

NOTICE OF ANNUAL GENERAL MEETING 2014

Helloworld Limited

(formerly Jetset Travelworld Limited)



ABN 60 091 214 998 ASX CODE: HLO



2014 AGM

**Notice is hereby given that
the 2014 Annual General Meeting
of Helloworld Limited
(‘HLO’ or the ‘Company’)
will be held:**

Date:

Friday, 21 November 2014

Time:

9.30am (Sydney time)

Venue:

Helloworld Limited
Level 3, 77 Berry Street
North Sydney NSW 2060

This Notice of Meeting should be read in conjunction with the Explanatory Notes accompanying this Notice of Meeting on pages 9 to 14. Terms used in this Notice of Meeting have the meaning given to them in the Glossary on page 15.

Business of the Meeting

Annual Report

Receipt and consideration of the Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report, together with the Directors' Report and the Auditor's Report, for the financial year ended 30 June 2014.

Note: A copy of the Company's 2014 Annual Report (including the Financial Report, Directors' Report and Auditor's Report) is accessible on the Company's website at the following address: www.helloworldlimited.com.au/InvestorCentre/Annualreports.aspx.

Resolutions

1. Adoption of Remuneration Report

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

"That the Remuneration Report (which forms part of the Directors' Report) for the financial year ended 30 June 2014 be adopted."

2. Re-election of Directors

2.1 Re-election of Stephen John Bennett

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

"That Stephen John Bennett, who retires in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

2.2 Re-election of James Morrison Millar AM

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

"That James Morrison Millar, who retires in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

3. Grant of Performance Rights to the Chief Executive Officer, Elizabeth Anne Gaines, for the year ending 30 June 2015

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given to the acquisition by Elizabeth Anne Gaines, Chief Executive Officer and Managing Director of the Company, of:

(a) 1,111,111 Performance Rights under the Company's Performance Rights Plan ('Plan') as her long term incentive for the financial year ending 30 June 2015; and

(b) Shares on the vesting of some or all of those Performance Rights,

on the basis described in the Explanatory Notes to the Notice convening the Meeting."

Voting Exclusions Resolutions 1 and 3

Resolution 1 (Adoption of Remuneration Report)

In accordance with the *Corporations Act*, the Company will disregard:

- (a) any votes cast (in any capacity) on Resolution 1 by or on behalf of:
 - (i) any member of the Key Management Personnel ('KMP') details of whose remuneration are included in the Remuneration Report for the financial year ended 30 June 2014; or
 - (ii) a Closely Related Party of any such member of the KMP; and
- (b) any votes cast as a proxy on Resolution 1 by any other person who is a member of the KMP at the date of the Meeting, or by a Closely Related Party of any such person.

For the definition of KMP and Closely Related Party, please refer to the Glossary on page 15. Members of the KMP include Directors (both Executive and Non-Executive) and certain senior executives.

However the Company will not disregard a vote cast on Resolution 1 if it:

- (a) is cast by any person referred to above as proxy for a person entitled to vote on the Resolution, in accordance with a direction in the proxy appointment specifying how the proxy is to vote on the Resolution; or
- (b) is cast by the Chairman of the Meeting as proxy for a person entitled to vote on the Resolution where the proxy appointment authorizes the Chairman to vote as he decides on the Resolution (even though the Resolution is connected with the remuneration of members of the KMP, including the Chairman).

Please read the information under the heading 'Chairman as proxy' on page 7, which deals with the Chairman's voting of undirected proxies on Resolution 1.

If you are a member of the KMP or a Closely Related Party of any such member, you may be held liable for breach of the voting restrictions in the *Corporations Act* if you cast a vote that the Company will disregard.

Resolution 3 (Grant of Performance Rights to the Chief Executive Officer)

In accordance with the *Corporations Act*, the Company will disregard any votes cast as a proxy on Resolution 3 by:

- (a) any member of the KMP; or
- (b) a Closely Related Party of any member of the KMP.

For the definitions of KMP and Closely Related Party, please refer to the Glossary on page 15.

In accordance with the ASX Listing Rules, the Company will disregard any vote cast on Resolution 3 by Elizabeth Anne Gaines or any of her associates. The term associate has the meaning given to it for the purposes of the ASX Listing Rules.

However, the Company will not disregard a vote on Resolution 3 if it:

- (a) is cast by any person referred to above as proxy for a person entitled to vote on the Resolution, in accordance with a direction in the proxy appointment specifying how the proxy is to vote on the Resolution; or
- (b) is cast by the Chairman of the Meeting as proxy for a person entitled to vote on the Resolution where the proxy appointment authorizes the Chairman to vote as he decides on the Resolution (even though the Resolution is connected with the remuneration of a member of the KMP).

Please read the information under the heading 'Chairman as proxy' on page 7, which deals with the Chairman's voting of undirected proxies on Resolutions 3.

If you are a member of the KMP or a Closely Related Party of any such person, you may be held liable for breach of the voting restrictions in the *Corporations Act* if you cast a vote that the Company will disregard.

Background information

To assist you in deciding how to vote on the above Resolutions, background information on the Resolutions is set out in the Explanatory Notes forming part of this Notice of Meeting.

Attendance and voting

Entitlement

You will be entitled to attend and vote at the Annual General Meeting if you are registered as a shareholder of the Company as at 7.00 pm (Sydney time) on Wednesday, 19 November 2014. This is because, in accordance with the Corporations Regulations, the Board of Directors has determined that the Shares on issue at that time will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

How to vote

Voting in person

Shareholders who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting if possible, so that their holding may be checked against the Company's register of members and attendances recorded. If you are attending the meeting, please bring the enclosed personalised proxy form with you to assist with registration.

Corporate representatives

A body corporate, which is a shareholder or which has been appointed as a proxy, may appoint an individual to act as its corporate representative at the meeting in accordance with section 250D of the *Corporations Act*. The appropriate appointment document must be produced prior to admission. A form of appointment may be obtained by telephoning the Company's share registry (1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia)) or at www.computershare.com by downloading the form 'Appointment of Corporate Representative'.

Voting by proxy

A shareholder who is entitled to attend and cast a vote at the meeting may appoint a proxy. A proxy need not be a shareholder, and may be an individual or body corporate. If a body corporate is appointed as a proxy it must appoint a corporate representative in accordance with section 250D of the *Corporations Act* to exercise its powers as proxy at the meeting (see above).

A shareholder who is entitled to cast two or more votes may appoint two proxies to attend the meeting and vote on their behalf and may specify the proportion or number of votes each proxy is appointed to exercise. If a shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions). If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company's share registry (1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia)) or at www.computershare.com or you may copy the enclosed proxy form.

To be effective for the scheduled meeting, a proxy appointment (and any power of attorney or other authority under which it is signed or otherwise authenticated, or a certified copy of that authority) must be received at an address or fax number set out below no later than 9.30am (Sydney time) on Wednesday, 19 November 2014 (being 48 hours before the commencement of the meeting). Any proxy appointment received after that time will not be valid for the scheduled meeting.

Return of proxy

In person

Registered Office

Level 3, 77 Berry Street,
North Sydney, NSW 2060

By mail

Share Registry

Computershare Investor Services Pty Limited
GPO Box 242,
Victoria 3001 Australia

Registered Office

see address above

By fax

Share Registry

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

Registered Office

+61 2 8920 0110

Electronically

Shareholders may submit their proxy appointment electronically to the Company's Share Registry by visiting the following internet address: <http://www.investorvote.com.au>. For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your proxy appointment.

For more information concerning the appointment of proxies and the ways in which proxy appointments may be submitted, please refer to the enclosed proxy form.

Voting by attorney

A shareholder may appoint an attorney to attend and vote on their behalf. For an appointment to be effective for the meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company, at its registered office or one of the addresses listed above for the receipt of proxy appointments, at least 48 hours prior to the commencement of the meeting.

Chairman as proxy

If you appoint a proxy, the Company encourages you to consider directing your proxy how to vote by marking the appropriate box on the proxy form for each of the proposed Resolutions.

If you appoint the Chairman of the Meeting as your proxy (or the Chairman of the Meeting becomes your proxy by default) and you do not direct your proxy how to vote on a Resolution, you will be authorising the Chairman to vote as he decides on the relevant Resolution (even though Resolutions 1 and 3 are connected with the remuneration of members of the KMP). On a poll, the Chairman of the Meeting intends to vote, as your proxy, in favour of each of the proposed Resolutions (where permissible).

If you do not want the Chairman of the Meeting to vote, as your proxy, in favour of any Resolution, you need to direct your proxy to vote against, or to abstain from voting on, the relevant Resolution by marking the appropriate box on the proxy form.

Other members of KMP as proxy

If you appoint a Director (other than the Chairman of the Meeting) or another member of the KMP (or a Closely Related Party or any member of the KMP) as your proxy, you should direct them how to vote on Resolutions 1 and 3 by marking the appropriate box on the proxy form. If you do not do so, they will not be able to vote as your proxy on those Resolutions.

Questions from shareholders

The Chairman of the Meeting will allow a reasonable opportunity for shareholders at the meeting to ask questions about and make comments on the management of the Company and on the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report ('Reports'), as well as each of the Resolutions to be considered at the meeting.

Ms Kristin Stubbins (or another representative) of the Company's auditor, PwC, will attend the meeting. During the meeting's consideration of the Reports, the Chairman of the Meeting will allow a reasonable opportunity for shareholders at the meeting to ask the auditor's representative questions relevant to the:

- conduct of the audit;
- preparation and content of the Auditor's Report for the financial year ended 30 June 2014;
- accounting policies adopted by the Company in relation to the preparation of the financial statements contained in the Financial Report for that year; and
- independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to the Company's auditor if the question is relevant to the content of the Auditor's Report or the conduct of the audit.

If you wish to submit a question in advance of the meeting, you may do so by sending your question to one of the addresses or facsimile numbers below by no later than Friday, 14 November 2014.

In person

Registered Office

Level 3, 77 Berry Street,
North Sydney, NSW 2060

By mail

Share Registry

Computershare Investor Services Pty Limited
GPO Box 242,
Victoria 3001 Australia

By e-mail

nick.parkin@helloworld.com.au

By fax

Share Registry

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

The Company and the auditor will attempt to respond to as many of the more frequently asked questions as possible. Due to the large number of questions that may be received, the Company and the auditor will not be replying on an individual basis.

By Order of the Board



Stephanie Belton
Group Company Secretary
Helloworld Limited
10 October 2014

Explanatory notes

Receipt and consideration of the Financial Report, Directors' Report and Auditor's Report

The *Corporations Act* requires the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2014 to be laid before the Annual General Meeting.

The 2014 Annual Report of the Company, including the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report for the year ended 30 June 2014, may be accessed by visiting the Company's investor relations website at www.helloworldlimited.com.au/InvestorCentre/Annualreports.aspx. A printed copy of the 2014 Annual Report has been sent to those shareholders who have elected to receive one.

During this item of business, shareholders will be provided with a reasonable opportunity to ask questions, and to make comments, in relation to these Reports and the management of the Company. No formal resolution to adopt the Reports will be put to shareholders at the meeting (save for Resolution 1 for adoption of the Remuneration Report).

Shareholders will also be given a reasonable opportunity during this item of business to ask a representative of the Company's auditor, PwC, questions relevant to the matters outlined under the heading 'Questions from shareholders' on page 8.

Resolution 1 Adoption of the Remuneration Report

The *Corporations Act* requires that a resolution for adoption of the Remuneration Report be put to the vote at the Company's Annual General Meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company.

However, the *Corporations Act* provides for a 'two strikes rule' in relation to voting on the Remuneration Report. This rule would apply if, at two consecutive Annual General Meetings, the resolution for adoption of the Remuneration Report were to receive a 'no' vote of 25% or more of the votes cast on the resolution.

In that case, a further resolution (a 'spill resolution') would be required to be put to shareholders at the second of those Annual General Meetings. If passed, the spill resolution would require an extraordinary general meeting of the Company (a 'spill meeting') to be held within 90 days of the second Annual General Meeting, for the purpose of considering the election of Directors. At the spill meeting, the directors (other than the Managing Director) who were in office at the date of approval by the Board of the most recent Directors' Report would cease to hold office, unless re-elected at the meeting. For any spill resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it.

In addition, if comments are made on the Remuneration Report at the Annual General Meeting and 25% or more of the votes cast on Resolution 1 are against the adoption of the Remuneration Report, the Company's Remuneration Report for the current financial year will be required to include an explanation of the Board's proposed action in response to those comments or, if no action is proposed, the Board's reasons for this.

At the Company's 2013 Annual General Meeting, 98.26% of the votes cast on the resolution for adoption of the Remuneration Report were in favour of the resolution and no comments were made on the Remuneration Report at that meeting.

The Remuneration Report is on pages 25 to 43 of the 2014 Annual Report, which may be accessed by visiting the Company's investor relations website at: www.helloworldlimited.com.au/InvestorCentre/Annualreports.aspx

During this item, shareholders will be provided with a reasonable opportunity to ask questions about and make comments on the Remuneration Report.

Please read the information under the heading 'Chairman as proxy' on page 7, which deals with the Chairman's voting of undirected proxies on the resolution for adoption of the Remuneration Report (Resolution 1).

Voting exclusions apply to Resolution 1. These are outlined under the heading 'Voting Exclusions – Resolutions 1 and 3' on page 4.

The Remuneration Report forms part of the Directors' Report which was made in accordance with a unanimous resolution of the Directors. Each of the Directors recommends the Remuneration Report to shareholders for adoption.

Resolution 2 Re-election of Directors

Background

Stephen John Bennett and James Morrison Millar are Directors who will retire by rotation at the Annual General Meeting. In accordance with rule 3.6 of the Constitution, at each annual general meeting of the Company, one third of the Directors for the time being (excluding Directors retiring under rule 3.3 and the Managing Director), or if that is not a whole number, the nearest whole number that is not more than one third, must retire from office and each retiring Director is eligible for re-election. However, no Director (other than the Managing Director) may retain office past the third Annual General Meeting after their last re-election, without submitting himself or herself for re-election (even if the submission results in more than one third of the Directors retiring from office).

Stephen John Bennett and James Morrison Millar each intend to offer themselves for re-election at the 2014 Annual General Meeting.

Profiles of each of the candidates for re-election as a Director are set out below.

Resolution 2.1 Re-election of Stephen John Bennett

Mr Bennett was appointed to the Board on 28 April 2011.

Mr Bennett has more than 31 years' corporate and investment banking experience having held senior management positions with Commonwealth Bank and Bankers Trust and UBS, in Australia and Hong Kong.

Mr Bennett has acted for public and private companies in mergers and acquisitions, acquisition financing and corporate restructuring across all industry sectors and currently holds the position of Group Treasurer for Consolidated Press Holdings Limited.

Mr Bennett holds an Accounting Diploma and a Graduate Diploma in Management from Macquarie University.

Mr Bennett is a member of the Company's Remuneration and Nominations Committee.

The Board of Directors (excluding Mr Bennett) recommends that shareholders vote in favour of Mr Bennett's re-election as a Director. Mr Bennett makes no recommendation because of his personal interest in the resolution.

Resolution 2.2 Re-election of James Morrison Millar AM

Mr Millar was appointed to the Board on 30 September 2010.

Mr Millar is an experienced corporate executive, advisor and director of a number of Australian companies and organisations. He has more than 35 years' experience as both a corporate insolvency executive, with expertise across a number of industries, and as former Chief Executive Officer of Ernst & Young, one of Australia's leading professional service firms.

Mr Millar has a Bachelor of Commerce degree from the University of New South Wales, is a Fellow of the Australian Institute of Chartered Accountants and a Fellow of the Australian Institute of Company Directors.

Mr Millar is currently a director of Mirvac Limited and Fairfax Media Limited.

Mr Millar is an independent Director and chairs the Company's Audit Committee.

The Board of Directors (excluding Mr Millar) recommends that shareholders vote in favour of Mr Millar's re-election as a Director. Mr Millar makes no recommendation because of his personal interest in the resolution.

Resolution 3 Grant of Performance Rights to Chief Executive Officer, Elizabeth Anne Gaines

Background

The performance of the Group depends upon the quality of its executives. To prosper, the Group must attract, motivate and retain highly skilled executives.

The Group embodies the following principles in its remuneration framework:

- provide competitive rewards to attract high calibre executives;
- have a certain portion of executive remuneration 'at risk', dependent upon meeting pre-determined performance benchmarks;
- link executive rewards to shareholder value; and
- establish appropriate, demanding performance hurdles in relation to variable executive remuneration.

To enhance its remuneration framework, the Board has adopted the Helloworld Performance Rights Plan ('Plan'). The Plan was approved by shareholders at the 2011 Annual General Meeting and a summary of the terms and conditions is set out in the 2011 Notice of Annual General Meeting (a copy of which is available on the Company's investor relations website at www.helloworldlimited.com.au).

A copy of the Plan Rules is also available for inspection by shareholders at the Company's registered office during business hours, or may be obtained free of charge by contacting the Company Secretary on 02 8229 4040.

Proposed Resolution 3 seeks to obtain shareholder approval, for the purposes of ASX Listing Rule 10.14 for the grant of Performance Rights under the Plan (and the delivery of Shares on vesting of those Performance Rights) to Elizabeth Anne Gaines, Chief Executive Officer and an Executive Director as the long term incentive component of her remuneration for the financial

year ending 30 June 2015 ('FY2015'). On grant, each Performance Right gives the holder a right to acquire one Share, provided that any applicable performance or other vesting conditions are satisfied (or waived).

In its review of the Company's remuneration framework each year, it is the Board's intention to continue to utilise the Plan to promote the retention of senior executives (including Ms Gaines) and recognise their ongoing ability and expected efforts and contribution in the long term to the performance and success of the Company. The Board anticipates additional awards under the Plan on similar criteria in future years.

ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires shareholder approval before a Director may acquire securities in the Company under an employee incentive scheme (such as the Plan).

Shareholder approval is sought for the grant of Performance Rights to Ms Gaines in accordance with the Plan and on the basis described below.

Maximum awards

The number of Performance Rights proposed to be granted to Ms Gaines is set out below.

Award	% of fixed annual remuneration	\$	No. of performance rights
FY2015	40	300,000	1,111,111

The number of Performance Rights to be granted to Ms Gaines for FY2015 was determined by dividing the relevant dollar amount specified above by \$0.27, being the average of the daily closing prices of Shares on ASX over the five trading day period immediately prior to 1 July 2014.

The dollar amount noted above for the award was calculated by multiplying the percentage by Ms Gaines' fixed annual remuneration.

In considering the proposed award to Ms Gaines, the Plan Committee (being the Remuneration and Nominations Committee) formed the view that the award was reasonable and appropriate in the circumstances of the Company, having regard to market practice for positions comparable to those occupied by Ms Gaines and her overall remuneration package.

Vesting and performance periods

The proposed award of Performance Rights to Ms Gaines for FY2015 will comprise three tranches, each with a separate Performance Period:

FY2015

Tranche	Proportion of award	Performance period length	Performance period dates for Performance Rights to be granted for FY 2015
1	33%	1 year	1 July 2014 – 30 June 2015
2	33%	2 years	1 July 2014 – 30 June 2016
3	34%	3 years	1 July 2014 – 30 June 2017

Performance and vesting criteria

E Gaines long term incentives

The Performance Rights proposed to be granted to Ms Gaines as her long term incentive for FY2015 will be subject to performance conditions linked to growth in the Company's adjusted earnings per Share ('Adjusted EPS')¹.

The Plan Committee has determined the baseline EPS in respect of the first performance period, and thereafter, the EPS performance conditions are determined by reference to cumulative Adjusted EPS, aggregated over the applicable performance period, measured against a specified EPS target determined by the Plan Committee for the purposes of this award.

To achieve vesting, the aggregate Adjusted EPS performance for each performance period must meet

or exceed the applicable targets determined by the Plan Committee.

Fifty per cent (50%) of each tranche of those Performance Rights will vest at the minimum specified Adjusted EPS performance (see below), while one hundred per cent (100%) will vest at or above the maximum specified performance, with 'straight line' vesting in between as follows:

HLO's cumulative compound Adjusted EPS growth over the applicable performance period	Proportion of tranche of Performance Rights 'vesting'
< 90% of target	0%
90% of target	50%
>90% – ≤ 110% of target	Pro-rata on a straight line basis from 50% to 100%
>110% of target	100%

Treatment of Performance Rights on termination of employment or change in control

Unless otherwise determined by the Plan Committee, all unvested Performance Rights held by Ms Gaines will lapse in certain circumstances, including if Ms Gaines voluntarily resigns from her employment or is dismissed from her employment for a reason which entitles the Company to terminate her employment without notice. Under the Plan Rules, if Ms Gaines ceases employment in various other circumstances before the end of the performance or vesting period applicable to a particular tranche of her unvested Performance Rights, then (unless the Plan Committee determines otherwise) only a proportion of those Performance Rights will lapse (determined by reference to the fraction of the performance or vesting period during which she will not be an employee).

The Plan Rules provide that (unless otherwise determined by the Plan Committee) if a change of control event occurs, all of a participant's Performance Rights will vest even though any applicable performance conditions may not have been satisfied

¹ Adjusted EPS is based on the Group's EPS adjusted for certain significant unusual and/or nonrecurring amounts which are approved by the Plan Committee.

at that time. A change of control event is defined in the Plan Rules to mean a person acquiring voting power (within the meaning of section 610 of the *Corporations Act*) in more than 50% of the fully paid ordinary shares in the Company as a result of a takeover bid or scheme of arrangement, or any other event (such as a merger between the Company and another company) which the Board determines in its absolute discretion to be a change of control event.

Additional information disclosed under the ASX Listing Rules

ASX Listing Rule 10.15 requires certain additional information to be given in or with a Notice of Meeting seeking approval of a director's acquisition of securities under an employee incentive scheme for the purposes of ASX Listing Rule 10.14.

For the purposes of Listing Rule 10.15, the following additional information is provided to shareholders to assist them in determining whether to approve the proposed grant of Performance Rights to Ms Gaines under Resolution 3.

- Subject to shareholder approval, the maximum aggregate number of Performance Rights that may be acquired by Ms Gaines under the Resolution is 1,111,111 Performance Rights to be granted as her long term incentive for FY2015
- The formula used to calculate the number of Performance Rights to be granted to each of Ms Gaines is outlined above under the heading 'Maximum awards'
- If approved, the Performance Rights will give Ms Gaines a conditional entitlement to acquire the number of Shares equal to the number of Performance Rights granted to them (subject to adjustment in the event of a capital reorganisation or otherwise in accordance with the Plan Rules).
- The acquisition price for each Performance Right is nil and no money will be payable by Ms Gaines to acquire a Share on vesting and conversion of a Performance Right. The acquisition price is therefore not based

on the market price of Shares. As outlined above the average daily closing price of Shares over the five trading days immediately prior to 1 July 2014 was used to determine the number of Performance Rights proposed to be granted to Ms Gaines as her long term incentive for FY2015.

- Ms Gaines is currently the only person entitled to participate in the Plan to whom ASX Listing Rule 10.14 applies. The former Chief Executive Officer, Mr Rob Gurney, was a participant in the Plan to whom ASX Listing Rule 10.14 applied.
- As approved by shareholders at the Company's 2013 Annual General Meeting, a grant of Performance Rights was made to the former Chief Executive Officer, Mr Gurney, and to Ms Gaines, then Chief Operating Officer, CFO and an Executive Director, for the year ended 30 June 2014 ('FY2014') as follows:

Participant	# of fixed annual remuneration	\$	No. of Performance Rights
R Gurney (former Managing Director and Chief Executive Officer)	-	1,000,000	2,500,000 ¹
EA Gaines (then Chief Operating Officer & CFO and Executive Director)	20%	125,515	369,162 ²

1 These rights were issued as a special performance incentive for the period 1 July 2013 to 30 June 2015 ('Incentive Period'). The number of Performance Rights granted to Mr Gurney as a part of his special incentive for the Incentive Period was determined by dividing the relevant dollar amount specified above by a notional allocation price of \$0.40. The dollar amount and notional allocation price were determined by the Plan Committee (being the Remuneration and Nominations Committee). All 2,500,000 Performance Rights have now lapsed.

2 The number of Performance Rights granted to Ms Gaines was determined using the average of the daily closing price of Shares on the ASX over the 5 day trading period immediately prior to 1 July 2013. This price was \$0.34. The Performance Rights were divided into three tranches, with all three tranches remaining subject to the performance conditions, details of which are set out in the Remuneration Report.

- Voting exclusions apply to Resolution 3. These are outlined in the Notice of Meeting under the heading 'Voting Exclusions Resolutions 1 and 3'.
- No loans will be made in relation to the proposed acquisition of Performance Rights (or Shares) under the Plan by Ms Gaines.
- Subject to shareholder approval, it is intended that the Performance Rights for Ms Gaines' FY2015 long term incentives, will be granted to Ms Gaines as soon as practicable after the date of the Annual General Meeting and, in any event, no later than 21 November 2015 (being 12 months after the date of the Annual General Meeting).

Board recommendation

The non-executive Directors believe that the proposed grant of Performance Rights to Ms Gaines as her long term incentive for the financial years ending 30 June 2015 is appropriate and in the best interests of shareholders. The Board of Directors (excluding Ms Gaines) therefore recommend that shareholders vote in favour of Resolution 3. Ms Gaines makes no recommendation in view of her proposed participation in the grant.

Glossary

In this Explanatory Memorandum and the Notice of Meeting, the following terms have the following meanings (unless otherwise indicated):

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited trading as the Australian Securities Exchange.

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

Board means the board of Directors.

Closely Related Party, in relation to a member of the KMP, means the member's spouse, child or dependant (or a child or dependant of the member's spouse), anyone else in the member's family who may be expected to influence, or be influenced by, the member in the member's dealings with the Company and/or the Group, and any company that the member controls.

Company means Helloworld Limited
ABN 60 091 214 998.

Constitution means the constitution of the Company.

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

Corporations Regulations means the *Corporations Regulations 2001* (Cth).

Director means a director of the Company for the time being.

Group means the Company and its controlled entities.

Key Management Personnel or **KMP** means those persons having authority and responsibility for planning, directing and controlling the activities of the Company and/or the Group, whether directly or indirectly.

Notice of Meeting means the Notice of Annual General Meeting 2014.

Resolution means a resolution referred to in the Notice of Meeting.

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



helloworldlimited.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 850 505
(outside Australia) +61 3 9415 4000

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:

SRN/HIN:

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 9.30am (Sydney time) on Wednesday, 19 November 2014**

Directing your proxy how to vote on the proposed Resolutions

Appointment of Proxy

Your proxy may decide whether to vote on a Resolution, except where your proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If your proxy is directed how to vote on a Resolution, your proxy may vote on that Resolution only in accordance with that direction.

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 or abstain as they choose (to the extent permitted by law). 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.

Appointment of the Chairman of the Meeting or another member of the key management personnel (KMP) as a Proxy

If you appoint the Chairman of the Meeting as your proxy (or the Chairman becomes your proxy by default) and you do not direct your proxy how to vote on a Resolution, you will be authorising the Chairman of the Meeting to vote as he decides on that Resolution (even though Resolutions 1 and 3 are connected with the remuneration of members of the KMP). On a poll, the Chairman of the Meeting intends to vote, as your proxy, in favour of each Resolution (where permissible). If you do not want the Chairman of the Meeting to vote, as your proxy, in favour of any Resolution, you need to direct your proxy to vote against, or to abstain from voting on, the relevant Resolution by marking the appropriate box overleaf.

If you appoint a Director (other than the Chairman of the Meeting) or another member of the KMP (or a closely related party of any member of the KMP) as your proxy, you should direct them how to vote on Resolutions 1 and 3 by marking the appropriate box overleaf. If you do not do so, they will not be able to vote as your proxy on those Resolutions.

Lodgement of Proxy

This proxy form and an original or certified copy of any power of attorney or other authority (if any) under which it is signed must be received by the registry or the Company at the addresses provided in the top right corner of this page (or in the accompanying Notice of Meeting) no later than 9:30am (Sydney time) on Wednesday 19 November 2014, or if the meeting is adjourned, at least 48 hours before the resumption of the meeting in relation to the resumed part of the meeting. Any proxy form (and any power of attorney or other authority under which it is signed) received after that time will not be valid for the purposes of the meeting.

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 help tab, "Printable 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 LODGE YOUR PROXY,
or turn over to complete the form →**

☐

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.

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 Helloworld 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 Helloworld Limited to be held at Helloworld Limited, Level 3, 77 Berry Street, North Sydney NSW 2060 on Friday, 21 November 2014 at 9.30am (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 Resolutions 1 and 3 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 3 are 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 Resolutions 1 and 3 by marking the appropriate box in step 2 below.

The Chairman of the Meeting intends to vote undirected proxies in favour of each of the proposed Resolutions (where permissible). In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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.

		For	Against	Abstain
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.1	Re-election of Stephen John Bennett as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.2	Re-election of James Morrison Millar as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Grant of Performance Rights to the Chief Executive Officer, Elizabeth Anne Gaines	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 ____ / ____ / ____

HLO

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Computershare +