

# Notice of Annual General Meeting

BPS Technology Limited ACN 167 603 992



28 October 2016

Dear Shareholder

BPS Technology Limited (ASX:BPS) advises that the Notice of Annual General Meeting, Explanatory Memorandum and Proxy Form will be despatched to BPS shareholders today in relation to its Annual General Meeting which will be held at 10.00am (Brisbane Time) on Monday, 28 November 2016, at Bartercard House, Level 2, 121 Scarborough Street, Southport, Queensland, 4215.

Copies of the above documents are attached to this announcement and are also available on the BPS website at [www.bpstechology.com](http://www.bpstechology.com).

BPS's 2016 Annual Report has also been mailed to BPS shareholders who have elected to receive a printed copy. The 2016 Annual Report was previously lodged with the ASX and is also available on the BPS website.

**For further information please contact:**

**Tony Wiese**, Company Secretary  
T: 07 5561 9111



# Notice of Annual General Meeting

BPS Technology Limited ACN 167 603 992



Notice is given that the Annual General Meeting of BPS Technology Limited ACN 167 603 992 (Company) (AGM) will be held at:

Location	Bartercard House, Level 2, 121 Scarborough Street, Southport, Queensland, 4215
Date	Monday, 28 November 2016
Time	10.00am (Brisbane Time)

## Item 1. Financial Statements and Reports

To consider and receive the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2016.

## Item 2. Resolution – Adoption of Remuneration Report

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

'That the Remuneration Report included in the 2016 Annual Report pages 22 to 25, and as required under Section 250R(2) of the Corporations Act, be adopted.'

**Note:** Information regarding this resolution appears in Item 2 of the Explanatory Statement. A voting exclusion statement in relation to this resolution is set out in the Explanatory Statement.

## Item 3. Resolution – Re-election of Tony Wiese as a Director

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

'That, Tony Wiese, an executive Director, Chief Financial Officer and Company Secretary, who being eligible offers himself for re-election, be and is hereby elected as a Director of the Company.'

**Note:** Information about Mr Wiese appears in Item 3 of the Explanatory Statement.

## Item 4. Resolution – Re-election of Tony Lally as a Director

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

'That, Tony Lally, a Non-Executive Director, who being eligible offers himself for re-election, be and is hereby elected as a Director of the Company.'

**Note:** Information about Mr Lally appears in Item 4 of the Explanatory Statement.

## Item 5. Special Resolution - Approval of 10% Placement Facility

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

'That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities up to 10% of the number of Shares on issue (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.'

**Note:** Information about this resolution appears in Item 5 of the Explanatory Statement. A voting exclusion statement in relation to this resolution is set out in the Explanatory Statement.

Dated 27 October 2016

By order of the Board

A handwritten signature in black ink, appearing to read 'Tony Wiese', written over a horizontal line.

Tony Wiese  
Company Secretary

# Notice of Annual General Meeting

BPS Technology Limited ACN 167 603 992

## Voting Entitlement and Admission to Meeting

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, for the purpose of determining entitlement to attend and vote and voting rights at the AGM, Shares shall be taken to be held by persons who are registered as Shareholders as at 7.00pm (Sydney time) on Friday, 25 November 2016. Transactions registered after that time will be disregarded in determining entitlements to attend and vote.

If you have any queries on how to cast your vote, please call the Company Secretary on 07 5561 9111 during business hours.

## Voting by Proxy

A Shareholder who is entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy. The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the Shareholder's votes.

If you are a Shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

To be effective, the proxy must be received at the share registry of the Company no later than 10.00am (Brisbane time) on Saturday, 26 November 2016 (48 hours before the commencement of the meeting). Proxies must be received before that time by one of the following methods:

- |               |   |
|---------------|---|
| Online:       | Shareholder may lodge their proxy votes online at <a href="http://www.linkmarketservices.com.au">www.linkmarketservices.com.au</a> . To lodge your proxy vote online, you will need your secure online access information which is shown on the proxy form. |
| By Post:      | BPS Technology Limited<br>C/- Link Market Services Limited<br>Locked Bag A14<br>SOUTH SYDNEY, NSW 1235  |
| By Facsimile: | In Australia (02) 9287 0309<br>From outside Australia +61 2 9287 0309   |
| By Delivery:  | BPS Technology Limited<br>C/- Link Market Services Limited<br>1A Homebush Bay Drive<br>RHODES NSW 2138<br><br>or<br><br>Level 12, 680 George Street<br>SYDNEY NSW 2000  |

# Notice of Annual General Meeting

BPS Technology Limited ACN 167 603 992

## Explanatory Statement

### BPS Technology Limited ACN 167 603 992 (BPS or Company)

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This Explanatory Statement accompanies the Notice of Annual General Meeting of the Company to be held at Bartercard House, Level 2, 121 Scarborough Street, Southport, Queensland, 4215, on Monday, 28 November 2016 at 10.00am (Brisbane time).

The Explanatory Statement has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

### Item 1 - Financial Statements and Reports

The Corporations Act requires the Financial Report (which includes the financial statements and Directors' declaration), the Directors' Report and the Auditor's Report to be laid before the Meeting. Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on these reports and on the business, operations and management of BPS.

### Item 2 – Adoption of Remuneration Report

Under *section 250R(2) of the Corporations Act*, listed companies are required to put to their shareholders a resolution to adopt the remuneration report contained in the annual report for the financial year ended 30 June 2016. The executive directors' remuneration is as detailed per the remuneration report. Further information regarding the Company's Remuneration and Nomination Charter is available on the Company's website under Investors>> Governance.

The Chairman will give Shareholders a reasonable opportunity to ask questions regarding the remuneration report.

#### Exclusion Statement:

In accordance with the *Corporations Act 2001*, a vote must not be cast on this resolution in any capacity (and will be taken not to have been cast if cast contrary to this restriction) by or on behalf of a member of the key management personnel, details of whose remuneration are included in the Remuneration Report, and any closely related party of such a member. However, such a member or any closely related party of such a member may cast a vote as a proxy if the vote is not cast on behalf of a person described above and either:

- The person does so as a proxy appointed by writing that specifies how the proxy is to vote on the resolution;
- The person is the Chair of the Meeting at which the resolution is voted on and the appointment of the Chair as a proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

Note: the vote on this resolution is advisory only and does not bind the Directors of the Company.

Recommendation

# Notice of Annual General Meeting

**BPS Technology Limited ACN 167 603 992**



The Board recommends that Shareholders vote **in favour** of this resolution.

## **Item 3 – Re-election of Tony Wiese as a Director.**

Article 47(b) of the Company's Constitution requires a Director to retire and stand for re-election if no Director is required to retire under Article 47(a) of the Constitution. Article 47(a) requires each Director to retire from office no later than the longer of the third annual general meeting of the Company or 3 years following their last election or appointment. There are no Directors required to retire and stand for re-election under Article 47(a) at the 2016 Annual General Meeting. Accordingly, Mr Wiese retires from office by rotation and submits himself for re-election in accordance with Article 47(b) of the Constitution.

Tony Wiese is a Chartered Accountant with 25 years' in financial and executive management - 15 years as Executive Director of listed public Companies. He co-founded BPS Technology Limited in 2014 after 7 years as Executive Director and CFO of Bartercard International Group. Prior to moving to Australia, Tony was co-founder and CEO for 3 years of Onelogix Group Limited, a JSE listed logistics and supply chain company in South Africa. Prior to this he was Executive Director of the \$1 Billion publicly listed South African transport group Super Group Limited for 10 years. Tony was the Chief Executive Officer of the Rental and Logistics Division of Super Group Limited which included 12 subsidiary companies.

## **Item 4 – Re-election of Tony Lally as a Director.**

Article 47(b) of the Company's Constitution requires a Director to retire and stand for re-election if no Director is required to retire under Article 47(a) of the Constitution. Article 47(a) requires each Director to retire from office no later than the longer of the third annual general meeting of the Company or 3 years following their last election or appointment. There are no Directors required to retire and stand for re-election under Article 47(a) at the 2016 Annual General Meeting. Accordingly, Mr Lally retires from office by rotation and submits himself for re-election in accordance with Article 47(b) of the Constitution.

Anthony is an Actuary with 30 years senior executive experience in the financial services sector, most recently, as Chief Executive Officer of Sunsuper, the third largest Superannuation fund in Australia. Anthony has extensive experience in funds management and led Australia's largest retail funds management business at Commonwealth Bank (1993-2000). He was Head of Retail for Asia Pacific at Deutsche Asset Management, based in Tokyo (2000-2002) and later a Partner at Deloitte (2003-2005). A key feature of his career has been building successful businesses.

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## Item 5 - Approval of 10% Placement Facility

Listing Rule 7.1A enables "eligible entities" to issue equity securities up to 10% of its issued share capital through placements over a 12 month period after the Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An "eligible entity" for the purposes of Listing Rule 7.1A is an entity that (as at the date of the Meeting) is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. As at the date of this Explanatory Statement, the Company is an eligible entity for the purposes of Listing Rule 7.1A.

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. As at the date of this Explanatory Statement, the Company has on issue two classes of equity securities on issue, namely quoted ordinary shares (ASX Code: BPS) and unquoted options.

The Company is seeking shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility. The exact number of equity securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 and described below.

The effect of this resolution will be to allow the Directors to issue the equity securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

This resolution is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

### **Formula for calculating 10% Placement Facility**

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of equity securities calculated in accordance with the following formula:

**(A x D) – E**

**A =** the number of ordinary securities on issue 12 months before the date of issue or agreement to issue:

- (i) *plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2;*
- (ii) *plus the number of partly paid ordinary securities that became fully paid in the 12 months;*
- (iii) *plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under Listing Rule 7.1 or 7.4. This does not include an issue of fully paid ordinary securities under the entity's 15% placement capacity without shareholder approval;*

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- (iv) *less the number of fully paid ordinary securities cancelled in the 12 months.*

**D =** 10%

**E =** 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 the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

## **Listing Rule 7.1 and Listing Rule 7.1A**

The ability of a company to issue equity securities under Listing Rule 7.1A is in addition to the company's 15% placement capacity under Listing Rule 7.1.

At the date of this Explanatory Statement, the Company has on issue 91,232,771 Shares and therefore has a capacity to issue:

- (1) 13,684,915 equity securities under the 15% placement capacity in Listing Rule 7.1; and
- (2) subject to Shareholder approval being granted under Resolution 4, a further 9,123,277 equity securities under Listing Rule 7.1A.

*The actual number of equity securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (described above).*

## **Specific information required by Listing Rule 7.3A**

### **a) Issue Price**

The issue price of equity securities issued (if any) under Listing Rule 7.1A must be not less than 75% of the volume weighted average price the Company's equity securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (1) the date on which the price at which the equity securities are to be issued is agreed; or
- (2) if the equity securities are not issued within 5 trading days of the date in paragraph (1) above, the date on which the equity securities are issued.

### **b) Risk of economic and voting dilution**

If this Resolution is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Options, only if they are exercised). There is a risk that:

- (1) the market price for the Company's equity securities in the relevant class may be significantly lower on the date of the issue of the equity securities than on the date of the Meeting; and
- (2) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date.



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The table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable “A” calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Explanatory Statement. The table also shows the voting dilution impact where the number of shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of shares issued under the 10% Placement Capacity.

Number of Shares on issue	Number of Shares that may be issued under 10% Placement Facility	Dilution		
		Funds raised based on issue price of \$0.44 (50% decrease in current issue price)	Funds raised based on issue price of \$0.88 (current issue price)	Funds raised based on issue price of \$1.32 (50% increase in current issue price)
91,232,771	9,123,277	\$4,014,242	\$8,028,484	\$12,042,725
136,849,156 (50% increase)	13,684,916	\$6,021,363	\$12,042,726	\$18,064,089
182,465,542 (100% increase)	18,246,554	\$8,028,484	\$16,056,967	\$24,085,451

The above table has been prepared on the following assumptions:

- (1) the current Shares on issue are the Shares on issue as at the date of this Explanatory Statement;
- (2) the current issue price is the midday price of the Shares on 26 October 2016. This price is indicative only and does not consider the 25% discount to market that these shares may be issued at.
- (3) the Company issues the maximum number of Shares available under the 10% Placement Facility under Listing Rule 7.1A;
- (4) no options are exercised before the date of the issue under Listing Rule 7.1A. The Company currently has 300,000 options on issue with an expiry date of 8 September 2017;
- (5) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on an issue under Listing Rule 7.1A; and
- (6) the table shows only the effect of issues of equity securities under Listing Rule 7.1A, and does not consider issues under the 15% placement capacity under Listing Rule 7.1.



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## **c) 10% Placement Period**

The date by which the equity securities of the 10% Placement Facility may be issued under rule 7.1A.1 is from the date of the annual general meeting at which the approval is obtained and expires on the date that is 12 months after the date of the annual general meeting at which the approval is obtained. However, this approval will cease to be valid in the event that the Shareholders approve a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) (10% Placement Period).

## **d) Purpose of issue**

The Company may seek to issue the equity securities under the 10% Placement Facility for the following purposes:

- (1) non-cash consideration for the acquisition of new assets or investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- (2) cash consideration. The Company may use the funds raised to acquire new assets or investments (including expenses associated with such an acquisition), to explore growth opportunities of its businesses and/or for general working capital.

There are no current agreed proposals to utilise the 10% Placement Facility. Should any specific proposals be approved by the Directors, the Company will announce the proposal to ASX as required by its continuous disclosure obligations.

## **e) Allocation Policy**

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities using the 10% Placement Facility.

The Company's allocation policy will be dependent on the prevailing market conditions at the time of any proposed issue. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to a range of factors, including but not limited to, the following:

- (1) the methods of raising funds that are available to the Company, including but not limited to, a rights issue or other issue in which existing Shareholders can participate;
- (2) the effect of the issue of the equity securities on the control of the Company;
- (3) the financial situation and solvency of the Company; and
- (4) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Explanatory Statement but may include some existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

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BPS Technology Limited ACN 167 603 992

## f) Previous 12 month share issues

The Company has previously obtained Shareholder approval under Listing Rule 7.1A.

Date	Number	Class	Issued to/for	Price	Proceeds	Use of Proceeds	%
28-Nov-15	58,509,615	Ordinary	Start Date				
7-Apr-16	50,000	Ordinary <sup>1</sup>	various/consulting services	\$ 1.20	\$ 60,000	services	0.09%
17-Aug-16	9,258,255*	Ordinary <sup>1</sup>	institutional or sophisticated investors in capital raise	\$ 0.94	\$ 8,702,760	acquisition EPANZ	15.82%
15-Sep-16	19,997,064**	Ordinary <sup>1</sup>	institutional or sophisticated investors in capital raise	\$ 0.94	\$ 18,797,240	acquisition EPANZ and WC	34.18%
15-Sep-16	2,659,574**	Ordinary <sup>1</sup>	Ben Johnson, vendor, for EPANZ Sale Agreement	\$ 0.94	\$ 250,000	acquisition EPANZ	4.55%
23-Sep-16	758,263	Ordinary <sup>1</sup>	existing shareholders participating in SPP	\$ 0.94	\$ 712,767	working capital	1.30%
	32,723,156	Ordinary	total shares issued in 12months				55.93%
27-Oct-16	91,232,771	Ordinary	on issue today				

<sup>1</sup> Terms of Shares Issued: fully paid ordinary shares ranking equally with all other shares on issue

\* approved at EGM, 12 September 2016, under listing rule 7.4 (Unconditional Placement)

\*\* approved at EGM, 12 September 2016, under listing rule 7.1 (Acquisition and Conditional Placement)

## Voting Exclusion Statement

In accordance with Listing Rules 7.3A.7 and 14.11, the Company will disregard any votes cast on this resolution by:

- (1) a person who may participate in the proposed issue of equity securities under the 10% Placement Facility, and any person who might obtain a benefit (except a benefit solely in the capacity of a shareholder), if this resolution is passed; and
- (2) any associate of a person referred to above.

However, the Company need not disregard a vote if:

- (1) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- (2) it is cast by the Chairman 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.

At the date of this Explanatory Statement, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of equity securities under the 10% Placement Facility. Therefore, no existing shareholder's votes will be excluded under the above voting exclusion.

## Recommendation

The Board recommends that Shareholders vote **in favour** of this resolution.

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BPS Technology Limited ACN 167 603 992

## Glossary of Terms

The following terms and abbreviations used in the Notice of Meeting, this Explanatory Statement and the Proxy Form have the following meanings:

**ASX** means ASX Limited ACN 008 624 691.

**Board** means the board of Directors of the Company.

**Company** or **BPS** means BPS Technology Limited ACN 167 603 992.

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

**Directors** means all of the directors of the Company as at the date of this Notice of Meeting.

**Explanatory Statement** means this Explanatory Statement.

**Listing Rules** means the official listing rules of ASX.

**Meeting** means the general meeting of Shareholders to be held on Monday, 28 November 2016 commencing at 10.00am (Brisbane time).

**Notice of Meeting** means the notice of the meeting which accompanies the Explanatory Statement.

**Resolution** means a resolution in the Notice of Meeting.

**Shareholder** means registered holders of Shares.

**Shares** means fully paid ordinary shares in the capital of the Company.

**LODGE YOUR VOTE**

**ONLINE**
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

**BY MAIL**

 BSP Technology Limited  
 C/- Link Market Services Limited  
 Locked Bag A14  
 Sydney South NSW 1235 Australia

**BY FAX**

+61 2 9287 0309


**BY HAND**

 Link Market Services Limited  
 1A Homebush Bay Drive, Rhodes NSW 2138

**ALL ENQUIRIES TO**

Telephone: +61 1300 554 474

## PROXY FORM

I/We being a member(s) of BSP Technology Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

the Chairman of the Meeting (mark box)

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

 or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Monday, 28 November 2016 at Bartercard House, Level 2, 121 Scarborough Street, Southport, Queensland, 4215 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolution 2:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

 Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒

#### Resolutions

For Against Abstain\*

2 Adoption of Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Re-election of Tony Wiese as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Re-election of Tony Lally as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 Approval of 10% Placement Facility

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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\* 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 votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

 This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).


## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- (b) return both forms together.

### 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, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Saturday, 26 November 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

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

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MAIL

BSP Technology Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**