

## ASX ANNOUNCEMENT | MANALTO LIMITED

### ADDITIONAL AGM RESOLUTION & ADDENDUM TO THE NOTICE OF MEETING

#### MELBOURNE – 2 NOVEMBER 2016 - Manalto Limited (ASX: MTL) (Manalto or the Company)

Manalto Limited advises that an additional resolution will be considered at the Annual General Meeting (**AGM**) to be held at 10.00am (Melbourne time) on Tuesday, 15 November 2016 at 10.00am at the Offices of Henslow Pty Ltd, Level 8, 446 Collins Street, Melbourne VIC 3000.

Mr James McKerlie was appointed as an additional Non-Executive Director as a casual appointment by the Manalto Board on 28 October 2016. Pursuant to clause 9.2 of the Company's Constitution and ASX Listing Rule 14.4, a director appointed to fill a casual vacancy or as an addition to the board must not hold office, without re- election, past the next AGM.

The appointment of Mr McKerlie occurred after the Notice of Meeting dated 14 October 2016 (**Notice**) was dispatched. Accordingly, Mr McKerlie's retirement and offer for election was not able to be dealt with in the Notice and therefore is proposed to be dealt with in the attached Addendum to the Notice. Section 250R(1) of the Corporations Act 2001 (Cth) provides that the business of an AGM may include the election of directors even if not referred to in the Notice. Therefore, an additional Resolution 7, relating to the election of Mr McKerlie, will be put to the Manalto shareholders at the AGM as an item of general business. As there is sufficient time prior to the proposed date of the AGM, the Company have determined to issue an Addendum to the Notice. Please refer to the attached Addendum for further details.

An updated proxy form will be dispatched to shareholders. The inclusion of Resolution 7 does not affect the validity of the proxy form attached to the Notice or any proxy votes made and received pursuant to that proxy form.

ENDS

#### About Manalto Limited

Manalto Limited (MTL.ASX) is a U.S. based global provider of cloud social media management solutions. Manalto's proprietary software delivers capability for the streamlined management of social media at scale – including controls to support organisational brand management, reputational risk management and efficiency in managing users, community engagement and analytics. An enterprise can centrally publish content and update brand assets across hundreds of its organisation's social media pages spanning multiple platforms – in just one click. Manalto offers a direct-to-market Enterprise Solution and a Business Application for Channel Partners to offer to SME's – 'Sóshlr'. Manalto is headquartered in Washington, D.C. with offices in the Netherlands, Australia and South Africa, and supports channel partners and customers globally.

For further information, please [manalto.com](http://manalto.com)  
For more information on Sóshlr [soshlr.com](http://soshlr.com)



# MANALTO LIMITED

ACN 098 640 352

## ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Notice is given that in relation to the Notice of Annual General Meeting released to ASX on 14 October 2016 (**Notice**) in respect of the Annual General Meeting (**Meeting**) of the Shareholders to be held at 10.00am (Melbourne Time) on Tuesday, 15 November 2016 at, the Offices of Henslow Pty Ltd, Level 8, 446 Collins Street, Melbourne VIC 3000, the Directors have determined to add a new Resolution 7 as set out below and to the items of business to be considered by Shareholders at the Meeting as a result of the appointment of Non-Executive Director, Mr Jim McKerlie on 28 October 2016, and to amend and supplement the information contained in the Explanatory Statement provided to Shareholders in relation to the matters set out in this Addendum to the Notice.

Terms and abbreviations used in the Notice have the same meaning in this Addendum to the Notice unless otherwise updated in this Addendum to the Notice.

### IMPORTANT INFORMATION

#### VOTING BY PROXY

A Proxy Form containing this new Resolution 7 will be mailed to Shareholders.

To vote on the Resolutions by proxy **PLEASE COMPLETE AND RETURN THE REPLACEMENT PROXY FORM** by the time in accordance with the instructions set out on the Proxy Form.

The inclusion of Resolution 7 does not affect the validity of the proxy form attached to the Notice or any proxy votes made and received pursuant to that proxy form. Proxy Forms dispatched with the original Notice **WILL BE** accepted by the Company and counted in relation to Resolutions to be heard at the Meeting.

**DATED: 28 OCTOBER 2016**

**BY ORDER OF THE BOARD**

**LUCY ROWE**

**COMPANY SECRETARY**

### ADDITIONAL ITEM OF BUSINESS

#### RESOLUTION 7 – ELECTION OF DIRECTOR – MR JAMES (JIM) MCKERLIE

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

*“That Mr James McKerlie, who retires in accordance with the Company’s Constitution, and being eligible, offers himself for election, be elected as a Director.”*

### EXPLANATORY STATEMENT

Clause 9.2 of the Company’s Constitution and ASX Listing Rule 14.4 provides that a director of an entity appointed to fill a casual vacancy or as an addition to the board holds office until the Company’s next annual general meeting following his or her appointment, and is then to offer himself or herself for election.

Resolution 7 is a resolution for the election of Mr James (Jim) McKerlie, who retires in accordance with the Company’s Constitution and is standing for re-election. Mr McKerlie was appointed as a Director on 28 October 2016.

Mr McKerlie is the current Executive Chairman of Bambu Digital, a software development company operating in Sydney, and a Director of Beach Energy, an ASX 100 company. Mr McKerlie has extensive experience in capital raisings, having raised in excess of \$1b over the years across Australia, the US, the UK and Asia. In the past, he has served on the board of companies such as Drillsearch Energy (Chairman), Two Way TV (Director/Chairman) and in an executive capacity in companies such as Bullseye Group (CEO) and KPMG (Managing Partner).

The Company confirms it has undertaken appropriate checks prior to the appointment of Mr McKerlie as a Director of the Company and confirms that it is not aware of any further information material to Shareholders’ decision to approve the election of Mr McKerlie.

The Board, other than Mr McKerlie, support Mr McKerlie’s election and recommend that Shareholders vote in favour of Resolution 7.

### ENQUIRIES

Shareholders are requested to contact the Company Secretary, Lucy Rowe, on (+61) 416 147 076 if they have any queries in respect of the matters set out in this Addendum to the Notice.



SOCIAL MEDIA MANAGEMENT TOOL

ABN 88 098 640 352

## Lodge your vote:



Online:

[www.investorvote.com.au](http://www.investorvote.com.au)



By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

MTL

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Replacement Proxy Form

XX



### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 10.00am (Melbourne time) Sunday 13 November 2016

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

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

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** ➔

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

# Proxy Form

Please mark ☒ to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Manalto Limited hereby appoint

☐ the Chairman of the Meeting

OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Manalto Limited to be held at The Offices of Henslow Pty Ltd, Level 8, 446 Collins Street, Melbourne, Vic on Tuesday 15 November 2016 at 10.00am (Melbourne time) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Mr Joseph Miller	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of prior issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue shares to ECA Ventures	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of prior issue of shares to Generation Co Pty Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval for placement facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Election of Director - Mr Jim Mckerlie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_/\_\_\_\_/\_\_\_\_