



NOTICE OF ANNUAL GENERAL MEETING

to be held at 3.30pm AEST on
Wednesday 28 May 2014 at
The Radisson Blu Hotel
27 O'Connell Street
Sydney NSW 2000

Shareholders who have elected not to receive a printed copy of the Company's 2013 Annual Report may obtain a copy from the Company's website www.iproperty-group.com under Investor Relations

Registered Office:
C/- Australian Company Secretaries Pty Ltd
GPO Box 4231
Level 3
70 Pitt Street
SYDNEY NSW 2001
Australia

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Notice is hereby given that the Annual General Meeting (“the Meeting”) of iProperty Group Limited (“the Company”) will be held at 3.30pm AEST on Wednesday, 28 May 2014 at The Radisson Blu Hotel, 27 O’Connell Street, Sydney NSW 2000.

ORDINARY BUSINESS

Consideration of Financial Report

To consider the Financial Report and the reports of the Directors and Auditors for the year ended 31 December 2013.

Neither the Corporations Act 2001 nor the Company’s Constitution requires a vote of shareholders on the annual report or financial statements. However, shareholders will be given the opportunity to ask questions or make comments on the annual report at the meeting.

Remuneration Report

Resolution 1 Adoption of Remuneration Report:

To consider and, if thought fit, pass the following non-binding resolution:

“That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors’ Report of the Company for the year ended 31 December 2013 be adopted, details of which are set out in the explanatory notes to resolution 1 in the notice of meeting.”

- This resolution is advisory only and does not bind the Company or the directors.

- When reviewing the Company’s remuneration policies the directors will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting.

- If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all of the Company’s directors (other than the Managing Director / CEO) must stand for re-election.

Directors

Resolution 2 Re-election of Mr Patrick Grove as a Director

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

“That Mr Patrick Grove, being a Director of the Company, retires by rotation in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 2 in the notice of meeting.”

Resolution 3 Election of Mr John Armstrong as a Director

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

“That Mr John Armstrong, who was appointed as an additional Director during the year, retires in accordance with the Constitution and, being eligible, offers himself for election, be elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 3 in the notice of meeting.”

Resolution 4 Election of Mr Nicholas Geddes as a Director

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

“That Mr Nicholas Geddes, who was appointed a Director to fill a casual vacancy during the last financial year, retires in accordance with the Constitution and, being eligible, offers himself for election, be elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 4 in the notice of meeting.”

Other Business**Resolution 5 Approval to issue shares to Mr Georg Chmiel in accordance with Listing Rule 10.11**

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

“That approval be given for the purposes of ASX Listing Rule 10.11 and all other purposes to allot and issue to Mr Georg Chmiel or his nominee Shares in accordance with the terms summarised in the explanatory notes to resolution 5 in the notice of meeting.”

Resolution 6 Approval to issue shares to Mr Lucas Elliott in accordance with Listing Rule 10.11

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

“That approval be given for the purposes of ASX Listing Rule 10.11 and all other purposes to allot and issue to Mr Lucas Elliott or his nominee Shares in accordance with the terms summarised in the explanatory notes to resolution 6 in the notice of meeting.”

Resolution 7 Approval to issue shares to Mr Nicholas Geddes in accordance with Listing Rule 10.11

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

“That approval be given for the purposes of ASX Listing Rule 10.11 and all other purposes to allot and issue to Mr Nicholas Geddes or his nominee Shares in accordance with the terms summarised in the explanatory notes to resolution 7 in the notice of meeting.”

Resolution 8 Approval to issue shares to Mr Patrick Grove in accordance with Listing Rule 10.11

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

“That approval be given for the purposes of ASX Listing Rule 10.11 and all other purposes to allot and issue to Mr Patrick Grove or his nominee Shares in accordance with the terms summarised in the explanatory notes to resolution 8 in the notice of meeting.”

Resolution 9 Approval to issue shares to Mr Hugh Morrow in accordance with Listing Rule 10.11

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

“That approval be given for the purposes of ASX Listing Rule 10.11 and all other purposes to allot and issue to Mr Hugh Morrow or his nominee Shares in accordance with the terms summarised in the explanatory notes to resolution 9 in the notice of meeting.”

Resolution 10 Approval to issue shares to Mr Roland Tripard in accordance with Listing Rule 10.11

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

“That approval be given for the purposes of ASX Listing Rule 10.11 and all other purposes to allot and issue to Mr Roland Tripard or his nominee Shares in accordance with the terms summarised in the explanatory notes to resolution 10 in the notice of meeting.”

Resolution 11 Approval to issue shares to Mr Samuel Weiss in accordance with Listing Rule 10.11

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

“That approval be given for ASX Listing Rule 10.11 and all other purposes to allot and issue to Mr Samuel Weiss or his nominee Shares in accordance with the terms summarised in the explanatory notes to resolution 11 in the notice of meeting.”

Resolution 12 Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4

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

“That, in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 195,437 fully paid ordinary shares in the capital of the Company, details of which are set out in the explanatory notes to resolution 12 in the notice of meeting.”

Resolution 13 Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4

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


“That, in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 16,579 fully paid ordinary shares in the capital of the Company, details of which are set out in the explanatory notes to resolution 13 in the notice of meeting.”

Resolution 14 Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4

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

“That, in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 164,835 fully paid ordinary shares in the capital of the Company, details of which are set out in the explanatory notes to resolution 14 in the notice of meeting.”

BY ORDER OF THE BOARD



N J V Geddes
Company Secretary

VOTING EXCLUSIONS

In accordance with the Corporations Act 2001 and the Australian Securities Exchange Listing Rules, the Company makes the following statement:

The Company will disregard any votes cast on:

Resolution 1:

By:

- 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 a vote on the resolution if:

- The person does so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution;
- The vote is not cast on behalf of a person described in subparagraphs (a) or (b) above; and
- The vote is cast by the Chairman, as the nominated proxy for a person who is permitted to vote, with express authorisation given to the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the key management personnel of the Company.

Resolution 5:

By:

- a) Mr Georg Chmiel; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 6:

By:

- a) Mr Lucas Elliott; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 7:

By:

- a) Mr Nicholas Geddes; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 8:

By:

- a) Mr Patrick Grove; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 9:

By:

- a) Mr Hugh Morrow; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 10:

By:

- a) Mr Roland Tripard; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 11:

By:

- a) Mr Samuel Weiss; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 12:

By:

- a) Mr Shaun Di Gregorio; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 13:

By:

- a) Mr Shen Loh Lim; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 14:

By:

- a) Mr Shaun Di Gregorio; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

However, the entity 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 the person chairing the meeting 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.

EXPLANATORY NOTES

These Explanatory Notes have been prepared for the shareholders of iProperty Group Limited to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held on Wednesday, 28 May 2014.

With the exception of Resolution 1, all of the resolutions to be voted on are ordinary resolutions. Resolution 1 is a non-binding resolution. An ordinary resolution requires a simple majority of votes cast by shareholders entitled to vote on the resolution in order for it to be carried.

If appropriate and if time permits, the Chairman will discuss significant issues raised by shareholders prior to the Meeting and will invite questions and comments from shareholders on these key issues and any other appropriate and relevant matters that shareholders would like to raise at the Meeting.

In addition, a reasonable opportunity will be given to members present at the Meeting to ask the Company's auditor, Ernst & Young, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor. If you would like to submit a written question to Ernst & Young before the Meeting on any of the foregoing matters, please send your question to the Company Secretary, Nick Geddes, at ngeddes@austcosec.com.au before 19 May 2014.

If you have a more general issue or question that you would like discussed at the Meeting, please write to the Company Secretary, Nick Geddes, at the above address.

How will the Chairman vote as proxy if the Shareholder has not directed the Chairman to vote?

The Chairman intends to vote in favour of all Resolutions. If a Shareholder appoints the Chairman of the Annual General Meeting as proxy and does not direct the Chairman how to vote on a Resolution then, if that Shareholder is entitled to vote on that Resolution, the Chairman will vote in favour of that Resolution.

Resolution 1 - Adoption of the Remuneration Report

Consistent with section 250R of the Corporations Act, the Company submits to shareholders for consideration and adoption, by way of a non-binding resolution, its Remuneration Report for the year ended 31 December 2013.

The Remuneration Report is a distinct section of the annual Directors' Report which deals with the remuneration of Directors and Executives (which includes senior management) of the Company. The Remuneration Report can be located in the Company's Annual Report.

The Remuneration Report discusses the Company's policy on remuneration of Directors and Key Management Personnel and the link between remuneration and the Company's performance. Remuneration for Directors and Key Management Personnel has been established with reference to independent external benchmark references and within the context of a highly competitive employment market for skilled IT and marketing personnel in South-East Asia.

The resolution is advisory only and does not bind the Company or its Directors. The Board will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting when reviewing the Company's remuneration policies. If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director / CEO) must stand for re-election. The Company encourages all shareholders to cast their votes on Resolution 1 (Adoption of Remuneration Report).

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the meeting is appointed as your proxy and you have not directed the Chairman how to vote on Resolution 1 by signing and returning the Proxy Form, the Shareholder is considered to have provided an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

Resolution 2 - Re-election of Mr Patrick Grove as a Director

Pursuant to clause 13.11 of the Constitution Mr Patrick Grove will retire by rotation and seeks re-election.

Board member since June 2007 and Chairman since September 2012. Mr Grove was previously the Executive Chairman until February 2010. Mr Grove is a co-founder of iProperty Group Limited. Mr Grove's experience and expertise include mergers and acquisitions and extraction of investment value in high growth, traditional media, new media and technology environments.

Mr Grove has built a number of significant media and internet businesses across Asia and has taken four businesses from start up to IPO. He has been independently recognised with numerous international awards, including Business Week's Best Young Asian Entrepreneurs (2008). Until January 2014, Mr Grove was the CEO of Malaysian listed Catcha Media Berhad he remains a Director of that company, and remains Group CEO, Chairman and major shareholder of Catcha Group, one of South East Asia's most dynamic new media groups. Catcha Group is a major shareholder of iProperty Group Limited. In addition, Mr Grove is Chairman of both iCar Asia Limited and iBuy Group Limited (both entities are listed on the Australian Securities Exchange).

Mr Grove has a Bachelor of Commerce degree with a major in Accounting and Finance from the University of Sydney.

The Board supports the re-election of Mr Grove.

Resolution 3 – Election of Mr John Armstrong as a Director

Pursuant to clause 13.7 of the Constitution Mr John Armstrong will retire and seeks election.

Mr Armstrong was appointed to the Board as a Director on 17 March 2014.

In his role as Chief Financial Officer of Seek Ltd, Mr Armstrong has overall responsibility for finance, legal and investor relations functions across the group. He has over 20 years experience in various financial and commercial management roles and has significant oversight and involvement in Seek's Asian operations and investments, including Directorships of SEEK's business in China, Zhaopin, and SEEK Asia that operates across South East Asia.

Mr Armstrong is also the Chairman of the Audit and Risk Committee.

The Board supports the election of Mr Armstrong.

Resolution 4 – Election of Mr Nicholas Geddes as a Director

Pursuant to clause 13.7 of the Constitution Mr Nicholas Geddes will retire and seeks election.

Mr Geddes was appointed to the Board as a Director on 10 September 2013 and has been Company Secretary since 15 June 2010.

Mr Geddes is the principal of Australian Company Secretaries, a company secretarial practice that he formed in 1993. He is a past President of Chartered Secretaries Australia and a former Chairman of the NSW Council of that Institute. His previous experience, as a Chartered Accountant and Company Secretary, includes investment banking and development and venture capital in Europe, Africa, the Middle East and Asia. Mr Geddes is a Director of iBuy Group Limited and served as a Director of iCar Asia Limited during the period from its IPO in 2012 until 5 June 2013 (both entities are listed on the Australian Securities Exchange). In addition, he acts as Company Secretary for a number of ASX listed entities.

Mr Geddes is also a member of the Audit and Risk Committee.

The Board supports the election of Mr Geddes.

Resolutions 5 - 11 - Approval to issue shares to Directors in accordance with Listing Rule 10.11

Messrs Chmiel, Elliott, Geddes, Grove, Morrow, Tripard and Weiss (together the Related Parties) all executed Letters of Appointment pursuant to which each of the Related Parties agreed, to provide services to the Company as Non-Executive Directors.

In consideration of the appointments, the Company agreed to pay each of the Related Parties (or an entity nominated by them), the following remuneration:

- (a) Mr Chmiel:
as a non-executive Director the annual rate of \$20,000 in cash and \$28,000 in shares.
- (b) Mr Elliott:
as a non-executive Director the annual rate of \$20,000 in cash and \$28,000 in shares.
- (c) Mr Geddes:
as a non-executive Director the annual rate of \$20,000 in cash and \$28,000 in shares.
- (d) Mr Grove:
as non-executive Chairman the annual rate of \$30,000 in cash and \$42,000 in shares.
- (e) Mr Morrow:
as a non-executive Director the annual rate of \$20,000 in cash and \$28,000 in shares.
- (f) Mr Tripard:
as a non-executive Director the annual rate of \$10,000 in cash and \$14,000 in shares.
- (g) Mr Weiss:
as a non-executive Director the annual rate of \$20,000 in cash and \$28,000 in shares.

As the related parties are Directors of the Company, ASX Listing Rule 10.11 requires that shareholder approval for the proposed issue of the shares be obtained and as the issue does not fall into one of the exceptions in ASX Listing Rule 7.2, approval under ASX Listing Rule 7.1 is also required.

Issue of shares to Mr Georg Chmiel

The Board, Mr Chmiel aside, is recommending that Members approve the grant of a total of 21,658 fully paid ordinary shares in the capital of the Company to Georg Chmiel.

Issue of shares to Mr Lucas Elliott

The Board, Mr Elliott aside, is recommending that Members approve the grant of a total of 21,658 fully paid ordinary shares in the capital of the Company to Lucas Elliott.

Issue of shares to Mr Nicholas Geddes

The Board, Mr Geddes aside, is recommending that Members approve the grant of a total of 6,705 fully paid ordinary shares in the capital of the Company to Nicholas Geddes.

Issue of shares to Mr Patrick Grove

The Board, Mr Grove aside, is recommending that Members approve the grant of a total of 32,488 fully paid ordinary shares in the capital of the Company to Patrick Grove.

Issue of shares to Mr Hugh Morrow

The Board, Mr Morrow aside, is recommending that Members approve the grant of a total of 15,013 fully paid ordinary shares in the capital of the Company to Hugh Morrow.

Issue of shares to Mr Roland Tripard

The Board, Mr Tripard aside, is recommending that Members approve the grant of a total of 10,829 fully paid ordinary shares in the capital of the Company to Roland Tripard.

Issue of shares to Mr Samuel Weiss

The Board, Mr Weiss aside, is recommending that Members approve the grant of a total of 15,013 fully paid ordinary shares in the capital of the Company to Samuel Weiss.

The proposed grants are in respect of fully paid ordinary shares at a valuation of \$1.2928 per share, being the Volume Weighted Average Price for the period 1 January 2013 to 31 December 2013, that are to be issued as part of Directors' remuneration which provides that 58.33% of their remuneration be paid in the form of shares in the Company, subject to shareholder approval and priced in line with agreements with directors.

If approved, the shares will comprise a component of the Directors' remuneration. Remunerating Directors in this manner reduces the cash cost to the Company and aligns the reward to Directors with those to shareholders. The fully paid ordinary shares will be issued *pari passu* to existing securities and not subject to any trading lock.

The shares will be issued within one month of the date of the Meeting.

Resolution 12 – Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4

ASX Listing Rule 7.1 imposes a cap on the number of securities that a company may issue within the 12 month period. ASX Listing Rule 7.4 provides that an issue of equity securities made without Shareholder approval under Listing Rule 7.1 is treated as having been made with Shareholder approval for the purposes of Listing Rule 7.1 if the holders of ordinary securities subsequently approve it, and the issue did not breach Listing Rule 7.1. The issues of the shares described below did not breach any Listing Rules and shareholder ratification to those issues is now sought.

In order to restore the Company's capacity to issue shares, it is proposed that the Members ratify the issue of ordinary shares as detailed below. Ratification provides the Company with flexibility in capital management and allows the Company to make further issues for working capital or other purposes as required.

On 30 July 2013, the Company issued 195,437 ordinary shares at \$0.15874 each in the capital of the Company to Shaun Di Gregorio, the Company's CEO, for his 2010 LTI. No funds were raised as a result of the issue.

Resolution 13 – Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4

Please refer to the general explanation of the reasons for putting this resolution under the notes to Resolution 12 above.

On 10 March 2014, the Company issued 16,579 ordinary shares at \$0.91170 each in the capital of the Company to Shen Loh Lim, General Manager, Business Operations of the Company, for his 2013 STI. No funds were raised as a result of the issue.

Resolution 14 – Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4

Please refer to the general explanation of the reasons for putting this resolution under the notes to Resolution 12 above.

On 27 March 2014, the Company issued 164,835 ordinary shares at \$0.4914 each in the capital of the Company to Shaun Di Gregorio, the Company's CEO, for his 2011 LTI. No funds were raised as a result of the issue.

NOTES

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on the member's behalf. If the member is entitled to cast two or more votes at the Meeting, the member may appoint not more than two proxies to attend and vote on the member's behalf.
2. If a member appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the member's votes. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
3. A proxy need not be a member of the Company.
4. To appoint a proxy (or two proxies), a proxy form must be signed by the member or the member's attorney duly authorised in writing. If the member is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or officer duly authorised.
5. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the Meeting. Proxy forms and authorities may be sent to the Company by post, personal delivery or fax:

Hand deliveries: Boardroom Limited
Level 7
207 Kent Street
Sydney NSW 2000

Postal address: Boardroom Limited
GPO Box 3993
Sydney NSW 2001

Fax number: (02) 9290 9655

provided that members who forward their proxy forms by fax are required to make available the original executed form of the proxy for production, if called upon at the meeting to do so.


6. A corporate shareholder entitled to attend and vote at the Meeting may appoint a body corporate representative to attend and vote for the shareholder. Also, as noted previously, a body corporate may be appointed as a proxy.

iProperty Group Limited will accept the original appointment, a certified copy of the appointment or a certificate from the company giving notice of the appointment as satisfactory evidence of the appointment.


You can lodge your body corporate representative appointment document before the AGM or present the document at the registration desk at the Meeting.


7. For the purposes of the Annual General Meeting, persons on the register of members as at 7.00pm AEST, Monday, 26 May 2014 will be treated as members. This means that if you are not the registered holder of a relevant share at that time, you will not be entitled to vote in respect of that share.


All Correspondence to:

 **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

 **By Fax:** +61 2 9290 9655

 **Online:** www.boardroomlimited.com.au

 **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 3.30pm (AEST) on Monday 26 May 2014.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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 your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.


Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**


STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **3.30pm (AEST) on Monday 26 May 2014.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

 **By Fax** + 61 2 9290 9655

 **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **iProperty Group Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **The Radisson Blu Hotel, 27 O'Connell Street, Sydney NSW 2000 on Wednesday 28 May 2014 at 3.30pm AEST** and at any adjournment of that meeting, to act 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.

Chairman authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 & 8, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of these resolutions even though resolutions 1 & 8 are connected with the remuneration of a member of key management personnel for iProperty Group Limited.

The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business including resolutions 1 & 8.

STEP 2 VOTING DIRECTIONS
* 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 vote will not be counted in calculating the required majority if a poll is called.

	FOR	AGAINST	ABSTAIN*		FOR	AGAINST	ABSTAIN*
Res 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 8 Approval to issue shares to Mr Patrick Grove in accordance with Listing Rule 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2 Re-election of Mr Patrick Grove as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 9 Approval to issue shares to Mr Hugh Morrow in accordance with Listing Rule 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 3 Election of Mr John Armstrong as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 10 Approval to issue shares to Mr Roland Tripard in accordance with Listing Rule 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 4 Election of Mr Nicholas Geddes as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 11 Approval to issue shares to Mr Samuel Weiss in accordance with Listing Rule 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 5 Approval to issue shares to Mr Georg Chmiel in accordance with Listing Rule 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 12 Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 6 Approval to issue shares to Mr Lucas Elliott in accordance with Listing Rule 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 13 Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 7 Approval to issue shares to Mr Nicholas Geddes in accordance with Listing Rule 10.11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 14 Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1 <div style="border: 1px solid black; height: 30px; margin: 5px 0;"></div> Sole Director and Sole Company Secretary	Securityholder 2 <div style="border: 1px solid black; height: 30px; margin: 5px 0;"></div> Director	Securityholder 3 <div style="border: 1px solid black; height: 30px; margin: 5px 0;"></div> Director / Company Secretary
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