



ACN 123 129 162

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11.00am (AEDT)

REGISTRATION: 10.45 am (AEDT)

DATE: 1 December 2016

PLACE: Minter Ellison
Rialto Towers
Level 23
525 Collins Street
Melbourne Victoria 3000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.



31st October 2016

Dear Shareholder,

ApplyDirect Limited (the **Company**) has convened the Annual General Meeting (**AGM**) of Shareholders to be held on 1 December 2016 and we invite you to attend. The meeting will be held at Minter Ellison, Level 23, Rialto Towers, 525 Collins Street, Melbourne Victoria 3000 to commence at 11:00am and will consider:

- The 2016 Annual Report
- Adoption of the Remuneration Report
- Re-election of Mr Drew Ilsley, who comes up for rotation at this AGM
- Re-election of Mr Anthony Charles, who was appointed a director during the year

Attached to this letter is a Notice of the AGM and an Explanatory Memorandum setting out details on each of the resolutions to be proposed at the meeting.

If you are unable to attend the Meeting, I encourage you to vote using the Proxy Form, which is also enclosed. If you are able to attend, please bring this letter and package with you to facilitate your entitlement to vote. The Board recommends that you vote in favour of all resolutions.

My fellow directors and I look forward to meeting those Shareholders who can attend the Annual General Meeting in person.

Thank you for your continued support.

Yours sincerely

Michael Kay
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of ApplyDirect Limited will be held at Minter Ellison, Level 23, Rialto Towers, 525 Collins Street, Melbourne Victoria 3000 at 11.00am (AEDT) on 1 December 2016

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001(Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company on 29 November 2016 at 7.00pm (AEDT).

AVAILABILITY OF 2016 ANNUAL REPORT

Shareholders are reminded that the 2016 Annual Report is only mailed to those Shareholders who have elected to receive a hard copy. The 2016 Annual Report can be viewed on the Company's web site at www.applydirect.com.au

BUSINESS

RECEIPT OF THE ANNUAL FINANCIAL REPORT

To receive the Annual Financial Report, including Directors' declarations and accompanying reports of the Directors and auditors for the financial year ended 30 June 2016.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's financial report for the year ended 30 June 2016."

RESOLUTION 2 – RE-ELECTION OF DIRECTOR, MR DREW ILSLEY

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

"That, for all purposes, Mr. Drew Ilsley, a director of the Company retires in accordance with clause 62.2 of the Constitution and, being eligible, is re-elected as a Director of the Company."

RESOLUTION 3 – RE-ELECTION OF DIRECTOR, MR ANTHONY CHARLES

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

"That, for all purposes, Mr. Anthony Charles, a director of the Company appointed as an additional director during the year, retires in accordance with clause 63.1 of the Constitution and, being eligible, is re-elected as a Director of the Company."

VOTING EXCLUSIONS

Special voting restrictions in relation to Resolution 1.

Special voting restrictions apply in relation to Resolution 1. Shareholders should read the Explanatory Memorandum for details relating to these restrictions.

DATED: 31st October 2016

By Order of the Board

A handwritten signature in black ink, consisting of a stylized 'P' followed by a series of loops and a final vertical stroke.

Mr Phillip Hains
Company Secretary
ApplyDirect Limited

Important information for Shareholders

1. The business of the Annual General Meeting affects your shareholding and your vote is important.
2. To vote in person, attend the Annual General Meeting on the date and at the place set out above.
3. To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting as soon as possible and:
 - (a) deliver the proxy form to ApplyDirect Limited, c/- Suite 1, 1233 High Street, Armadale, Victoria 3143 Australia;
 - (b) send the proxy form to ApplyDirect Limited, c/- PO Box 8694, Armadale Victoria 3143; or
 - (c) send the proxy form by facsimile to the Company on facsimile number (613) 9822 7735

so that it is received not later than 11.00am (AEDT), 29 November 2016.

Proxy forms received later than this time will be invalid.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at 11.00am (AEDT), 1 December 2016 at:

Minter Ellison
Rialto Towers
Level 23
525 Collins Street
Melbourne Victoria 3000

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

RECEIPT OF ANNUAL FINANCIAL REPORT

In accordance with the Company's Constitution, the business of the meeting will include receipt and consideration of the Company's Financial Report and reports of Directors and Auditors for the year ended 30 June 2016.

In accordance with the Corporations Act 2001, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Financial Report.

During the discussion of this item, the Company's auditor will be present and will answer qualifying questions.

Written questions for the auditor

If you would like to submit a written question to the Company's auditor, please post your question to the Company Secretary or fax it to (613) 9822 7735. Written questions must relate to the content of the auditor's report to be considered at the Annual General Meeting or the conduct of the audit. A list of qualifying questions will be addressed at the Annual General Meeting.

Please note that all questions must be received at least five business days before the Annual General Meeting; that is by no later than 11.00am on 24 November 2016.

1 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

Background

Pursuant to Section 250R(2) of the Corporations Act 2001, at the Annual General Meeting of a listed company, the Company must propose a resolution that the Remuneration Report be adopted.

The purpose of this resolution is to present to the Shareholders, the Company's Remuneration Report so that Shareholders may ask questions about or make comments on the management of the Company in accordance with the requirements of the Corporations Act 2001 and vote to adopt the Remuneration Report for the year ended 30 June 2016.

This resolution is advisory only and does not bind the Company. However, the Board will consider the outcome of the vote made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

Under the Corporations Act 2001, if **25% or more of votes** that are cast at the meeting **are voted against** the adoption of the Remuneration Report at **two consecutive AGM's**, Shareholders will be required to vote at the second of those AGMs on a further resolution (a "**Spill Resolution**") that another meeting be held within 90 days at which all of the Company's Directors (other than any Managing Director) must go up for re-election.

The Remuneration Report is contained within the 2016 Annual Report.

You may access the Annual Report by visiting the Company's website www.applydirect.com.au.

Voting Restrictions

Key Management Personnel (**KMP**) and their closely related parties are not permitted to vote on this Resolution. KMPs of ApplyDirect are the Directors of ApplyDirect and those other persons having authority and responsibility for planning, directing and controlling the activities of ApplyDirect, directly or indirectly. The Remuneration Report identifies ApplyDirect's KMPs for the financial year ending 30 June 2016. 'Closely related parties' are defined in the Corporations Act 2001, and include certain of their family members, dependents and companies they control.

However, a KMP may cast a proxy where the proxy specifies in writing how the KMP is to vote (except proxies cast on behalf of another KMP).

If you appoint the person chairing the meeting (Chair) as your proxy (or they are appointed by default) and you are not a KMP you are authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and you will be taken to have directed the Chair to vote in accordance with their stated intention to vote in favour of Resolution 1. If you have appointed the Chair as your proxy and you do not want your vote exercised in favour of Resolution 1, you should direct the Chair to vote "against" or to "abstain" from voting on Resolution 1.

If have not indicated who is to be appointed as your proxy or indicated your voting intention, the Chair will be appointed as your proxy by default and they will vote in favour of Resolution 1.

2 RESOLUTION 2 - RE-ELECTION OF DIRECTOR, MR DREW ILSLEY

Clause 62.2 of the Constitution states that no director except the Managing Director may hold office for a period in excess of 3 years without offering himself/herself for re-election, and that at every Annual General Meeting, one-third of the previously elected Directors must retire from office and be eligible for re-election.

Mr Ilsley will retire at the Annual General Meeting and seeks re-election.

Mr Drew Ilsey – Non-Executive Director – Appointed 22nd June 2011

Drew has had an extensive career assisting growth companies achieve their corporate objectives. With thirty years' experience spanning chartered accounting, investment banking, small cap fund management and private equity, Drew has extensive experience in the areas of strategy and corporate advice. Drew successfully advised, and was a non-executive director of, ASX listed managed security services provider, Securenet Ltd, which reached a market capitalisation in excess of A\$1 billion before being acquired by the US listed Betrusted Inc. Drew has a Bachelor of Commerce from the University of Melbourne and was a practicing member of the Institute of Chartered Accountants for many years.

The Directors, other than Mr Ilsey who abstains, recommend that Shareholders vote in favour of this Resolution.

3 RESOLUTION 3 - RE-ELECTION OF DIRECTOR, MR ANTHONY CHARLES

Clause 63.1 of the Constitution requires that any director appointed to fill a casual vacancy or as an addition to the Board, holds office until the next Annual General Meeting and is then eligible for re-election.

Mr Charles will retire at the Annual General Meeting and seeks re-election.

Mr. Charles – Non-Executive Director – Appointed 21 June 2016

Over the last 20 years Anthony has guided the communications and commercial rights strategies of some of Australia's largest brands including Cricket Australia, the AFL, NRL, MCC and many others. Most recently, Anthony was Group Managing Director, rights management, sponsorship and production at Aegis Media after being with the combined group for over 13 years. During that period Anthony started Stadia Media, Australia's largest sports advertising business, for Mitchell & Partners (now Dentsu Aegis). At Dentsu Aegis, Anthony also had responsibility for acquisition integration as well as a number of business start-ups. Anthony has wide experience and contacts in the media strategy, buying and advertising areas. Anthony has a Bachelor of Business, Marketing from Monash University.

The Directors, other than Mr Charles who abstains, recommend that Shareholders vote in favour of this Resolution.

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Qty: xxxxxx

Appointment of Proxy

If appointing a proxy to attend the Annual General Meeting on your behalf, please complete the form and submit it in accordance with the directions on the reverse of the page. I/We being a shareholder/shareholders of the Company pursuant to my/our right to appoint not more than two proxies, appoint

☐

The Chairman of the
Meeting
(mark with an "X")

OR

Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Meeting.

or failing him/her, (or if no proxy is specified above), the Chairman of the meeting, as my/our proxy to act generally at the meeting and to vote for me/us and on my/our behalf at the Annual General Meeting in accordance with the following directions or if no directions have been given, as the proxy see fit, to be held at **Minter Ellison, Rialto Towers, Level 23, 525 Collins Street, Melbourne VIC 3000** on **1 December 2016**, at **11:00 am** and at any adjournment of that meeting.

THE CHAIR INTENDS TO VOTE 100% OF UNDIRECTED PROXIES IN FAVOUR OF RESOLUTIONS 1 TO 3 BELOW. IF YOU DO NOT WISH THE CHAIR TO VOTE IN THIS MANNER, PLEASE INDICATE YOUR PREFERENCE BY MARKING THE AGAINST OR ABSTAIN BOXES BELOW.

This proxy is to be used in respect of _____ % of the ordinary shares I/we hold.

Voting directions to your proxy – please mark ☒ to indicate your directions

RESOLUTION	For	Against	Abstain*
1. Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director, Mr. Drew Ilsley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Director, Mr. Anthony Charles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*If you mark 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 votes will not be counted in computing the required majority on a poll.

PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Executed in accordance with section 127 of the Corporations Act:

Individual or Shareholder 1**Sole Director & Sole Company Secretary****Joint Shareholder 2****Director****Joint Shareholder 3****Director / Company Secretary**

Dated this _____ day of _____ 2016

Contact Name

Contact Business Telephone / Mobile

INSTRUCTIONS FOR COMPLETING PROXY FORM

1. Your pre-printed name and address is as it appears on the share register of the Company. If you are Issuer Sponsored and this information is incorrect, make the correction on the form, sign it and return it to us. Security holders sponsored by a broker on the CHES subregister should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.
2. Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
3. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half of the votes.
4. A proxy need not be a shareholder of the Company.
5. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
6. If a representative of a company shareholder is to attend the Meeting, a properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company prior to the meeting or produced for admission to the meeting on the day of the meeting.
7. If a representative as Power of Attorney of a shareholder is to attend the meeting, a properly executed original (or originally certified copy) of an appropriate Power of Attorney should be produced for admission to the Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

8. Signing Instructions

You must sign this form as follows in the spaces provided:

Individual:	Where the holding is in one name, the holder must sign.
Joint Holding:	Where the holding is in more than one name, all of the shareholders should sign.
Power of Attorney:	If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form.
Companies:	<p>Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person.</p> <p>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.</p> <p>Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.</p>

9. Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than 11.00 am on 29 November 2016 (48 hours before the commencement of the meeting).
Any Proxy Form received after that time will not be valid for the scheduled meeting.

Hand deliveries

ApplyDirect Ltd
Suite 1
1233 High Street
Armadale VIC 3143

Postal address:

ApplyDirect Ltd
PO Box 8694
Armadale VIC 3143

Fax number:

(03) 9822 7735