

ASX Release
8 August 2016

2016 Annual Meeting

Notice of Meeting

9 Spokes International Limited (ARBN 610 518 075), (ASX: 9SP) (9 Spokes or Company), the cloud based business software platform, gives its Notice of Meeting in respect of the Annual Meeting (AGM) to be held simultaneously in Auckland, Melbourne and Sydney on 22 August 2016.

The Notice of Meeting is attached, together with a copy of the shareholder proxy form.

Yours faithfully



Neil Hopkins
Chief Financial Officer/Company Secretary

For more information:

About 9 Spokes

9 Spokes recommends the world's best business software tools for small and medium sized businesses and integrates them into a smart Dashboard. 9 Spokes allows business owners to easily work on their business, saving them time and giving them confidence in their decision-making, because 9 Spokes reveals key information on their business performance. 9 Spokes delivers key metrics to help a business owner run their business from anywhere at any time, while also offering collaboration opportunities with their business advisors. 9 Spokes offers a model for businesses to access their smart Dashboard and features directly themselves, as well as a white labelled product that channel partners can offer to their SME customer base.

www.9spokes.com

Dear Shareholder

On behalf of 9 Spokes International Limited (ARBN 610 518 075), I invite you to attend our first Annual Meeting (**AGM**) as a publically listed company, on Monday 22 August 2016.

The meeting will be held in Auckland and linked by audio visual facilities in Melbourne and Sydney to allow shareholders in those locations to participate. Address details for each venue are provided on page 2 of this Notice of Meeting. Some members of the Board and executive management team will be present in Auckland.

At the AGM we will undertake the business outlined on page 2 of this Notice of Meeting, which involves the reappointment of one Director retiring by rotation, the setting of fees for the Company's auditor and approving the Company's employee incentive scheme.

If you do not plan on attending the AGM, you are encouraged to appoint a proxy to attend and vote on your behalf by lodging your proxy appointment online at www.votingonline.com.au/9spagm2016.

Instructions on how to appoint a proxy are detailed in the enclosed proxy form. Proxies need to be received no later than 10am (AEST) on Saturday, 20 August 2016 to be valid for the AGM. Proxies may be lodged online or returned by mail. Details are provided on the proxy form.

Finally, do let us know of any questions you may have before the AGM. Details of how to lodge those questions prior to the AGM are on page 7 of this Notice of Meeting. We look forward to seeing you at the AGM.

Yours faithfully,

A handwritten signature in blue ink that reads 'Paul Reynolds'.

Paul Reynolds
Chairman

9 Spokes International Limited
New Zealand company number 3538758
(ARBN 610 518 075)
Level 3, 32 Market Place
Auckland 1010

New Zealand

Annual Meeting of Shareholders

Notice is given that the 2016 Annual Meeting (**AGM**) of shareholders of 9 Spokes International Limited (ARBN 610 518 075) (**9 Spokes** or **Company**) will be held on 22 August 2016 at the following three locations and commencing at the times stated below:

Location	Address	Time
Auckland	PricewaterhouseCoopers, PwC Tower, Level 22, 188 Quay Street, Auckland 1010, New Zealand	12.00 pm NZT
Melbourne	PricewaterhouseCoopers, Freshwater Place, Level 19, 19/2 Southbank Blvd, Southbank VIC 3006, Australia	10.00 am AEST
Sydney	PricewaterhouseCoopers, Darling Park, Tower 2, 201 Sussex St, Sydney NSW 2000, Australia	10.00 am AEST

At the AGM the following business will be considered along with any other business that may be properly brought before the meeting:

1. Chairman's Introduction
2. Chief Executive Officer's Address
3. Shareholder Questions
4. Resolutions:

Resolutions

Explanatory notes for the resolutions are provided from page 3.

Resolution 1 – Re-Election of Paul Reynolds as a Director of the Company

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

"That Paul Reynolds, who retires by rotation as a Director of the Company at this AGM in accordance with clause 12.5 of the Constitution of the Company, be re-elected as a Director of the Company."

Resolution 2 – Fees of Auditor

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

"That the Board of Directors of the Company be authorised to fix the fees of the auditor."

Annual Meeting of Shareholders

Resolution 3 – Approval of Employee Share Option Plan (ESOP)

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

"That for the purposes of ASX Listing Rules 7.1 and 7.2, Exception 9, and for all other purposes, the shareholders approve the Company's Employee Share Option Plan (ESOP) and the issue of options over ordinary shares in the Company by the Directors in their discretion in accordance with the provisions of the ESOP."

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by any Director of the Company (except one who is ineligible to participate in any employee incentive scheme) and any associates of those persons other than votes cast:

- (a) as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; and
 - (b) by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.
-

Explanatory Notes for the Resolutions

Resolutions 1 to 3 are ordinary resolutions which require approval by a simple majority (greater than 50%) of the votes of those shareholders entitled to vote and voting on the resolution.

Resolution 1

Resolution 1 seeks approval for the re-election of the Director who is retiring by rotation. Pursuant to clause 12.5 of the Constitution of the Company, at every annual meeting one third of the Directors of the Company (or, if their number is not a multiple of three, then the number nearest to but not more than one third) must retire. However, those retiring Directors are eligible for re-election at the meeting. Mark Estall, being in the position of Chief Executive Officer, is not subject to, and is not to be taken into account in determining, the retirement by rotation of Directors.

Paul Reynolds, being the Director who has been longest in office, retires by rotation.

Paul joined the Board in September 2014, bringing experience gained from 30 years leading telecommunications and technology businesses around the world. Paul is the Chairman of the Company.

Paul served as Chief Executive Officer at BT Wholesale in the United Kingdom between April 2000 and September 2007 prior to moving to New Zealand to take on the role as a director and Chief Executive Officer of Telecom New Zealand between 2007 and 2012.

Paul has extensive governance experience, serving as Chairman of AAPT Limited until 2012, and having held directorships at BT (UK), eAccess (Tokyo) and currently XConnect Global Networks (London).

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Annual Meeting of Shareholders

Taking a special interest in the Company's European interests, Paul has supported the business in advising on contracts in the UK and investor relations. Paul chairs the Remuneration and Nomination Committee and serves on the Audit and Risk Committee.

Paul holds a PhD from the University of London and a First Class BA Honours degree from the University of Strathclyde. He is a Fellow of the Institute of Telecom Professionals and received the Global Icon Award from the Telecommunication Industry Association of America in 2006.

Paul Reynolds, being eligible, offers himself for re-election.

Resolution 2

PricewaterhouseCoopers is the existing auditor of the Company and has indicated its willingness to continue in office. Under section 207T of the Companies Act 1993 of New Zealand, PricewaterhouseCoopers is automatically reappointed at the annual meeting as auditor of the Company. The proposed resolution is to authorise the directors of the Company to fix the auditors' remuneration for the following year for the purposes of section 207S of the Companies Act 1993.

Resolution 3

Resolution 3 seeks shareholder approval for the adoption by the Company of the Employee Share Option Plan (**ESOP**).

The Company proposes to use the ESOP to promote a culture of ownership amongst the stakeholders of the Company and to motivate its staff. The Company proposes to grant options over ordinary shares (**Options**) pursuant to the ESOP.

No Options have yet been issued under the ESOP, although Options have been granted under a prior ESOP in force before the Company's admission to the official list of the ASX.

ASX Listing Rule 7.1 requires that shareholder approval for an issue of equity securities be obtained if, over a rolling 12 month period, the number of equity securities issued (without prior shareholder approval) is more than 15% of the number of ordinary securities on issue at the start of that 12 month period.

However, Exception 9(b) to ASX Listing Rule 7.2 provides that an issue of securities under an employee incentive scheme (which this ESOP is regarded as being) approved by the holders of ordinary securities does not exhaust any of the Company's 15% placement capacity, as calculated by ASX Listing Rule 7.1.

Although a summary of the material terms of the ESOP were disclosed in the Company's Replacement Prospectus dated 17 May 2016, the Company seeks to have the ESOP approved under Exception 9(b) to ASX Listing Rule 7.2. This is an exercise of appropriate corporate governance practice, as it provides shareholders with an opportunity to vote on the suitability of the ESOP. Additionally, following the issue of the Company's Replacement Prospectus dated 17 May 2016, the ESOP was amended in a material way to accommodate its future use in the United Kingdom and the United States. Furthermore, the approval of the ESOP will extend the 3 year period in which the Company may rely upon Exception 9 to ASX Listing Rule 7.2.

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Annual Meeting of Shareholders

A summary of the terms of the ESOP is as follows:

- Participants may be employees of the Company (or any of its subsidiaries), Directors of the Company or have a service contract with the Company.
- Only Options may be granted under the ESOP.
- The exercise price, the Option period, the vesting conditions and the exercise conditions of the Options granted under the ESOP will be specified in a relevant letter of offer to each participant.
- Options granted under the ESOP are personal and are not transferable without the approval of the Board of Directors.
- Should the relevant participant cease to provide services to the Company, all Options not yet vested will be cancelled and, all Options vested, must be exercised within three months following the relevant person's leaving date, unless the Board of Directors determine otherwise.
- There are specific provisions regulating Options issued to participants in the United Kingdom and the United States.

A copy of the ESOP (and the associated pro-forma letter of offer) will be tabled at the AGM and is available at:

<https://www.9spokes.com/investors>.

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Record Date

Any person who is registered as a shareholder of the Company at 5.00pm (AEST) on 19 August 2016 is entitled to attend and vote at the AGM or to appoint a proxy to attend and vote in their place.

Proxies

Any shareholder who is entitled to attend and vote at the AGM may appoint a proxy to attend and vote in their place by completing the proxy form enclosed with this Notice of Meeting.

For the appointment of a proxy to be valid, the proxy form must be received by our registry, Boardroom Pty Limited either by post to GPO Box 3993 Sydney NSW 2001 Australia or via website voting at www.votingonline.com.au/9spagm2016 at least 48 hours before the start of the meeting.

Any shareholder of the Company entitled to attend and vote at the AGM may appoint another person or persons as proxy to attend and vote on their behalf. A proxy need not be a shareholder of the Company. If the proxy form is returned without direction as to how the proxy shall vote on the resolution, then the proxy may vote as they think fit on that resolution.

All joint holders of a share must sign the proxy form. Companies may sign under the hand of a duly authorised officer or by power of attorney. If the proxy form has been signed under a power of attorney, the original or a certified copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be delivered to the Company with the proxy form.

Corporate Representatives

A corporation that is a shareholder may appoint a representative to attend the AGM on its behalf in the same manner as that which it could appoint a proxy. Corporate representatives should bring along to the AGM a certified copy of evidence of their authority to act for the relevant corporation.

Powers of attorney

Any person representing a shareholder(s) by virtue of a power of attorney must bring the original or a certified copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company.

Postal Voting

A shareholder may not exercise his/her right to vote at the AGM by casting a postal vote.

By Order of the Board
8 August 2016

Questions from Shareholders



If you would like to ask a question of the Company or the auditor at the AGM, you may lodge your questions online by emailing investors@9spokes.com.

Questions for the AGM (including written questions to the auditor) must be received by 5.00pm (AEST) on 19 August 2016. The Chairman of the AGM will answer as many of the frequently asked questions as possible.

A copy of the Chairman and Chief Executive Officer's address to the AGM will be available on the Company website following the meeting.

Shareholders will also be given a reasonable opportunity to ask questions at the AGM.

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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 10:00am (AEST) on Saturday 20 August 2016.**

🖨 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT www.votingonline.com.au/9spagm2016

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

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



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered security holder 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 security holder.

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEST) on Saturday, 20 August 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/9spagm2016

📠 **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.

9 Spokes International Limited

ARBN 610 518 075

☐

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. Security holders 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 **9 Spokes International Limited** (Company) and entitled to attend and vote hereby appoint:

☐

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **PricewaterhouseCoopers, PwC Tower, Level 22, 188 Quay Street, Auckland 1010, New Zealand on Monday, 22 August, 2016 at 12:00pm (NZT)** 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.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

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 re-elect Paul Reynolds as a Director	☐	☐	☐
Resolution 2	Fees of Auditor	☐	☐	☐
Resolution 3	Approval of Employee Share Option Plan (ESOP)	☐	☐	☐

STEP 3 SIGNATURE OF SHAREHOLDERS

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

Individual or Security holder 1

Sole Director and Sole Company Secretary

Security holder 2

Director

Security holder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2016