

VIENTO

VIENTO GROUP LIMITED

ABN 79 000 714 054

NOTICE OF 2013 GENERAL MEETING EXPLANATORY MEMORANDUM AND PROXY FORM

DATE OF MEETING

Thursday, 14 February 2013

TIME OF MEETING

4.30 pm WST

PLACE OF MEETING

Pendulum Capital Pty Limited
Level 2
24 Outram Street
West Perth WA 6005

This Notice of General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

NOTICE OF 2013 GENERAL MEETING

NOTICE is hereby given that the General Meeting of Viento Group Limited ("**Company**") will be held at the Pendulum Capital Pty Limited, Level 2, 24 Outram Street, West Perth WA 6005 on Thursday 14 February 2013 at 4.30pm WST ("**Meeting**").

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

Shareholders are specifically referred to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used in this Notice and the Explanatory Memorandum.

AGENDA

1. RESOLUTION 1 – APPROVAL OF PLACEMENT TO CLIENTS OF PENDULUM CAPITAL

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

"That for the purposes of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of up to 16,000,000 Shares to clients of Pendulum Capital on the terms and conditions set out in the Explanatory Memorandum."

Short Explanation

The Company seeks Shareholder approval to issue Shares to clients of Pendulum Capital pursuant to Listing Rule 7.1, so that the Company's ability to issue Shares will be "refreshed" and it will have flexibility to issue additional securities in the future should the need or opportunity arise.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by any person who participated in the issue and their associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by a person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with directions on the proxy form to vote as the proxy decides.

PROXIES

1. A member who is unable to attend and vote at the Meeting may appoint a proxy by completing and returning the attached proxy form in the manner provided below. The proxy need not be a member of the Company.
2. A member 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

3. Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- (a) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (b) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (c) if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

4. Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) the proxy is not recorded as attending the meeting;
 - (ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

5. Forms to appoint proxies and a power of attorney (if any) under which they are signed, must be lodged not less than 48 hours before the time of the Meeting as follows:

- by hand:
Viento Group Limited
Level 1
76 Hasler Road
Osborne Park, WA 6017; or
- by mail:
Viento Group Limited
PO Box 1099
West Perth, WA 6872; or
- by facsimile:
+61 8 9443 9980
- by email:
info@vientogroup.com

Proxy forms must be returned by 4.30pm WST on Tuesday 12 February 2013 to be effective. **Proxy forms received later than this time will be invalid.**

Your proxy form is enclosed.

CORPORATE REPRESENTATIVES

Any corporate member who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the *Corporations Act* authorising him or her to act as that company's representative. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed.

ATTENDANCE AND VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company at 7pm WST on Tuesday 12 February 2013.

To vote in person, attend the Meeting on the date and at the place set out in this Notice of Meeting and Explanatory Memorandum.

BY ORDER OF THE BOARD OF DIRECTORS



Damian Wright
COMPANY SECRETARY
11 January 2013

VIENTO GROUP LIMITED
ACN 000 714 054
EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolution contained in the Notice.

The Directors recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolution.

ITEM 1: RESOLUTION 1 – APPROVAL OF PLACEMENT TO CLIENTS OF PENDULUM CAPITAL

This Resolution seeks Shareholder approval to issue up to 16,000,000 Shares at an issue price of 25 cents per Share as announced to the ASX on 19 December 2012.

Subject to certain exceptions, Listing Rule 7.1 restricts a company from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of the company's ordinary securities on issue at the commencement of that period without shareholder approval.

As the Shares described in this Resolution 1 cannot be issued within the 15% limit, the Company seeks Shareholder approval of the issue of those Shares for the purpose of Listing Rule 7.1. The Company's ability to issue securities will be "refreshed" and it will have flexibility to issue additional securities in the future should the need or opportunity arise, up to 15%, without shareholder approval.

In accordance with the requirement of Listing Rule 7.3, the following information is provided to Shareholders to allow them to assess the approval to issue of the Shares the subject of this Resolution:

- up to 16,000,000 Shares will be issued at an issue price of 25 cents per Share.
- The Shares, the subject of this Resolution, are expected to be issued as soon as practical after the meeting but in any event not later than three months after the date of the General Meeting.
- At the time of the placement to clients of Pendulum Capital they will not be related parties of the Company or its Associates.
- The Shares issued will be fully paid ordinary shares that rank equally in all respects with the existing Shares.
- The Funds raised from the placement will be used for the following purposes:
 - i) Initial capital expenditure to support the new contracts awarded to Viento Utility Services Pty Ltd, a subsidiary of the Company (as announced to ASX 13 December 2012),
 - ii) Support the growth of the company's new businesses, and
 - iii) Working capital.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by any person who participated in the issue and their associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by a person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with directions on the proxy form to vote as the proxy decides.

Directors Recommendation

Each Director recommends that Shareholders vote in favour of the Resolution.

GLOSSARY

Associate	has the meaning given to it by Section 12 of the Corporations Act
ASX	means ASX Limited (ABN 98 008 624 691), or the securities exchange operated by it.
Board	means the board of Directors of the Company
Chairman	means the individual acting as chairperson of the GM
Company / Viento Group	means Viento Group Limited ABN 79 000 714 054
Corporations Act	means the <i>Corporations Act 2001</i> (Cth)
Directors	means the directors of the Company
Explanatory Memorandum	means the explanatory notes accompanying the Notice prepared for the information of Shareholders in connection with the business to be transacted at the General Meeting
General Meeting/ GM / Meeting	means the General Meeting of the Company to be held at 4.30pm WST on Thursday, 14 February 2013
Listing Rules	means the ASX Listing Rules
Notice / Notice of Meeting	means the notice of meeting which accompanies the Explanatory Memorandum
Pendulum Capital	means Pendulum Capital Pty Ltd ABN 97 108 119 848 (AFSL: 280970)
Placement	means the placement to occur pursuant to Resolution 1
Related Party	means a related party of the Company, as defined in section 228 of the Corporations Act
Resolution	means a resolution referred to in the Notice
Share	means a fully paid ordinary share in the capital of the Company
Shareholder	means a registered holder of one or more Shares
Viento	means the Company, Viento Group Limited ABN 79 000 714 054
WST	means Australian Western Standard Time

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VIENTO GROUP LIMITED

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ABN 79 000 714 054

PROXY FORM

COMPANY ADDRESS:
PO Box 1099
WEST PERTH WA 6872

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPLECROSS WA 6953
770 Canning Highway,
APPLECROSS WA 6153
T: (08) 9315 2333
F: (08) 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

HIN/SRN No.:

STEP 1: Indicate How your Vote will be Cast (select one option only)

1. Vote Directly OR **2. Appoint a Proxy to Vote on Your Behalf.** I/We hereby appoint:

Record my/our votes strictly in accordance with directions in **STEP 2.** the Chairman of the Meeting OR

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

A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item. **GO TO STEP 2**

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairperson 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, as the Proxy sees fit) at the General Meeting of the Company to be held at 4.30pm WST on Thursday 14 February 2013 at the Pendulum Capital Pty Limited Level 2, 24 Outram Street West Perth Western Australia and at any adjournment of that meeting. **GO TO STEP 2**

STEP 2: Voting Directions to Your Proxy

Please mark with "X" in the box to indicate your voting directions:

Resolution	For	Against	Abstain*
1. Approval of issue of Shares to Pendulum Capital Pty Ltd clients	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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 on a poll and your votes will not be counted in computing the required majority.

STEP 3: Meeting Attendance

Tick this box if you are attending the meeting in person.

_____ Number of attendees.

Signature(s) required

SIGN: Signature of Security holder(s) This section must be signed in accordance with the instructions overleaf.

Individual or Security Holder 1

Security Holder 2

Security Holder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

My/Our contact details in case of enquiries are:
Contact Name

Contact Number

Grid for Contact Name: 10 empty boxes

Grid for Contact Number: 10 empty boxes

NOTES

1. Name and Address

This is the name and address on the Share Register of VIENTO GROUP LIMITED. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. Appointment of a Proxy

If you wish to appoint the Chairperson of the Meeting as your Proxy please mark 'X' in the box in Step 1. If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

3. Directing your Proxy how to vote

To direct the Proxy how to vote place an 'X' in one of the boxes opposite each item of business in Step 2. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions. If you don't mark Step 2 your proxy may vote as he or she chooses. If you mark more than one box on an item your vote will be invalid.

4. 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 on 1 300 555 505 or you may photocopy this form.

To appoint a second Proxy you must:

- (a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- (b) Return both forms together.

5. Signing Instructions

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's Share Registry.

6. Lodgement of Proxy

This proxy form (and any power of attorney under which it is signed) must be received no later than 4.30pm WST on Tuesday 12 February 2013 being 48 hours before the time for holding the meeting. Any proxy form received after that time will not be valid for the scheduled meeting. Please lodge the proxy form with the Company; you are encouraged to submit your proxy. The addresses of Company are as follows:

By mail: Viento Group Limited
PO Box 1099
WEST PERTH WA 6872

By Hand: Viento Group Limited
Level 1
76 Hasler Road
Osborne Park WA 6017

By Fax: + 61 8 9443 9980

By email: info@vientogroup.com