



ASX Release

14 October 2013

Annual General Meeting

The Directors of Digital Performance Group Ltd give notice that the Company's Annual General Meeting will be held on Friday, 29 November 2013 at 1 pm at K&L Gates, Level 31, 1 O'Connell Street, Sydney, NSW 2000.

Proposed Transaction with Asia Pacific Digital

The proposed restructuring of DPG announced on 13 August 2013 is progressing. Subject to the successful completion of negotiations between Co-Investor Capital Partners Pty Ltd and the Independent Directors of DPG, the proposal will be vetted by an Independent Expert and put forward to DPG shareholders for approval at an Extraordinary General Meeting in January 2014.

The Independent Directors will further advise shareholders in due course as the matter progresses.

DPG

DIGITAL PERFORMANCE GROUP

ACN 000 386 685

Notice of 2013 Annual General Meeting to be held on 29 November 2013

Explanatory Memorandum for the Notice of Annual General Meeting

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.
IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE PLEASE
CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT
OR OTHER PROFESSIONAL ADVISER.**

**Notice of the 2013 Annual General Meeting
to be held at Level 31, 1 O'Connell Street, Sydney
at 1.00pm on 29 November 2013**

To be valid, forms of proxy for use at the Annual General Meeting must be completed and returned to the company no later than 1.00pm Sydney time on Wednesday, 27 November 2013.



DIGITAL PERFORMANCE GROUP

ACN 000 386 685

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Section A – Chairman’s Letter

11 October 2013

Dear Shareholder,

RE: Notice of 2013 Annual General Meeting

On behalf of the Board of Digital Performance Group Limited (**Company**) I am pleased to advise that the annual general meeting (**AGM**) of the Company will be held on Friday, 29 November 2013 at 1 pm at K&L Gates, Level 31, 1 O’Connell Street, Sydney, NSW. Persons who are registered as Shareholders as at close of business on 27 November 2013 will be entitled to attend and vote at the AGM.

Please find **enclosed** for your attention and action:

- (a) Notice of Meeting;
- (b) Explanatory Memorandum; and
- (c) Proxy Form.

In summary, the resolutions to be considered at the AGM relate to:

- (a) Resolution 1 – the adoption of the Remuneration Report as contained in the 2013 Annual Report;
- (b) Resolution 2 – seeks approval for the re-election of Mr David Sweet as a non-executive Director who is required to offer himself for re-election under the Company’s Constitution.

Should you wish to discuss the Notice of Meeting you can contact the Company Secretary, Mr. Campbell Nicholas, on (02) 8569 0080.

Once again, on behalf of the Board I would like to thank you for your continued support.

Yours faithfully,

Peter Hynd
Executive Chairman



DIGITAL PERFORMANCE GROUP

ACN 000 386 685

Section B – Glossary

1. DEFINITIONS

The following definitions are used in the Notice of Meeting and the Explanatory Memorandum:

Annual General Meeting means the annual general meeting of the Company to be held on 29 November 2013 pursuant to the Notice of Meeting.

Associate has the meaning given to that term in section 11 and sections 13 to 17 of the Corporations Act and section 13 is to be applied as if it was not confined to associate references occurring in Chapter 7 of the Corporations Act.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the official listing rules issued and enforced by the ASX as amended from time to time.

Board means the board of Directors of the Company.

Business Day means a day which is not a Saturday, Sunday or public holiday in New South Wales.

Closely Related Party has the meaning given to that term in the Corporations Act.

Company means Digital Performance Group Limited ACN 000 386 685.

Constitution means the constitution of the Company, as amended from time to time.

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

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum set out in Section D of this document.

Financial Statements and Reports means the audited financial statements and financial report of the Company and its subsidiaries for the financial year ended 30 June 2013.

Group means the Company and its subsidiaries.

Listing Rules means the Listing Rules of the ASX as amended from time to time.

Notice of Meeting or **Notice** means the notice of Annual General Meeting set out in Section C of this document.

Preparation Date means 11 October 2013.

Remuneration Report means the remuneration report for the Company set out in the Company's 2013 Annual Report.

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

Shareholder means a holder of a Share.

2. INTERPRETATION

For the purposes of interpreting the Explanatory Memorandum and the Notice of Meeting:

- (a) the singular includes the plural and vice versa;
- (b) words importing any gender include the other genders;
- (c) reference to any statute, ordinance, regulation, rule or other law includes all regulations and other instruments and all considerations, amendments, re-enactments or replacements for the time being in force;
- (d) all headings, bold typing and italics (if any) have been inserted for convenience of reference only and do not define, limit or affect the meaning or interpretation of the Chairman's Letter, the Explanatory Memorandum and the Notice of Meeting;
- (e) reference to persons includes bodies corporate and government authorities and in each and every case, includes a reference to the person's executors, administrators, successors and substitutes (including without limitation persons taking by novation and assignment); and
- (f) reference to **\$, A\$, Australian Dollars** or **dollars** is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia.



DIGITAL PERFORMANCE GROUP

ACN 000 386 685

Section C – Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2013 Annual General Meeting of the Shareholders of Digital Performance Group Limited ACN 000 386 685 will be held at Level 31, 1 O’Connell Street Sydney, NSW 2000 on 29 November 2013 at 1.00 pm (Sydney time) for the purpose of considering and if thought fit passing the following resolutions as stated below.

Please note that additional information concerning the proposed resolutions is contained in the Explanatory Memorandum that accompanies and forms part of this Notice of Annual General Meeting.

Defined terms used in this Notice of Meeting have the meanings given to them in the Glossary accompanying this Notice of Meeting.

Ordinary Business: Consideration of Reports

To receive and consider the Financial Report for the year ended 30 June 2013, together with the Directors’ Report and the Independent Auditor’s Report as set out in the Annual Report which is available on the Company’s website (<http://www.dpgmedia.com.au/>).

Resolution 1: Adoption of Remuneration Report (non binding advisory resolution)

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

“That for the purposes of sections 250R(2) and 250SA of the Corporations Act and for all other purposes, the Remuneration Report for the Company and its controlled entities for the period 1 July 2012 to 30 June 2013 be adopted.”

Resolution 2: Approval of re-election of Mr David Sweet, non executive director

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

“That for the purposes of articles 56.1 and 56.3 of the Constitution and for all other purposes, approval be given for Mr David Sweet, being a Director who retires in accordance with article 56.2 of the Constitution, and having given his consent and being eligible for re-election, to be re-elected as a Director of the Company.”

Notes

Voting prohibition statement – Resolution 1 – Adoption of Remuneration Report

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

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

However, a person described above may cast a vote on Resolution 1 if:

- (b) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution;
- (c) the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above; and
- (d) if the Chairman of the meeting is to be your proxy, you expressly authorise the Chairman to vote undirected proxies on Resolution 1 even though the item is connected directly or indirectly with the remuneration of a member of the key management personnel, which includes the Chairman. The Chairman of the meeting intends to vote undirected proxies able to be voted in favour of the adoption of the Remuneration Report. A Shareholder may appoint the Chairman of the meeting as proxy with a direction to cast the votes contrary to the Chairman's stated voting intentions, or to abstain from voting on that resolution.

Determination of membership and voting entitlement

For the purpose of determining a person's entitlement to vote at the Annual General Meeting, a person will be recognised as a member of the Company and the holder of Shares if that person is registered as a holder of those Shares at close of business on 27 November 2013, being the second Business Day prior to the date of the Annual General Meeting.

Votes of members

On a show of hands, each member present in person or by proxy or, in the case of a body corporate, by a corporate representative at the Annual General Meeting shall have one vote.

On a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative shall have one vote for each Share held by him, her or it provided that all Shares are fully paid.

Proxies

Please note that:

- (a) a member entitled to attend and vote at the Annual General Meeting is entitled to appoint no more than two proxies;

- (b) an instrument appointing a proxy must be in the form of the proxy form attached to this Notice of Meeting;
- (c) where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If a member appoints two proxies, and the appointment does not specify the proportion of the member's voting rights, each proxy may exercise one-half of the voting rights;
- (d) a proxy need not be a member of the Company;
- (e) a proxy form may specify the manner in which the proxy is to vote in respect of the Resolution and, where the proxy form so provides, the proxy is not entitled to vote on the Resolution except as specified in the proxy form;
- (f) a proxy has the authority to vote on the member's behalf as he or she thinks fit, on any motion to adjourn the Annual General Meeting, or any other procedural motion, unless the member gives a direction to the contrary;
- (g) a valid proxy form will be deemed to confer authority to demand or join in demanding a poll;
- (h) to be valid, a proxy form must be signed by the member or the member's attorney or, if the member is a corporation, executed in accordance with the corporation's constitution and the Corporations Act (and may be signed on behalf of the corporation by its attorney); and
- (i) to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be received by no later than 1.00pm **(Sydney time) on 27 November 2013:**

by the Company's Share Registry, Computershare Investor Services Pty Ltd:

by mail: GPO Box 242
Melbourne VIC 3001

by facsimile: 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

or you may vote online at www.investorvote.com.au. You will need the control number, holder number and postcode as shown on your proxy form.

Custodian voting – For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

A form of proxy accompanies this Notice of Meeting.

By order of the Board



Campbell Nicholas
Company Secretary

Dated: 11 October 2013



DIGITAL PERFORMANCE GROUP

ACN 000 386 685

Section D – Explanatory Memorandum

INTRODUCTION

These explanatory notes have been prepared to provide shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of Annual General Meeting of the Company concerning the meeting to be held at Level 31, 1 O'Connell Street, Sydney, NSW on 29 November 2013 at 1.00pm (Sydney time).

1. RECEIPT AND CONSIDERATION OF FINANCIAL STATEMENTS AND REPORTS

This agenda item is self-explanatory. It is intended to provide Shareholders with the opportunity to raise questions on the Financial Statements and Reports, and on the performance of the Company generally.

Shareholders should note that the Financial Statements and Reports will be received in the form presented. It is not the purpose and there is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the financial report, the directors' report or the auditor's report at the meeting or that the Financial Statements and Reports be accepted, rejected or modified in any way.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON BINDING ADVISORY RESOLUTION)

Resolution 1 provides Shareholders with the opportunity to vote on the Company's Remuneration Report. Under Section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to the vote at the Annual General Meeting and, under section 250SA of the Corporations Act, the Chairman must allow the Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Remuneration Report:

- (a) explains the Board's policies in respect of the nature and level of remuneration paid to Directors and senior management of the Company;
- (b) discusses the link between the Board's policies and the Company's performance;
- (c) explains why the performance conditions were chosen and how performance is measured against them;

- (d) sets out the remuneration details for each Director and each member of the Company's senior management team; and
- (e) makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executives and executive Directors.

The Company's Remuneration Report is set out in the Company's 2013 Annual Report.

The vote to adopt the Remuneration Report is **advisory only and does not bind** the Directors or the Company, but it will still be put to members at the Annual General Meeting.

As a result of changes to the Corporations Act which become effective from 1 July 2011:

- (a) members of the key management personnel whose remuneration details are included in the remuneration report (and any Closely Related Party of those members) are not permitted to vote on a resolution to approve the Remuneration Report, and
- (b) if the vote to approve the Remuneration Report receives a "no" vote by at least 25% of the votes cast, this will constitute a "first strike".

Where a "first strike" occurs at this 2013 Annual General Meeting:

- (a) the Company's subsequent remuneration report (in other words, the Company's remuneration report to be included in the 2014 Annual Report) must include an explanation of the Board's proposed action in response to the "no vote" or an explanation of why no action has been taken, and
- (b) if the Company's subsequent remuneration report also receives a "no vote" at the 2014 Annual General Meeting of at least 25% of the votes cast, then Shareholders at the 2014 Annual General Meeting will be asked (at that 2014 Annual General Meeting) to vote on whether or not the Company is to hold another general shareholder's meeting (within the following 90 days) to vote upon a "spill resolution" under section 250V of the Corporations Act.

Because of these changes to the Corporations Act (described above) the Board abstains from making a recommendation in relation to Resolution 1.

Voting Prohibition Statement

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any 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 described above may cast vote on Resolution 1 if:

- (c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution;
- (d) the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above; and
- (e) if the Chairman of the meeting is to be your proxy, you should be aware that if you do not provide a voting direction in respect of resolution 1 on the proxy form, you will be deemed to have directed the Chairman of the meeting to vote in favour of resolution 1. The Chairman of the meeting intends to vote undirected proxies able to be voted in favour of the adoption of the Remuneration Report. A Shareholder may appointment the Chairman of the meeting as proxy with a direction to cast the votes contrary to the Chairman's stated voting intentions, or to abstain from voting on that resolution.

3. RESOLUTION 2 APPROVAL OF RE-ELECTION OF MR DAVID SWEET, NON EXECUTIVE DIRECTOR

Mr David Sweet was appointed as non-executive Director on 1 September 2009.

Article 56 of the Company's Constitution states that at every Annual General Meeting one third (if not a whole number then the nearest number not exceeding one third) of the directors, excluding the Managing Director, must retire from office. The director who is to retire each year is the one who has been in office the longest since the last election. Any director who is retiring may opt to be re-elected at the Annual General Meeting.

Accordingly, Shareholder approval is required under Article 56.3 of the Company's Constitution to re-elect Mr David Sweet as a Director of the Company.



Mr Sweet has more than 14 years experience in the digital e-commerce industry, having held executive positions with Vodafone and iTouch in Australia and New Zealand. Mr Sweet was Managing Director of the Company from 18 June 2004 to 31 August 2009. Whilst Mr David Sweet relinquished his executive role as Managing Director of the Company with effect from 1 September 2009, he continued on as a non executive director of the Company.

The Directors (in the absence of Mr David Sweet) recommend that Shareholders vote in favour of Resolution 2 for the re-election of Mr David Sweet.



www.dpgmedia.com.au

Lodge your vote:

  **Online:**
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

For all enquiries call:
(within Australia) 1300 556 161
(outside Australia) +61 3 9415 4000

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

Proxy Form



Vote and view the annual report online

Go to 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 1:00pm (Sydney time) on Wednesday 27 November 2013**

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 as they choose. 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 under the information tab, "Downloadable 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

I ND

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 Digital Performance Group 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 Digital Performance Group Limited to be held at K&L Gates, Level 31, 1 O'Connell Street, Sydney NSW on Friday, 29 November 2013 at 1:00pm (Sydney 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 Item 1 (except where I/we have indicated a different voting intention below) even though Item 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 Item 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.

ORDINARY BUSINESS

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of re-election of Mr David Sweet, non executive director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

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 ____ / ____ / ____

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