

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of G8 Education Limited (**Company**) will be held on Friday, 20 April 2018 at 11.00am (Brisbane time) at The Sheraton Mirage, 71 Sea World Drive, Main Beach, Gold Coast, Queensland (**Meeting**).

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the Company's annual financial report, Directors' report and auditors' report for the financial year ended 31 December 2017.

Resolution 1: Remuneration Report

To consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution in accordance with section 250R(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**):

"That the Remuneration Report for the year ended 31 December 2017 be adopted."

Voting Exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting Exclusions' section of the Notes to this Notice of Meeting.

Resolution 2: Re-election of a Director – Susan Forrester

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

"That Ms Susan Forrester who, having been re-elected on 25 May 2016 as a Director in accordance with the Company's constitution, retires as a Director of the Company and being eligible offers herself for re-election as a Director of the Company, be elected as a Director of the Company."

Voting Exclusion

The candidate may validly cast a vote in respect of the resolution to elect them as a Director. In the interests of good corporate governance, Ms Susan Forrester and her associates will abstain from voting on the resolution relating to her re-election (except as a proxy for a person who is entitled to vote).

Resolution 3: Election of a Director – Julie Cogin

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

"That Professor Julie Cogin who, having been appointed by the Board as a Director on 1 September 2017, retires in accordance with the Company's constitution and ASX Listing Rules and being eligible offers herself for election as a Director of the Company, be elected as a Director of the Company."

Voting Exclusion

The candidate may validly cast a vote in respect of the resolution to elect them as a Director. In the interests of good corporate governance, Professor Julie Cogin and her associates will abstain from voting on the resolution relating to her re-election (except as a proxy for a person who is entitled to vote).

Resolution 4: Election of a Director – Margaret Zabel

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

“That Ms Margaret Zabel who, having been appointed by the Board as a Director on 1 September 2017, retires in accordance with the Company’s constitution and ASX Listing Rules and being eligible offers herself for election as a Director of the Company, be elected as a Director of the Company.”

Voting Exclusion

The candidate may validly cast a vote in respect of the resolution to elect them as a Director. In the interests of good corporate governance, Ms Margaret Zabel and her associates will abstain from voting on the resolution relating to her re-election (except as a proxy for a person who is entitled to vote).

Resolution 5: Ratification of Shares Issued

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

"That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 31,250,000 Shares by way of placement as described in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting Exclusions' section of the Notes to this Notice of Meeting.

By order of the Board of Directors

Mark Graham Johnson, Chair March 2018

Notes to Notice of Meeting

ENTITLEMENT TO VOTE

The Company may specify a time, not more than 48 hours before a general meeting, at which a 'snap-shot' of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting.

The Board has determined that the registered holders of fully paid Shares on **18 April 2018 at 7pm (Brisbane time)** will be taken to be Shareholders for the purposes of the Meeting and accordingly, will be entitled to attend and vote at the Meeting.

HOW TO VOTE

A Shareholder who is entitled to attend and vote at the Meeting may do so:

- in person;
- by proxy;
- by corporate representative (if the Shareholder is a corporation); or
- by attorney.

VOTING IN PERSON

A Shareholder who is entitled to attend and vote at the Meeting may vote in person by attending the Meeting on Friday, 20 April 2018 at 11.00am (Brisbane time) at The Sheraton Mirage, 71 Sea World Drive, Main Beach, Gold Coast, Queensland.

VOTING BY PROXY

In accordance with Section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder who is entitled to attend and cast a vote at the meeting has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- 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 no proportion or number is specified, then in accordance with Section 249X(3) of the Corporations Act, each proxy may exercise half of the votes. Fractions are disregarded.

If you wish to appoint a proxy and are entitled to do so, please complete and return the attached Proxy Form.

Properly completed and executed Proxy Forms must be received by the Company's registry at the address specified below at least 48 hours before the time notified for the Meeting.

Proxy forms can be lodged by mail, online, by hand or by facsimile:

Postal Address

Advanced Share Registry Services
PO Box 1156
NEDLANDS WA 6909

Courier Address

Advanced Share Registry Services
110 Stirling Highway
NEDLANDS WA 6009

Facsimile (08) 9262 3723

Online <https://www.advancedshare.com.au/investor-login>

UNDIRECTED PROXIES

The Chair of the Meeting intends to vote undirected proxy votes in favour of all resolutions (subject to the voting exclusions below).

VOTING BY CORPORATE REPRESENTATIVE

A Shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act. Evidence of the representative's appointment must be received by the Company's registry at the address specified above at least 48 hours before the time notified for the Meeting. The representative also should bring to the Meeting evidence of his or her appointment.

VOTING BY ATTORNEY

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. An attorney need not themselves be a Shareholder.

The power of attorney appointing the attorney must be signed and specify the name of each of the Shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must also be returned in the same manner, and by the same time, as specified for Proxy Forms.

VOTING EXCLUSIONS

The Corporations Act and the Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by or on behalf of certain persons, on two of the resolutions to be considered at the Meeting. These voting exclusions are described below.

Resolution 1: Remuneration Report

Votes may not be cast, and the Company will disregard any votes cast, on Resolution 1:

- by or on behalf of any Key Management Personnel whose remuneration details are included in the Remuneration Report, or any of their Closely Related Parties, regardless of the capacity in which the votes are cast; or
- by any person who is a Key Management Personnel as at the time the resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy,

unless the votes are cast as a proxy for a person who is entitled to vote on Resolution 1:

- in accordance with a direction in the proxy appointment; or
- by the Chair of the Meeting in accordance with an express authorisation in the proxy appointment to cast the votes even if the resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

Resolution 5: Ratification of Shares Issued

Votes may not be cast, and the Company will disregard any votes cast, on Resolution 5 by or on behalf of any person who participated in the issue of the Shares the subject of the resolution or any of their associates, regardless of the capacity in which the votes are cast, unless the votes are cast as a proxy for a person who is entitled to vote on Resolution 5:

- in accordance with a direction in the proxy appointment; or
- by the Chair of the Meeting in accordance with a direction in the proxy appointment to vote as the proxy decides.

EXPLANATORY STATEMENT

G8 Education Limited ABN 95 123 828 553

1. Introduction

This Explanatory Statement has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting. It forms part of the Notice of Meeting and must be read together with that Notice of Meeting.

1.1 Purpose of the Meeting

The purpose of the Meeting is to consider and vote on the Resolutions.

1.2 Entire document

Shareholders are encouraged to read this document in its entirety before making a decision on how to vote on the Resolutions being considered at the Meeting. If you have any doubt how to deal with this document, please consult your legal, financial or other professional advisor.

1.3 Glossary

Certain terms and abbreviations used in the Explanatory Statement and the Notice of Meeting have defined meanings, which are set out in the Glossary of this Explanatory Statement.

1.4 Resolutions are not interdependent

The Resolutions are not interdependent. In the event that one or more of the Resolutions are not approved by Shareholders, the balance of the Resolutions will not be affected.

2. Ordinary Business

2.1 Financial Statements and Reports

- (a) The Corporations Act requires the Company's annual financial report, Directors' report and the auditor's report for the most recent financial year (namely the period ended 31 December 2017) to be tabled at the Meeting. In addition, the Company's constitution provides for such reports and statement to be received and considered at the Meeting.
- (b) Apart from the matters involving remuneration of Directors which are required to be voted upon, neither the Corporations Act nor the Company's constitution requires a vote of Shareholders at the Meeting on such reports. However, members are given the opportunity to raise questions with respect to these reports and statements at the Meeting.
- (c) The Company's financial report, Directors' report and auditor's report may be found in the Company's 2017 Annual Report, which has previously been sent to Shareholders and which is also available on the Company's website www.g8education.edu.au.
- (d) Shareholders may submit a written question to the Auditor no less than 5 days prior to the Meeting which relates to the content of the Auditor's report or the conduct of the audit in relation to the financial report to be considered at the meeting.
- (e) The Auditor will be attending the Meeting and will answer written questions received by the deadline specified above.

2.2 Resolution 1 - Remuneration Report

- (a) **Summary**
 - (i) Section 250R of the Corporations Act requires that the Remuneration Report be put to the Shareholders for adoption by way of a non-binding vote.
 - (ii) The vote of the Shareholders is advisory only and does not bind the Directors or the Company.
 - (iii) The Remuneration Report may be found in the Company's 2017 Annual Report which Shareholders received via mail or which Shareholders can access from the Company's website www.g8education.edu.au.
 - (iv) Following consideration of the Remuneration Report, Shareholders will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

2.3 Resolution 2 - Re-election of a Director – Susan Forrester

(a) Background

- (i) Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.
- (ii) Both Listing Rule 14.4 and Article 47(a) of the Company's constitution provide that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. A director may retire and offer themselves for re-election prior to the expiry of that period.
- (iii) Article 47(b) of the Company's constitution provides that if no director would otherwise be required to retire under Article 47(a) but the Listing Rules require an election of directors to be held at an annual general meeting, the director to retire at that meeting is to be the one that has been in office the longest since their last election or appointment to that office (not taking into account the managing director of the Company and any alternate director of the Company). If two or more directors have held office for the same period of time, the retiring director is to be determined by lot, unless those directors agree otherwise.
- (iv) Article 47(d) of the Company's constitution provides that a director appointed by the other directors in accordance with Article 46(b) of the Company's constitution is not to be taken into account in determining the number of directors who are to retire under Article 47(b) of the Company's constitution.
- (v) Mark G Johnson, Susan Forrester and David Foster were each last elected as a Director of the Company on 25 May 2016, and they have agreed amongst themselves that Susan Forrester will retire at the Meeting under Article 47(b) of the Company's constitution.
- (vi) Under Article 47(c) of the Company's constitution, a director who retires under Article 47(b) of the Company's constitution is eligible for re-election.
- (vii) In accordance with the Listing Rules and Article 47(b) of the Company's constitution, Ms Susan Forrester retires from office and offers herself for re-election.

(b) Summary of Experience

A summary of Ms Forrester's experience and qualifications appears below.

Susan is an accomplished company director, with significant experience as a non-executive director across a range of listed and unlisted company boards, spanning the professional services, healthcare, childcare and telecommunications sectors. In carrying out these roles, she has chaired, or been a member of various audit, risk management and remuneration committees.

At G8 Education, Susan has chaired the People and Culture Committee since its inception. During this time, she has worked closely with management to develop and implement G8's first Strategic Remuneration Framework to ensure that the HR strategy aligns with the Corporate Strategy.

Susan currently holds the position of chair of National Veterinary Care Ltd (ASX:NVL) and is a non-executive director for Xenith IP Limited (ASX: XIP) and Over the Wire Ltd (ASX: OTW). She also serves as a director of South Bank Corporation and provides governance and strategic advice to several private advisory boards. She has previously held directorships for UnitingCare Qld, Propell National Valuers, Children's Health Foundation of Queensland, Gold Coast Parklands, Ergon Energy Corporation, Brisbane Festival Limited and Queensland Professional Credit Union Limited.

In her earlier career, Susan garnered a wide range of management experience, having held various roles for Allens Linklaters, Queensland Treasury Corporation, Arkhefield Architects, The CEO Institute and Chandler McLeod.

Susan holds a Bachelor of Laws (Honours) and a Bachelor of Arts (Japanese), both from the University of Queensland as well as completing an Executive Masters of Business Administration (EMBA) from the Melbourne Business School. She is a Fellow of the Australian Institute of Company Directors (FAICD).

(c) Directors' Recommendation

The Directors (with Ms Forrester abstaining) unanimously recommend that Shareholders vote in favour of Ms Forrester's re-election as a Director.

2.4 Resolution 3 - Election of a Director – Julie Cugin

(a) Background

- (i) On 1 September 2017, Professor Cugin was appointed by the other Directors as an addition to the Board in accordance with Article 46(b) of the Company's constitution. The Listing Rules and the Company's constitution require that a Director appointed by the other Directors retire from office at the following annual general meeting of the Company.

- (ii) In accordance with the Listing Rules and Article 47(d) of the Company's constitution, Professor Cugin retires from office and offers herself for election.

(b) **Summary of Experience**

A summary of Professor Cugin's experience and qualifications appears below.

Julie Cugin was appointed as Non-Executive Director on 1 September 2017. Julie is the Dean & Head of UQ Business School, University of Queensland. Prior to this position, Julie held numerous senior leadership roles at the University of New South Wales. Julie is a recognised thought leader in high performing workplaces, leadership and corporate culture, having authored several books and published in the world's top academic journals.

As an educator she has received national and international teaching awards and spoken extensively about disruption in education. Julie has over 25 years' experience leading education and consulting engagements for many leading companies throughout Australia, Asia and in the USA. In 2016 Julie was named as one of Australia's 100 women of influence for her work to address the gender leadership imbalance. Julie has a PhD in Organisational Psychology, Master of Education, Bachelor of Business and is a graduate of the Australian Institute of Company Directors.

(c) **Directors' Recommendation**

The Directors (with Professor Cugin abstaining) unanimously recommend that Shareholders vote in favour of Professor Cugin's election as a Director.

2.5 Resolution 4 - Election of a Director – Margaret Zabel

(a) **Background**

- (i) On 1 September 2017, Ms Zabel was appointed by the other Directors as an addition to the Board in accordance with Article 46(b) of the Company's constitution. The Listing Rules and the Company's constitution require that a Director appointed by the other Directors retire from office at the following annual general meeting of the Company.
- (ii) In accordance with the Listing Rules and Article 47(d) of the Company's constitution, Ms Zabel retires from office and offers herself for election.

(b) **Summary of Experience**

A summary of Ms Zabel's experience and qualifications appears below.

Margaret Zabel is a specialist in customer centred business transformation, brand strategy, sales and marketing, digital communications and change leadership. She has 20 years' senior executive experience working for multi-nationals, ASX-100 companies and not-for-profit organisations in FMCG, food, technology and communications industries.

Her previous executive roles include National Marketing Director of Lion Nathan Australia, VP Marketing for McDonald's Australia and CEO of The Communications Council. Margaret has also served as a non-executive director for mental health charity R U OK? for five years.

Margaret holds an MBA from INSEAD (France) and a Bachelor of Mathematics from the University of Waterloo (Canada) and is a graduate of the Australian Institute of Company Directors.

(c) **Directors' Recommendation**

The Directors (with Ms Zabel abstaining) unanimously recommend that Shareholders vote in favour of Ms Zabel's election as a Director.

2.6 Resolution 5 – Ratification of Share Issued

(a) **Summary**

On 29 May 2017, the Company announced that it had issued 31,250,000 Shares by way of placement to institutions (the **Placement Shares**). The institutional placement represented approximately 7.7% of the Company's existing share capital prior to the institutional placement.

(b) **Shareholder ratification**

- (i) Listing Rule 7.1 provides that a listed entity must not, subject to specified exceptions, issue or agree to issue equity securities during any 12 month period if the number of those securities exceeds 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.
- (ii) An issue of equity securities which is made with the approval of shareholders is not counted towards the 15% limit in Listing Rule 7.1.
- (iii) Listing Rule 7.4 provides that an issue of securities made by a listed company without the prior approval of its shareholders may be treated as having been made with shareholder approval for the purpose of Listing Rule 7.1 if:

- (A) at the time the issue took place, it did not breach Listing Rule 7.1; and
- (B) shareholders subsequently ratify the issue.
- (iv) Resolution 5 is proposed for the purpose of ratifying the issue of the Placement Shares so that they are not counted towards the Company's 15% limit under Listing Rule 7.1.
- (v) Listing Rule 7.5 requires the following information concerning the issue of the Placement Shares to be included in the Notice of Meeting:

Number of Shares issued:	31,250,000 Shares
Price at which the Shares were issued:	\$3.20 per Share
Terms of the Shares:	The Shares rank equally in all respects with the existing Shares on issue
Allottees:	Existing and new institutional investors
Intended use of the funds raised:	To repay existing debt facilities and to fund the committed acquisitions of child care centres
Voting exclusion statement:	A voting exclusion statement relating to Resolution 5 is included in the Notice of Meeting

(c) **Directors' Recommendation**

While there is no current intention to raise additional capital, the Directors consider it sound practice to optimise the Company's fund-raising flexibility by seeking shareholder ratification of the issue of the Placement Shares under Listing Rule 7.4 so that the Placement is not counted towards the Company's 15% limit under Listing Rule 7.1.

GLOSSARY

Term	Definition
ASX	ASX Limited.
Board	The Company's Board of Directors.
Closely Related Parties	In relation to a member of the Key Management Personnel, means: <ul style="list-style-type: none"> (a) a spouse or child of the member; (b) a child of the member's spouse; (c) a dependent of the member or member's spouse; (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the Company; (e) a company which the member controls; or (f) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth).
Company	G8 Education Limited.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Explanatory Statement	The explanatory statement accompanying and forming part of the Notice of Meeting.
Key Management Personnel	Has the same meaning as in the accounting standard AASB 124 and, generally speaking, includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company and all Company executives reporting to the Company's Managing Director and Chief Executive Officer.
Listing Rules	The listing rules of ASX.
Meeting	The annual general meeting of the Company to be held at the time and place specified in the Notice of Meeting.
Notice of Meeting	The Company's notice of annual general meeting and accompanying Explanatory Statement.
Placement Shares	The Shares described in section 2.6 of the Explanatory Statement.
Proxy Form	The proxy form that accompanies the Notice of Meeting.
Remuneration Report	The remuneration report for the Company contained in the Company's 2017 Annual Report.
Resolutions	The resolutions to be put to Shareholders at the Meeting, as set out in the Notice of Meeting.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	A holder of a Share.



G8 Education^{ltd}

LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.



2018 ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of G8 Education Limited and entitled to attend and vote hereby:

APPOINT A PROXY

The Chairman of
the meeting

OR



PLEASE NOTE: If you leave the section blank, the Chairman of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting 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 law, as the proxy sees fit), at the Annual General Meeting of the Company to be held at **The Sheraton Mirage, 71 Sea World Drive, Main Beach, Gold Coast, Queensland on 20 April 2018 at 11.00am (Brisbane 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 this Item is connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chairman. I/we acknowledge that the Chairman of the Meeting intends to vote all undirected proxies available to them in favour of each Item of Business.

VOTING DIRECTIONS

Agenda Items

		For	Against	Abstain*			For	Against	Abstain*
1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4	Election of Director – Margaret Zabel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Director – Susan Forrester	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5	Ratification of Shares Issued	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of Director – Julie Cugin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					



* 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, all the shareholders should 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).

Email Address

☐

Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

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

CHANGE OF ADDRESS

This form shows your address as it appears on 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.

APPOINTMENT OF A PROXY

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

DEFAULT TO THE CHAIRMAN OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chairman of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on 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 a given item, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on an item, your vote on that item will be invalid.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chairman) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Item 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Item 1.

PLEASE NOTE: If you appoint the Chairman as your proxy (or if they are appointed by default) but do not direct them how to vote on an item (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that item), the Chairman may vote as they see fit on that item.

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 Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each 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
- Return both forms together.

CORPORATE REPRESENTATIVES

If a representative of a nominated 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 Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 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.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11.00am (Brisbane Time) on 18 April 2018, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
PO Box 1156, Nedlands WA 6909; or
110 Stirling Hwy, Nedlands WA 6009



BY FAX

+61 8 9262 3723



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033