



Annual General Meeting for financial year 2015-2016

Inabox Group Limited

6 October 2016

Dear Shareholder,

It is my pleasure to invite you to the 2016 Annual General Meeting of Inabox Group Limited, to be held at 2pm (AEDT) on Thursday 10 November 2016 at CEDA, Level 14, 9-13 Hunter Street, Sydney NSW.

I enclose a notice of Annual General Meeting with its Explanatory Memorandum, together with a proxy form for Shareholders. You can return the hardcopy form in the reply paid envelope enclosed if you are not able to attend the meeting.

The annual report of Inabox Group Limited for the financial year is available on-line at <https://www.inaboxgroup.com.au> and a hardcopy is enclosed if you have requested to receive one.

I look forward to welcoming you to the meeting.

A handwritten signature in dark ink, appearing to read "DR", followed by a horizontal line.

Yours sincerely,

David Rampa  
Chairman  
Inabox Group Limited

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Shareholders of Inabox Group Limited will be held at 2pm (AEDT) on Thursday 10 November 2016 at Level 14, 9-13 Hunter Street, Sydney NSW.

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum and the Proxy Form forms part of this Notice.

## ORDINARY BUSINESS

### Item 1: Financial Reports

To receive and consider the financial report, director's report and auditor's report for the Company and its controlled entities for the year ended 30 June 2016.

### Item 2: Proposed Resolutions

#### Resolution 1: Remuneration Report

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

**"That approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the year ended 30 June 2016."**

*The vote on this resolution is advisory only and does not bind the directors of the Company.*

#### Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the key management personnel (details of whose remuneration are included in the Remuneration Report); or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key management personnel.

#### Resolution 2: Approval of additional placement capacity

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

**"That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the Company's issued capital, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum."**

### ***Voting Exclusion***

*The Company will disregard any votes cast on the resolution by:*

- a) a person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary Securities, if the resolution is passed; and*
- b) an associate of that person (or those persons).*

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

- a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions in the proxy form; or*
- b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

*As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on the resolution.*

### **Resolution 3: Re-election of Tom Stianos as Director**

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

**“That Tom Stianos, being a director of the Company appointed in the period prior to this meeting, retires and, having offered himself for election, is elected as director of the Company.”**

### **Resolution 4: Issue of Options to David Rampa**

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

**“That for the purpose of ASX Listing Rule 10.11 and all other purposes, the Shareholders of the Company approve the grant of 76,923 options to acquire ordinary shares in the Company to David Rampa, the Chair of the Company, or his nominee in the manner described in the Explanatory Memorandum.”**

### ***Voting Exclusion***

*The Company will disregard any votes cast on resolution 4 by David Rampa, Garry Wayling, and Tom Stianos, and any associate of any of those persons.*

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

- a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions in the proxy form; or*
- b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

### **Resolution 5: Issue of Options to Garry Wayling**

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

**“That for the purpose of ASX Listing Rule 10.11 and all other purposes, the Shareholders of the Company approve the grant of 76,923 options to acquire ordinary shares in the Company to Garry Wayling, a director of the Company, or his nominee in the manner described in the Explanatory Memorandum.”**

### ***Voting Exclusion***

*The Company will disregard any votes cast on resolution 5 by David Rampa, Garry Wayling, and Tom Stianos, and any associate of any of those persons.*

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

- a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions in the proxy form; or*
- b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

### **Resolution 6: Issue of Options to Tom Stianos**

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

**“That, subject to the passage of resolution 3 and for the purpose of ASX Listing Rule 10.11 and all other purposes, the Shareholders of the Company approve the grant of 76,923 options to acquire ordinary shares in the Company to Tom Stianos, a director of the Company, or his nominee in the manner described in the Explanatory Memorandum.”**

### ***Voting Exclusion***

*The Company will disregard any votes cast on resolution 6 by David Rampa, Garry Wayling, and Tom Stianos and any associate of any of those persons.*

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

- a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions in the proxy form; or*
- b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

By order of the Board

Angus Fotheringham  
Company Secretary

6 October 2016

# Explanatory Memorandum

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

## Proposed Resolutions:

### Resolution 1 – Remuneration Report

The Corporations Act 2001 requires that a resolution must be put to Shareholders that the Remuneration Report of the Company be adopted. However, such a resolution is advisory only and does not bind the Company or the Directors.

The Remuneration Report of the Company forms part of the Directors Report which is contained in the Annual Report accompanying this Notice of Meeting. The Remuneration Report sets out the Company's remuneration policy and reports the remuneration arrangements in place for Executive Directors, Non-Executive Directors and certain executives whose remuneration arrangements are required to be disclosed.

At the Company's previous Annual General Meeting the votes cast against the remuneration report considered at that Annual General Meeting were less than 25% of the total.

### Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should be aware of the following considerations:

If you appoint a member of the Key management personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy, you must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy, you do not need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you must mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key management personnel.

If you appoint any other person as your proxy you do not need to direct your proxy how to vote on this Resolution, and you do not need to mark any further acknowledgement on the Proxy Form.

### Resolution 2: Approval of additional placement capacity

#### Summary

The Company seeks to obtain Shareholder approval for a placement capacity of up to 10% of its Issued Capital over a period of 12 months after the Annual General Meeting, in accordance with Rule 7.1A (**10% Placement Capacity**), which will be in addition to the 15% annual placement capacity under Rule 7.1.

The resolution is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour for it to be passed.

The Board recommends the resolution and considers that the additional placement capacity will assist the Company in carrying out the business objectives outlined in the annual report, and particularly in raising funds for strategic acquisitions without the delay associated with calling a general meeting at the time of the intended placement.

If Shareholders approve the resolution, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Rule 7.1A.2, which provides as follows:

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

Where:

- A** is the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement:
- (a) plus the number of fully paid ordinary shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
  - (b) plus the number of partly paid ordinary shares that became fully paid in the previous 12 months;
  - (b) plus the number of fully paid ordinary shares issued in the previous 12 months with approval of holders of ordinary shares under Listing Rule 7.1 and 7.4; and
  - (c) less the number of fully paid ordinary shares cancelled in the previous 12 months.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary shares under Listing Rules 7.1 or 7.4.

### Specific Information

Rule 7.3A requires specific information to be provided the notice of meeting in conjunction with an approval under rule 7.1A. The Company provides the following information in relation to the resolution.

### Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within 5 ASX trading days of that date, the date on which the Equity Securities are issued.

### Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If the resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Rule 7.1A.2, on the basis of the current market price and current number of Equity Securities on issue, as at the date of this Notice, as well as changing the number of ordinary shares on issue (variable 'A' in the formula prescribed in Rule 7.1A.2) to double and triple the current number and halving and doubling the current market price. The table assumes a placement of 10% occurs.

Number of shares on issue at placement	50% decrease in issue price from current market price (\$0.69)	Current market price (\$1.37) (i.e. no discount at placement)	100% increase in issue price from current market price (\$2.74)
Current number of Shares on issue (20,070,530)	2,007,053 Shares issued	2,007,053 Shares issued	2,007,053 Shares issued
	\$1,384,866.50 raised	\$2,749,662.61 raised	\$ 5,499,325.22 raised
Double the number of shares currently on issue	4,014,106 Shares issued	4,014,106 Shares issued	4,014,106 Shares issued
	\$2,769,733.10 raised	\$5,499,325.22 raised	\$10,998,650.44 raised
Triple the number of shares currently on issue	6,021,159 Shares issued	6,021,159 Shares issued	6,021,159 Shares issued
	\$4,154,599.70 raised	\$8,248,987.83 raised	\$16,497,975.66 raised

The number of Shares on issue could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a prorated rights issue or scrip issued under a takeover offer) or Shares that are issued with Shareholder approval under Rule 7.1.

**The table above uses the following assumptions:**

1. The current shares on issue are the Shares on issue as at 30 September 2016.
2. The issue price set out above is the closing price of the Shares on the ASX on 30 September 2016.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. No quoted Options (including any quoted Options issued under the Additional Placement Capacity) are exercised into Shares before the date of the issue of the Equity Securities.
5. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Rule 7.2 or with approval under Rule 7.1.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution following issues approved under Rule 7.1.

Shareholders should note that there is a risk that:

- (a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

**Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Annual General Meeting and expiring on the first to occur of the following:

- (a) 12 months after the date of this Annual General Meeting; and
- (b) the date of approval by Shareholders of any transaction under Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

or such longer period if allowed by the ASX.

**Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (a) to raise cash consideration, in which case the Company intends to use funds raised to fund the investigation and acquisition of additional assets that the Board considers may complement the existing assets of the Company, for working capital, or to retire debt; or
- (b) as non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Rule 7.1A.3.

**Allocation under the 10% Placement Capacity**

The allotment of any Equity Securities to be issued under the 10% Placement Capacity has not yet been determined. The Company therefore does not know whether allottees of Equity Securities might consist of current Shareholders or new investors (or both).

The Company will determine the allottees at the time of any issue under the 10% Placement Capacity, having regard to the following factors:

- (a) the purpose of the issue;

- (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, another offer where existing Shareholders may participate;
- (c) the effect of the issue of the Equity Securities on the control of the Company;
- (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (e) prevailing market conditions; and
- (f) advice from corporate, financial and broking advisers (if applicable).

#### **Previous Approval under Rule 7.1A**

The Company has in the previous year obtained approval under Rule 7.1A.

#### **Equity Securities Issued**

During the previous year, no Equity Securities were issued by the Company.

#### **Resolution 3: Election of Tom Stianos as Director**

Tom Stianos was appointed a director of the Company during the financial year, and serves as Chairman of the Nominations and Remuneration Committee.

Mr Stianos was previously CEO of IT service provider, SMS Management & Technology for 13 years, and was a Non-Executive Director of the Australian Information Industry Association. He has also held senior positions with the Department of Premier and Cabinet, Department of Justice, and Department of Treasury & Finance. Tom holds a Bachelor of Applied Science from the University of Melbourne and was awarded the Ford Australia prize for Economics.

The Board unanimously recommends that Shareholders vote to elect Mr Stianos as a Director.

#### **Resolutions 4, 5 and 6: Issue of Options**

The Directors wish to standardise the long-term remuneration of its directors, so that each non-executive director receives a remuneration component which aligns their longer term interests with that of the Company.

At present, the remuneration of the non-executive directors consists of a fixed cash component only. For details as to the remuneration of each Director for the financial year ended 30 June 2016, please see the Remuneration Report, which forms part of the Company's 2016 Annual Report.

As part of the remuneration of each non-executive director of the Company for the financial year ending 30 June 2017 (**FY2017**), it is proposed that each non-executive director (namely, David Rampa, Garry Wayling and, subject to the passage of resolution 3, Tom Stianos, or their respective nominees) will be granted 76,923 options, each exercisable into one fully-paid ordinary share in the Company at an exercise price per option set out below, provided the relevant director has been in continuous office as a director of the Company for a period of at least 24 months since their date of issue and remains in office at the time of exercise.

Principle 8 of the ASX Corporate Governance Principles and Recommendations notes that that *"it is generally acceptable for non-executive directors to receive securities as part of their remuneration to align their interests with the interests of other security holders. However, non-executive directors should not receive options with performance hurdles attached or performance rights as part of their remuneration..."*. The Board considers that the terms of the proposed options are aligned with these guidelines.

Listing Rule 10.11 requires the Company to seek shareholder approval before issuing options to any related party of the Company, which includes its Directors, unless one of the exceptions to Listing Rule 10.11 in Listing Rule 10.12 applies. No such exception is applicable in the present circumstances. Accordingly, Shareholders are asked to consider and vote upon resolutions 4, 5 and 6.



Listing Rule 7.2 (Exception 14) provides an express exception to the requirement to obtain shareholder approval in respect of a proposed issue of Equity Securities under Listing Rule 7.1, where shareholder approval is obtained under Listing Rule 10.14. As such, by obtaining the approval of Shareholders to resolutions 4, 5 and 6 pursuant to Listing Rule 10.11, the Company is not required to obtain approval under Listing Rule 7.1.

The terms of the proposed options are set out below in accordance with ASX Listing Rule 10.13.

Proposed Terms of Options to Non-Executive Directors		
Recipients	Resolution 4	David Rampa or his nominee
	Resolution 5	Garry Wayling or his nominee
	Resolution 6	Tom Stianos or his nominee
Maximum Number of Options to be Issued	Resolution 4	76,923 options
	Resolution 5	76,923 options
	Resolution 6	76,923 options
Date of Issue of Options	24 November 2016 (subject to shareholder approval)	
Issue Price of Options	Nil	
Exercise Price of Options	The volume-weighted average price of ordinary shares on the ASX for the 30 day period commencing 26 August 2016, the date of release of the Company's Appendix 4E and Full Year Statutory Accounts for the period ended 30 June 2016.	
Terms of Issue	<u>Entitlement</u>	
	Each option will confer on the holder the right to acquire one fully-paid ordinary share in the Company, at the above exercise price.	
	<u>Vesting</u>	
	In order for the options to vest, the option holder (or the relevant director, if the option holder is a nominee) must have been a director of the Company for two continuous years from the date of issue ( <b>vesting condition</b> ).	
	<u>Exercise</u>	
	In order for an option to be exercised, the following conditions must be satisfied:	
	a) the option must have vested, i.e. the vesting condition must be satisfied;	
	b) the option holder must pay the applicable exercise price to the Company in full;	
	c) the option holder (or the relevant director, if the option holder is a nominee) must occupy office as a director of the Company as at the date of exercise; and	
	d) no more than five years may have passed since the issue of the relevant option.	
	<u>Lapse</u>	
	Any option, whether vested or unvested, will immediately and automatically lapse upon the earlier of its holder (or the relevant director, if the option holder is a nominee) ceasing to be a director of the Company and the fifth anniversary of its date of issue, unless the Board determines otherwise.	
	<u>Rights</u>	
	The options do not, of themselves, confer on its holder any right to receive dividends declared by the Company, vote at meetings of the Company, or to participate in new offers of Equity Securities made by the Company.	
	However, Shares issued upon exercise of the options (subject to satisfaction of the vesting condition) will be issued on the same terms and conditions (including as to voting rights and rights to dividends) as, and will rank equally	

## Proposed Terms of Options to Non-Executive Directors

with, the Company's then existing Shares.

### Quotation and transferability

The options will not be quoted on the ASX and will not be transferrable to any person without prior consent of the Board.

If the Company is admitted to the official list of ASX at the time of exercise of any vested options, application will be made by the Company to ASX for quotation of any Shares issued upon their exercise. Shares issued upon the exercise of vested options will be generally transferable, subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

### Capital reorganisation

In the event of a capital reorganisation of the Company's capital, the terms of any outstanding options at the relevant time will be amended to the extent necessary to comply with the Listing Rules at that time.

### Use of Funds

No funds will be raised from the issue of the options for which approval is being sought under resolutions 4, 5 and 6.

The primary purpose of the grant of options is not to raise capital, but to form part of the remuneration package of David Rampa, Garry Wayling, and Tom Stianos for FY2017, with a view to aligning their longer term interests with that of the Company.

As to funds that may be received on exercise of any invested options, as exercise is at the discretion of the option holder and may occur at an undetermined future date, the Company is presently unable to confirm a specific intended use of funds that will be received on exercise.

Chapter 2E of the Corporations Act requires shareholder approval where a public company seeks to give a financial benefit to a related party. Directors are considered to be related parties for the purposes of the Corporations Act. The options proposed to be granted to David Rampa, Garry Wayling and Tom Stianos pursuant to resolutions 4, 5 and 6 constitute financial benefits for the purposes of Chapter 2E of the Corporations Act.

Section 211 of the Corporations Act contains an exception to the requirement for shareholder approval where a financial benefit is provided to a related party who is an officer of the public company, and to give the remuneration would be reasonable in the circumstances of the public company giving the remuneration and the related party's circumstances (including the responsibilities involved in the office).

The Board has determined that the proposed grant of options is reasonable remuneration for the purposes of Section 211 of the Corporations Act. Accordingly, no approval of Shareholders is required for the purposes of Chapter 2E of the Corporations Act.

## Glossary:

**Annual General Meeting** or **Meeting** means the meeting convened by this Notice.

**ASX** means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

**Listing Rules**, or **Rule** means the relevant Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of the key management personnel means:

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

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

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

**Shareholder** means a holder of a Share.

## Voting and Proxies

### Voting Entitlements

The Directors have determined that the shareholding of each Shareholder for the purpose of ascertaining the voting entitlements for the Annual General Meeting will be as it appears on the Share Registers at 7pm Australian Eastern Daylight Time on 8 November 2016. Accordingly, transactions registered after that time will be disregarded in determining Shareholders entitled to attend and vote at the Annual General Meeting.

### Proxies

A Shareholder has the right to appoint a proxy, who need not be a Shareholder of the Company. A member may appoint not more than 2 proxies to attend and act for the member. A member may specify the percentage of votes each proxy is appointed to exercise.

The Proxy Form must be received by the share registry of the Company, Boardroom Pty Limited, no later than 2pm (AEDT) on 8 November 2016. Instructions for lodging the Proxy Form are printed on the Proxy Form itself.



#### All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00pm (AEDT) on Tuesday 8 November 2016.**

### 🖥 TO VOTE ONLINE

- STEP 1:** VISIT [www.votingonline.com.au/iabagm2016](http://www.votingonline.com.au/iabagm2016)
- 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:

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

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

##### Proxy which is a Body Corporate

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

#### STEP 3 SIGN THE FORM

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

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

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

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

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

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2:00pm (AEDT) on Tuesday, 8 November 2016.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

- 🖥 **Online** [www.votingonline.com.au/iabagm2016](http://www.votingonline.com.au/iabagm2016)
- 📠 **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 **Inabox Group Limited** (Company) and entitled to attend and vote hereby appoint:

☐

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **CEDA, Level 14, 9-13 Hunter Street, Sydney NSW 2000 on Thursday, 10 November 2016 at 2:00pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1, 4, 5 and 6. I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1, 4, 5 and 6 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1, 4, 5 and 6). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

### STEP 2 VOTING DIRECTIONS

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

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of additional placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Tom Stianos as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Options to David Rampa	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Options to Garry Wayling	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Options to Tom Stianos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 SIGNATURE OF SHAREHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2016