which approvals are being sought under Resolutions 12 to 15 (both inclusive) constitute remuneration that is reasonable in all the circumstances in respect of each of the Directors. Accordingly, the Board does not consider it necessary to seek, and are not proposing to seek, the approval of Shareholders in respect of the issue of the FY2017 Performance Rights for the purposes of section 208 of the Corporations Act.

12.3 Additional disclosure

In accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of Performance Rights to Mr Andrew Edwards (or his nominee) under Resolution 12, to Mr Paul Chan (or his nominee) under Resolution 13, to Mr Geoffrey Nesbitt (or his nominee) under Resolution 14 and to Mr Clifford Rosenberg (or his nominee) under Resolution 15:

- (a) *Maximum number of securities that may be acquired*

The maximum number of Performance Rights that may be acquired pursuant to each of Resolutions 12, 13, 14 and 15 is as follows:

Resolution	Maximum number of Performance Rights to be issued	Person to whom Performance Rights are to be issued
12	94,340	Mr Andrew Edwards (or his nominee)
13	726,415	Mr Paul Chan (or his nominee)
14	424,528	Mr Geoffrey Nesbitt (or his nominee)
15	79,245	Mr Clifford Rosenberg (or his nominee)
Total	1,324,528	-

(b) *Price of securities*

The Performance Rights to be issued under Resolutions 12, 13, 14 and 15 (**Relevant Performance Rights**) form part of the remuneration of each Director. Accordingly, the Relevant Performance Rights will be acquired by each relevant Director for nil cash consideration.

(c) *Persons to whom securities have been issued pursuant to the New LTI Plan*

The Meeting will be the first occasion on which Shareholder approval is sought under Listing Rule 10.14 in respect of the issue of Equity Securities under the New LTI Plan. Accordingly, no Equity Securities have been issued pursuant to the New LTI Plan as at the date of this Document that require disclosure under Listing Rule 10.15.4.

(d) *Persons entitled to participate in the New LTI Plan*

As at the date of this Document, Messrs Andrew Edwards, Paul Chan, Geoffrey Nesbitt and Clifford Rosenberg, and their respective associates, comprise the only persons entitled to participate in the New LTI Plan and to whom Listing Rule 10.14 applies.

(e) *Terms of loan relation to the acquisition of the securities (if applicable)*

No loans are proposed to be made by the Company or any other member of the Group in respect of the issue of the Relevant Performance Rights.

(f) *Anticipated issue date*

Subject to the time frame referred to in paragraph (g) below, it is currently anticipated that, subject to Shareholder approval, the Relevant Performance Rights will be issued on or about 1 November 2016.

(g) *Last date for issuing the securities*

The Relevant Performance Rights will, subject to Shareholder approval, be issued by no later than 12 months after the date of the Meeting (or before such later date as permitted by any waiver or modification of the Listing Rules granted by ASX).

12.4 **Voting Exclusion Statement**

Particulars as to the persons not permitted to vote on Resolutions 12, 13, 14 and 15, and whose votes will be disregarded if cast on the relevant Resolution, are set out in **Part C, Section 3**, of this Document.

12.5 **Recommendation of Directors**

Each Director declines to make a recommendation to the Shareholders in relation to any of Resolutions 12, 13, 14 and 15 due to their (material) personal interest in the outcome of each Resolution.

13. **RESOLUTION 14 – APPROVAL OF ADDITIONAL CAPACITY TO ISSUE 10% OF SECURITIES**

13.1 **Background and requirement for Shareholder approval**

Listing Rule 7.1A provides Eligible Entities (such as the Company) with the ability to seek shareholder approval, by means of a special resolution at an annual general meeting, to issue or agree to issue additional Equity Securities (**Additional Issue Securities**), over the 12 month period commencing on the date of that annual general meeting (**Additional Issue Period**).

The Board believes that it is in the interests of the Company and Shareholders to provide the Company with the flexibility to issue Additional Issue Securities, as and when the need or opportunity arises over the next 12 months without the need to convene a further general meeting.

The maximum number of Additional Issue Securities that may be issued at any given time during the Additional Issue Period will be determined in accordance with the following formula as prescribed in Listing Rule 7.1A.2:

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

where:

A is the aggregate of the number of:

- (i) fully-paid ordinary securities on issue 12 months before the proposed date of issue, or proposed date of agreement to issue, of the relevant Additional Issue Securities (**Proposed Issue Date**);
- (ii) fully-paid ordinary securities issued during the 12 months before the Proposed Issue Date under an exception in Listing Rule 7.2;
- (iii) partly-paid ordinary securities that became fully paid ordinary securities in the 12 months before the Proposed Issue Date; and
- (iv) fully-paid ordinary securities issued in the 12 months before the Approval Date with the approval of holders of ordinary securities under Listing Rule 7.1 or Listing Rule 7.4,

less the number of fully-paid ordinary securities cancelled in the 12 months before the Proposed Issue Date;

D is 10%; and

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 Proposed Issue Date without the approval of shareholders under Listing Rule 7.1 or Listing Rule 7.4.

The Directors note however that, if Resolution 16 is approved, the Company is not obliged to issue any particular number of Additional Issue Securities.

The Additional Issue Securities that the Company will be permitted to issue in reliance on the approval sought under Resolution 16 is in addition to the Company's 15% annual placement capacity.

The actual number of Additional Issue Securities that the Company will have capacity to issue under Listing Rule 7.1A at a given time, if Resolution 16 is approved, will be calculated at the date of issue of (or agreement to issue) the relevant Additional Issue Securities.

Additional Issue Securities must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of this Document, the Company has only one quoted class of Equity Securities, being fully paid ordinary shares.

13.2 Additional disclosure

In accordance with the requirements of Listing Rule 7.3A, the following information is provided in relation to the Additional Issue Approval sought under Resolution 16:

(a) *Minimum issue price*

The minimum price at which any proposed issue of Additional Issue Securities will be made during the Additional Issue Period is 75% of the VWAP of Equity Securities of the same class as the relevant Additional Issue Securities, calculated over the 15 trading days on which trades in those Equity Securities were recorded immediately before:

- (i) the date on which the issue price of the relevant Additional Issue Securities was agreed, or
- (ii) the date of issue of the relevant Additional Issue Securities (if those the Additional Issue Securities are not issued within five trading days of the date on which the issue price was agreed),

(15-day VWAP).

Where the Company proposes to issue Additional Issue Securities in consideration for acquiring non-cash consideration, such as new resources, assets and investments, the Company will provide to the market an independent expert's valuation of the non-cash consideration, at or immediately prior to the time of that issue, that demonstrates that the issue price of the relevant Additional Issue Securities complies with the above requirement.

(b) *Dilution of existing securityholders*

If Resolution 16 is approved and the Company issues Additional Issue Securities, the voting power and economic interest of existing Shareholders in the Company will be diluted.

Examples of the possible dilutionary effect on Existing Shareholders resulting from an issue of the maximum number of Additional Issue Securities permissible under Resolution 16 (if approved) are set out in the table on page 45, assuming:

- (i) three different values for variable "A" in the formula in Section 13.1 above, that is, three different values for the total number of fully paid ordinary securities the Company has on issue at the relevant time;
- (ii) three different issue prices; and
- (iii) that the issue is made on the date of this Document;

Specifically, the table on page 45:

- (i) shows the anticipated dilutionary effect on Existing Shareholders if the Company were to issue, at an issue price equal to the minimum price permitted under Listing Rule 7.1A (see paragraph (a) immediately above), the maximum number of Additional Issue Securities that it is permitted to issue as at the date of this Document (assuming it has approval under Listing Rule 7.1A and the variable "A" in the formula in

Listing Rule 7.1A.2 equals the total ordinary share capital of the Company as at the date of this Document); and

- (ii) then compares the above scenario with the possible dilutionary effect on Existing Shareholders assuming that.
 - (A) the total ordinary share capital of the Company has increased by 50% and by 100% and all newly issued Shares are held by non-Existing Shareholders; and
 - (B) the issue price of fully paid ordinary securities has decreased by 50% (i.e. halved), and increased by 100% (i.e. doubled), as against the closing price of Shares on the last trading day before the date of this Document.

Variable “A” – Total number of ordinary shares on issue	Number of Additional Issue Securities to be issued	Total dilutionary effect of existing Equity Security holders $\left[1 - \frac{A}{A * 110\%}\right]$	Total amount of funds raised from issue of Additional Issue Securities, assuming issue price per Additional Issue Security equals 75% of the 15-day VWAP		
			\$0.19875 (based on a 50% decrease to 15-day VWAP up to 23 September 2016, discounted by 25%)	\$0.3975 (based on the 15-day VWAP up to 23 September 2016, discounted by 25%)	\$0.795 (based on a 100% increase to 15-day VWAP up to 23 September 2016, discounted by 25%)
66,727,181 Shares (share capital as at date of this Meeting, held by Existing Shareholders)	6,672,718	9.09%	\$1,326,202.70	\$2,652,405.40	\$5,304,810.81
100,090,772 Shares (50% increase in the share capital of the Company as at the date of this Meeting)	10,009,077	9.09%	\$1,989,304.05	\$3,978,608.11	\$7,957,216.22
133,454,362 Shares (100% increase in the share capital of the Company as at the date of this Meeting)	13,345,436	9.09%	\$2,652,405.40	\$5,304,810.81	\$10,609,621.60

Note: The above table has been prepared based in the following assumptions and observations:

1. the Company issues the maximum number of Additional Issue Securities that it is permitted to issue assuming it has received Shareholder approval under Listing Rule 7.1A at an issue price equal to the minimum price permitted under Listing Rule 7.1A of the 15-day VWAP of PPL Shares discounted by 25%, where the 15-day VWAP is calculated up to and including 23 September 2016, being the fourth last trading day prior to the date of this Document;
2. no Existing Shareholder is issued with any Additional Issue Securities – in other words, the maximum rate of dilution to Existing Shareholders is assumed;
3. the above table only shows the effect of issues of Equity Securities under Listing Rule 7.1A, and therefore excludes the issue of any Equity Securities issued under any other Listing Rule, such as Listing Rule 7.1; and
4. the Additional Issue Securities consist only of Shares.

Shareholders should be aware that there is risk that:

- (i) on the date of issue of particular Additional Issue Securities, the market price of the Company's Equity Securities of the same class may be significantly lower than their price as at the date of this Meeting. The price of the Company's Shares is subject to fluctuation, which may result from a diverse range of factors, including non-company-specific influences such as the general state of the economy, fluctuations in interest and/or foreign exchange rates, global hostilities and tensions and acts of terrorism;
- (ii) Additional Issue Securities may be issued at a discount to the market price of the Company's Equity Securities of the same class as at the particular issue date; and
- (iii) the share capital of the Company may be significantly larger on the date of issue of the Additional Issue Securities than it was on the date of the Meeting. In particular, the number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, issues under the Company's 15% annual placement capacity, pro rata entitlements issues or scrip issued under a takeover offer) or specific placements that are prior approved at a future Shareholder's meeting under Listing Rule 7.1.

The above circumstances may result in the amount of funds raised by the issue of Additional Issue Securities and the number of Additional Issue Securities actually issued differing materially from the Company's expectations in the circumstances prevailing as at the date of this Document or the date of the Meeting.

(c) *Last date for issuing Additional Issue Securities*

Approval under Resolution 16, if granted, will be valid for a period ending on the first to occur of:

- (i) the first anniversary of the date of this Meeting; and
- (ii) the date of approval by Shareholders of a transaction under Listing Rule 11.1.2 (significant change in nature or scale of the Company) or Listing Rule 11.2 (disposal of main undertaking of the Company).

After the expiry of the above period (or after such later date as permitted by any waiver or modification of the Listing Rules granted by ASX), the Company will not issue any Additional Issue Securities unless and until it has obtained fresh approval from Shareholders for the purposes of Listing Rule 7.1A, by means of a special resolution, at the Company's next annual general meeting.

Approval under Resolution 16 will cease to be valid immediately if Shareholders approve a transaction under Listing Rule 11.1.2 or Listing Rule 11.2 prior to the first anniversary of the date of this Meeting.

(d) *Purposes for which Additional Issue Securities may be issued*

It is anticipated as at the date of this Document that the Company may seek to issue Additional Issue Securities in reliance on Resolution 16, if approved, for the following purposes:

- (i) as non-cash consideration for the acquisition of business assets or investments; or
- (ii) to raise capital to fund an acquisition of new assets or investments (including expenses associated with such acquisition) or as general

working capital for the Group. The total amount raised by the issue of Additional Issue Securities will depend on the issue price of Shares at the time of issue of the relevant Additional Issue Securities.

As at the date of this Document, the Company has not formed an intention to offer any Additional Issue Securities to any particular person or at any particular time, assuming that Resolution 16 is approved.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon the issue of any Additional Issue Securities. The specific purposes for which any particular issue is made pursuant to the Additional Issue Approval will be disclosed by way of announcement on the ASX at the time of the issue.

(e) *Allocation policy*

The Company's allocation policy is dependent on the prevailing market conditions and the circumstances of the Group at the time of any proposed issue of (or agreement to issue) Additional Issue Securities.

The allottees under the Additional Issue Approval have not been determined as at the date of this Document but may include existing substantial Shareholders and/or new investors who are not related parties or Associates of a related party of the Company. The identity of the allottees of Additional Issue 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 fundraising that are available to the Company at the relevant time, including but not limited to rights issue and other issues in which existing Shareholders can participate;
- (ii) the effect of the issue of the Additional Issue Securities on the control of the Company and the Group;
- (iii) the financial situation and solvency of the Group; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

If the Company were to acquire new assets or investments in exchange for Additional Issue Securities, it is likely that the allottees will be the vendors of the relevant new asset or investment, or related parties or Associates of a related party of such vendor. The Company reserves the right to determine, at the time of any issue of Additional Issue Securities and having regard to the circumstances existing at that time, the terms of the allocation policy that will apply to that particular issue.

(f) *Previous issues of Additional Issue Securities*

The Company last obtained Shareholder approval to issue Additional Issue Securities under Listing Rule 7.1A on 17 November 2015 (**FY2016 Additional Capacity Approval**).

As at the date of this Document, the Company has not issued any Equity Securities pursuant to that approval.

However, it is anticipated that up to 6,031,010 of the Tranche 1 Placement Shares will be issued in reliance on the FY2016 Additional Capacity Approval prior to the date of the Meeting (**Relevant Tranche 1 Placement Shares**).

Further details of the issue of the Relevant Tranche 1 Placement Shares (as required to be disclosed pursuant to Listing Rule 7.3A.6), including:

- (i) the class of shares to which they belong (including a summary of their terms of issue);
- (ii) the persons to whom they will be issued;
- (iii) the price at which they will be issued; and
- (iv) the proposed use of the funds raised pursuant to their issue,

are set out in **Section 5.3** of this **Part D** above.

The total amount of funding to be raised by the Tranche 1 Placement includes the funds to be raised pursuant to the issue of the Relevant Tranche 1 Placement Shares (**Relevant Funds**), being approximately \$3,897,202.

As at the date of the Meeting, no amount of the Relevant Funds is expected to have been spent. As detailed in **Section 5.3** above, the funds raised under the Tranche 1 Placement (including the Relevant Funds) will be applied in partial satisfaction of the Completion Payment, on Completion of the Proposed Acquisition, which is currently anticipated to occur in early November 2016.

13.3 Voting Exclusion Statement

Particulars as to the persons not permitted to vote on Resolution 16, and whose votes will be disregarded if cast on Resolution 16, are set out in **Part C, Section 3**, of this Document.

As at the date of this Document, the Company has not identified any particular person or class of persons who may participate in an issue made pursuant to, or otherwise benefit from, the passing of Resolution 16. As such, no existing Shareholders are excluded from voting on Resolution 16.

13.4 Recommendation of Directors

Each Director recommends that Shareholders vote **in favour** of Resolution 16, and confirms that he has no personal interest in the outcome of Resolution 16.

PART E GLOSSARY

For the purposes of this Document, the following terms have the meanings prescribed below:

\$	Australian dollars.
15% annual placement capacity	Has the meaning given in Section 4.2 of the Explanatory Statement.
15% rule	Has the meaning given in Section 4.2 of the Explanatory Statement.
AEDT	Australian Eastern Daylight Time.
Associate	Has the meaning given in Listing Rule 19.12.
ASIC	Australian Securities & Investments Commission.
ASX	ASX Limited (ACN 008 624 691) or the securities exchange market operated by it, as the context requires.
Auditor	Pitcher Partners.
Blue Ocean Equities	Blue Ocean Equities Pty Limited (ACN 151 186 935), with Australian financial services licence number 412765.
Board	The board of directors of the Company as constituted from time to time.
Business Day	A day which is not a Saturday, Sunday, a bank holiday or a public holiday in Sydney, and any other day that ASX declares is not a business day.
Chair	The person chairing the Meeting.
Co-registration	A consumer completes a form and by ticking further boxes co-registers for additional third party branded offers.
Company or PPL	Pureprofile Ltd. (ACN 167 522 901).
Cohort Business	The business conducted by the Cohort Group involving the provision to advertisers and publishers of lead generation solutions (including Co-registration, email marketing, database acceleration and audience monetisation).
Cohort Founder	Either of Marcelo Ulvert or Malcolm Treanor.
Cohort FY2016	12 months ended 31 March 2016.
Cohort Cohort Cohort Members	Cohort Holdings and its subsidiaries, being Cohort Australia Pty Ltd (ACN 600 161 386), Cohort Developments Pty. Ltd. (ACN 600 161 475), Cohort Global Limited (UK company number 07305185), Omnilead Pty. Ltd. (ACN 166 589 582), Cohort Global Pty Ltd (ACN 145 441 827) and Cohort Global LLC.
Cohort Holdings	Cohort Holdings Australia Pty Ltd (ACN 600 161 484).
Completion	Completion of the Proposed Acquisition in accordance with the terms of the Sale Agreement.
Completion Consideration	The 6,666,667 Consideration Shares proposed to be issued by the Company as part consideration under the Proposed Acquisition, for which Shareholder approval is being sought under Resolution 3 for the purposes

Shares	of Listing Rule 7.1.
Completion Payment	The \$15 million cash payment payable to the Sellers on Completion, subject to agreed working capital and net debt adjustments.
Consideration Share	A Share to be issued as consideration to the Sellers (or their respective nominee(s)) under the Sale Agreement, subject to obtaining the requisite Shareholder approvals.
Constitution	The constitution of the Company (as amended from time to time).
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Deferred Consideration Shares	The Shares issued by the Company to FMG Holdings Pty Ltd (ACN 144 955 162) (formerly, Funbox Media Group Pty Ltd) on 1 November 2015, 2 March 2016 and 29 July 2016 in respect of the second, third and fourth instalments of the consideration payable under the Sparc Acquisition.
Director	A director of the Company as at the date of this Document.
Document	This document entitled “Notice of Annual General Meeting and Related Documentation”, including any annexures or schedules to or of this document.
EBITDA	Earnings before interest, tax, depreciation and amortisation
Eligible Entity	An entity whose securities are listed on the ASX and who, at the time that this Meeting is held, has a market capitalisation of \$300 million or less and is not included in the S&P/ASX 300 Index.
Eligible Shareholder	A person who is registered as a Shareholder as at the record date of the SPP Offer announced by the Company on 22 September 2016, being 21 September 2016, and resident in Australia or New Zealand.
Equity Security	Has the meaning given in Listing Rule 19.12.
Existing LTI Plan	The LTI program of the Company as at the date of this Document, as particularised in more detail in section 4.3.4.2 of the IPO Prospectus.
Existing Shareholder	A person who is registered as a Shareholder as at the fourth last trading day prior to the date of this Document, being 23 September 2016.
Existing STI Plan	The STI program of the Company as at the date of this Document, as particularised in more detail in section 4.3.4.1 of the IPO Prospectus.
Explanatory Statement	Part D of this Document, forming part of the Notice.
FY2016	12 months ended 30 June 2016.
FY2017	12 months ending 30 June 2017.
Group	The Company and each other entity required by the accounting standards to be included in its consolidated financial statements, which will include, upon successful completion of the Proposed Acquisition, each member of the Cohort Group.
IPO Prospectus	The Replacement Prospectus issued by the Company for the purposes of its Initial Public Offering, dated 19 June 2015.

Key Management Personnel	Has the same meaning as in the Australian accounting standards, being persons having authority and responsibility for planning, directing and controlling the activities of the relevant entity, directly or indirectly, including any director (executive or otherwise) of that entity.
Lead Quality	The quality of the marketing leads (or consumer contacts) generated by the Cohort Group's proprietary lead generation platform for its customers (advertisers).
Listing Rules	The listing rules of the ASX as amended from time to time.
LTI	Long term incentive.
MDJU	MDJU Number 1 Pty Ltd (ACN 120 463 434) ATF The MDJU No. 3 Trust.
Meeting	The Annual General Meeting of the Company convened pursuant to in the Notice.
New LTI Plan	The LTI plan constituted by the rules proposed to be adopted by the Company pursuant to Resolution 11, the material terms and conditions of which are more particularly set out in Part F .
New Share	A Share to be issued by the Company as part of the Capital Raising.
Normalised EBITDA	Normalised EBITDA of the Cohort Group as calculated in accordance with the accounting principles set out in the Sale Agreement.
Notice or Notice of Meeting	The notice convening this Meeting, comprising Parts C, D and E of this Document.
OCP	OCP Shelf 2 Pty Ltd (ACN 169 324 172).
Ordinary resolution	If a meeting is held, a resolution of Shareholders that is approved by a simple majority of the votes cast by Shareholders present at the meeting (whether in person or by proxy) and entitled to vote on that resolution.
Performance Rights	A security in the Company exercisable into Shares on the terms and conditions of the New LTI Plan, as particularised in further detail in Part F .
Placement Offer Price	The price at which Shares are being offered for issue pursuant to the Tranche 1 Placement and the Tranche 2 Placement, being an issue price of \$0.45 per Share.
PPL Share	A fully paid ordinary share in the Company.
Proposed Acquisition	The proposed acquisition by Pureprofile Global of all of the shares in the issued capital of Cohort Holdings in accordance with the Sale Agreement, a high level summary of which is contained in Part D, Section 1.1 , of this Document.
Proposed Loan	The debt facility proposed to be obtained by the Group from Commonwealth Bank of Australia for the purposes of the Proposed Acquisition, as particularised in more detail in Part C, Section E , and Part D, Section 7 , of this Document.
Proxy Form	The proxy form attached to this Document.
Pureprofile Global	Pureprofile Global Pty Ltd (ACN 139 411 260), a wholly owned subsidiary of the Company.

Resolution	A resolution set out in the Notice.
Ribekow	Ribekow Pty Ltd (ACN 132 687 748) ATF The Ribekow Family Trust.
Sellers	The shareholders of Cohort Holdings immediately prior to Completion, being MDJU, Ribekow and OCP.
Sale Agreement	The Share Sale and Purchase Agreement between the Company, Pureprofile Global and the Sellers (amongst others), dated 21 September 2016, a high level summary of which is contained in Part D, Section 1.1 , of this Document.
Series Transactions	of The Proposed Acquisition and transactions associated with it, including the Tranche 1 Placement, Tranche 2 Placement and SPP Offer.
Service Right	A security in the Company exercisable into Shares on the terms and conditions summarised at Part D, Section 10.1 , of this Document and particularised in more detail in section 4.3.4.1 of the IPO Prospectus.
Share	A PPL Share.
Share Registry	Boardroom Pty Limited (ACN 003 209 836).
Shareholder	A person recorded on the register of members maintained by the Company pursuant to sections 168 and 169 of the Corporations Act as a holder of one or more Shares.
Sophisticated Investor	A person to whom an offer of the Company's Equity Securities may be made without disclosure in reliance on section 708(8) or 708(11) of the Corporations Act and that is not already a related party of the Company.
Sparc Acquisition	Has the meaning given in the IPO Prospectus.
special resolution	If a meeting is held, a resolution of Shareholders that is approved by at least 75% (by number) of the votes cast by Shareholders present at the meeting (whether in person or by proxy) and entitled to vote on that resolution.
SPP Offer	The offer by the Company of 6,666,667 Shares to Eligible Shareholders, to raise a total of \$3 million, as further detailed in the Company's announcement to ASX on 22 September 2016.
SPP Shortfall Share	Any Share offered but not subscribed for by an Eligible Shareholder under the SPP Offer.
SPP Underwriting Agreement	The Underwriting Agreement between Blue Ocean Equities, as underwriter, and the Company, as issuer, dated 22 September 2016 in relation to the underwriting of the SPP Offer.
STI	Short term incentive.
Tranche 1 Placement	The offer of the Tranche 1 Placement Shares.
Tranche 1 Placement Shares	The 8,660,448 Shares proposed to be issued by the Company at the Placement Offer Price, for which Shareholder approval is being sought under Resolution 4 for the purposes of Listing Rule 7.1.
Tranche 2 Placement	The offer of the Tranche 2 Placement Shares.

Tranche 2 Placement Shares	The 22,450,663 Shares proposed to be issued by the Company at the Placement Offer Price, for which Shareholder approval is being obtained pursuant to Resolution 5 for the purposes of Listing Rule 7.1.
Transaction Costs	The costs to the Company and Pureprofile Global of negotiating, preparing documents for and implementing the Series of Transactions, including professional advisers' fees.
Underwriter	Blue Ocean Equities.
VWAP	In respect of shares during a period, the volume-weighted average price at which those shares were traded during that period on the ASX (excluding any trades by any Seller or Cohort Founder, its related entities (if applicable) or any other entity (including trusts) which any Seller or Cohort Founder controls).

PART F MATERIAL TERMS AND CONDITIONS OF NEW LTI PLAN

The key terms of the Company's New LTI Plan (**Plan**) are as follows:

1. Eligibility

Only directors and employees of the Group may participate in the Plan and only on invitation of the Board (each, an **Eligible Person**). This includes non-executive directors of the Company and its subsidiaries.

2. Offer of Performance Rights

Under the Plan, the Company may grant Performance Rights to Eligible Persons.

The Board will determine the notional value of the LTI award to be granted to each Eligible Person under the Plan (if any). The number of Performance Rights to be granted to an Eligible Person will be calculated by dividing the notional value of its LTI award by an appropriate VWAP of PPL Shares as determined by the Board at the time of grant of the relevant Performance Rights (e.g. the VWAP of Shares for the 30 days immediately after the date of release on the ASX of the Company's Appendix 4E (preliminary final report) for the last complete financial year immediately preceding the date of grant).

Performance Rights granted under the Plan will not be quoted on the ASX, nor will they carry:

- (a) any entitlement to dividends declared by the Company;
- (b) any right to receive notice of, attend or vote at general meetings of the Company; or
- (c) except in the circumstances contemplated in paragraph 8 below, any right to participate in new issue of Shares or other Equity Securities made by the Company to Shareholders,

unless the Performance Rights are exercised in accordance with the terms of the Plan before the record date for the relevant dividend or new issue or the date for determining the eligibility of persons to vote at the relevant general meeting.

The Company will not have any obligation to apply for quotation of any Performance Rights.

3. Limit on number of Performance Rights

The Company will not offer any Performance Rights under the Plan if the total number of Shares that would be issued upon the exercise of those Performance Rights would, when aggregated with:

- (a) the total number of Shares issued under the Plan or any similar plan of the Company or its associated bodies corporate in the immediately prior 3 year period; and
- (b) the total number of Shares which would be issued if all outstanding Equity Securities issued under the Plan or other similar plan of the Company or its associated bodies corporate in immediately prior 3 year period, were exercised,

exceeds 5% of the total number of Shares on issue (on an undiluted basis) at the relevant time.

4. Exercise of Performance Rights

Performance Rights granted under the Plan will, upon the satisfaction of any vesting conditions set by the Board and otherwise on the terms and conditions of the Plan, entitle its holder to acquire Shares for nil cash consideration.

All Shares allotted on the exercise of a vested Performance Right will, upon their issue, rank equally in all respects with all other Shares then on issue. In particular, such Shares will entitle their holder(s) to participate fully in:

- (a) dividends declared by the Company after the date of allotment of those Shares; and
- (b) all issues of securities offered pro rata to Shareholders, where the record date for such offers fall after the date of allotment of those Shares.

The last date for exercising a vested Performance Right will be the fifth anniversary of its vesting date, unless otherwise determined by the Board. If the Company is admitted to the official list of ASX at the time of exercise of any vested Performance Rights, application will be made by the Company to ASX for quotation of any Shares issued upon the exercise of the relevant Performance Rights.

5. Vesting

Performance Rights will be tested against the relevant vesting conditions over time periods to be determined by the Board at the time of grant of the relevant Performance Rights (**Vesting Period**), and will, subject to satisfaction of the relevant conditions, vest progressively over the Vesting Period.

Performance Rights will expire at the end of five years after their vesting date, unless otherwise determined by the Board.

In order for a Performance Right to vest, its holder must have been an Eligible Person at all times between the date of grant of that Performance Right and the vesting date (both inclusive).

An unvested Performance Right will immediately lapse upon the earlier to occur of:

- (a) its holder ceasing to be a director or employee of any member of the Group (unless the Board determines otherwise); and
- (b) the third anniversary of the date on which it was granted, if the vesting conditions in relation to that Performance Right have not been satisfied (or waived in accordance with the Plan Rules) by that time.

If an Eligible Person ceases to be a director or officer of the Group (**Former Eligible Person**), the Board will, subject to the Corporations Act, have absolute discretion in determining the manner in which all unvested Performance Rights and all vested but unexercised Performance Rights held by (or on behalf of) that Former Eligible Person will be treated, including the application of any clawback policy (if applicable). Unless the Board otherwise determines, all vested but unexercised Performance Rights held by (or on behalf of) a Former Eligible Person will lapse on the thirtieth day after termination of his or her office or employment (as applicable).

6. Change of control

Upon a change of control of the Company, or the occurrence of certain events specified in the Plan Rules that may give rise to a change of control of the Company, including:

- (a) a takeover bid for the Company;

- (b) the approval by a court of a scheme of arrangement relating to the Company;
- (c) the acquisition by a person or persons of more than 50% of the voting power in the Company or a majority in value of the business or assets of the Group, by way of takeover bid, scheme of arrangement or other corporate transaction; or
- (d) the appointment of an administrator, liquidator, provisional liquidator, receiver or receiver and manager in respect of the Company or substantially all of the assets of the Company,

the Board will have absolute discretion in determining the manner in which all unvested Performance Rights and all vested but unexercised Performance Rights held by (or on behalf of) each Eligible Person will be treated.

7. Transferability

Performance Rights issued under the Plan are not transferrable to any person other than an Eligible Person, without prior consent of the Board.

On the other hand, Shares issued upon the exercise of vested Performance Rights will be generally transferable, subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

8. Bonus Issues

If there is a pro rata bonus issue to Shareholders and a Performance Right is not exercised prior to the record date in respect of that bonus issue, the number of Shares over which that Performance Right is exercisable will, subject to that Performance Right becoming vested, be increased by the number of Shares which the holder of that Performance Right would have received under the relevant bonus issue had that Performance Right been exercised before the record date for that bonus issue.

9. Capital reorganisation

If, prior to the exercise of a Performance Right, the Company undergoes a reorganisation of capital (other than by way of a bonus issue or issue for cash), the terms of the Performance Rights will be changed to the extent necessary to comply with the Listing Rules as they apply at the relevant time.

10. Amendment to Plan Rules

Subject to the Corporations Act and the Listing Rules, the Company may at any time, by written instrument or by resolution of the Board, amend all or any of the provisions of the Plan Rules. Such amendment may be given retrospective effect to the extent to which it is specified in the relevant resolution and, if so stated, will have the effect of automatically amending the terms of Performance Rights and Shares which have been issued under, and are still subject to, the Plan Rules.

PART G CORPORATE DIRECTORY

Board of Directors

Andrew Edwards (Non-Executive Chairman)
Paul Chan (Managing Director and Chief Executive Officer)
Geoffrey Nesbitt (Executive Director and Chief Financial Officer)
Clifford Rosenberg (Non-Executive Director)

Company Secretary

Nicola Betteridge

Registered Office

Level 1, 35 Reservoir Street
Surry Hills NSW 2010
Phone: +61 2 9333 9700
Email: investor@pureprofile.com

Company Website

<http://businesses.pureprofile.com/investors>

Share Registry

Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000
Phone: +61 2 9290 9600
Email: enquiries@boardroomlimited.com.au

Auditor

Pitcher Partners
Level 22, MLC Centre
19 Martin Place
Sydney NSW 2000
Phone: +61 2 9221 2099
Fax: +61 2 9223 1762

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 11:00am (AEDT) on Saturday, 29 October 2016.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/pplagm2016
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 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:

- 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 **11:00am (AEDT) on Saturday, 29 October 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/pplagm2016
- 📠 **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.

☐

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 Ltd** (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 **Boardroom Pty Limited, Level 12, 225 George Street, NSW 2000 on Monday, 31 October 2016 at 11:00am (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 (even if he/she has an interest in the outcome of any relevant Resolution (other than, in respect of the Chair of the Meeting, Resolutions 1, 9-15) and votes cast by him/her for any such Resolution other than as proxyholder would be disregarded because of that interest).

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 on how to vote in respect of Resolutions 1, 9-15, I/we expressly authorise the Chair to exercise my/our proxy in respect of these Resolutions even though Resolutions 1, 9-15 is connected with the remuneration of a member of the key management personnel of the Company.

The Chair of the Meeting intends to vote all undirected proxies in favour of all Items of business (including Resolutions 1, 9-15). 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*			FOR	AGAINST	ABSTAIN*
Res 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 9	Issue of Service Rights to Mr Paul Chan in Satisfaction of FY2016 STI Entitlements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2	Re-election of Mr Geoffrey Nesbitt as a Director retiring by Rotation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 10	Issue of Service Rights to Mr Geoffrey Nesbitt in Satisfaction of FY2016 STI Entitlements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 3	Approval of issue of Completion Consideration Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 11	Approval of New LTI Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 4	Ratification of issue of Tranche 1 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 12	Issue of Performance Rights to Mr Andrew Edwards pursuant to New LTI Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 5	Approval of issue of Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 13	Issue of Performance Rights to Mr Paul Chan pursuant to New LTI Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 6	Approval for financial assistance by Cohort Group Members of Proposed Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 14	Issue of Service Rights to Mr Geoffrey Nesbitt pursuant to New LTI Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 7	Approval of issue of SPP Shortfall Shares under SPP Underwriting Agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 15	Issue of Performance Rights to Mr Clifford Rosenberg pursuant to New LTI Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 8	Ratification of issue of Sparc Media Earn Out Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 16	Approval of Additional Capacity to Issue 10% of Securities	<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