



ABN 63 088 257 729

## LETTER TO SHAREHOLDERS

15 September 2015

Dear Shareholder

### Annual General Meeting

On behalf of the Board, I am pleased to invite you to attend the Annual General Meeting of JCurve Solutions Limited. This will be held at 9.30am (AEDT) on 17 November 2015 at:

JCurve Solutions Limited  
The Boardroom  
Level 8  
9 Help Street  
Chatswood NSW 2067

Enclosed are the following documents:

- Notice of Meeting and Explanatory Statement;
- Proxy Form for the Annual General Meeting; and
- Annual Report for the year ended 30 June 2015, for those Shareholders who have requested a printed copy.

If you are unable to attend the Meeting, I encourage you to appoint a proxy, by following the instructions on page 4 of the Notice of Meeting. You may also provide questions or comments in advance of the Meeting, by contacting the Company Secretary, using the details set out on page 22 of the Notice.

### Important notice – 2015 Annual Report

Shareholders are reminded that the Annual Report is only mailed to those Shareholders who have elected to receive it in hard copy. The 2015 Annual Report can be viewed on the Company's website at

[http://www.jcurvesolutions.com/media/headline/file/1/5/1508\\_jcurve\\_solutions\\_ltd\\_annual\\_report\\_30\\_june\\_2015\\_signed\\_.pdf](http://www.jcurvesolutions.com/media/headline/file/1/5/1508_jcurve_solutions_ltd_annual_report_30_june_2015_signed_.pdf)

We look forward to seeing you at the Annual General Meeting.

Yours faithfully

A handwritten signature in dark ink, appearing to read 'Bruce Hatchman', with a horizontal line drawn underneath it.

Bruce Hatchman  
Chairman



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**JCURVE SOLUTIONS LIMITED****ABN 63 088 257 729****NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 9.30am (AEDT)

**DATE:** Tuesday, 17 November 2015

**PLACE:** JCurve Solutions Limited  
The Boardroom  
Level 8  
9 Help Street  
Chatswood NSW 2067

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, using the contact details on page 22.***

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## YOUR VOTE IS IMPORTANT

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The business of the Annual General Meeting affects your shareholding and your vote is important.

## VOTING IN PERSON

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To vote in person, attend the Annual General Meeting on the date and at the place set out on page 6.

## APPOINTING A PROXY

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A Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote at the Meeting on their behalf. A proxy does not need to be a Shareholder of JCS.

If a Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the percentage or number of votes each proxy can exercise. If the proxy form does not specify the percentage or number of the Shareholder's votes that each proxy may exercise, each proxy may exercise half of the Shareholder's votes on a poll. Fractions will be disregarded. To lodge a proxy, please use one of the following methods:

### Online:

At [www.investorvote.com.au](http://www.investorvote.com.au)

### By Mobile:

Scan the QR Code on your Proxy form and follow the prompts

### By Mail to:

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

### By Facsimile Transmission to:

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

### By Hand to:

Computershare Investor  
Services Pty Limited  
Level 11  
172 St George's Terrace  
Perth, Western Australia 6000

### Custodian voting:

For Intermediary Online  
subscribers only (custodians)  
please visit  
[www.intermediaryonline.com](http://www.intermediaryonline.com)  
to submit your voting  
intentions.

The deadline for receipt of proxy appointments is 9.30am (AEDT) on Sunday, 15 November 2015. **Proxy appointments received later than this time will be invalid.**

## **POWER OF ATTORNEY**

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If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already been provided to the Share Registry.

## **CORPORATE REPRESENTATIVES**

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If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

An appointment of corporate representative form may be obtained from Computershare Investor Services by calling 1300 798 195 or online at:

<https://www-au.computershare.com/Investor/help/PrintableForms>.

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting (**AGM**) of Shareholders of JCurve Solutions Limited will be held at the JCurve Solutions Limited, The Boardroom, Level 8, 9 Help Street, Chatswood NSW 2067, at 9.30am (AEDT) on 17 November 2015. Registration will open at 9.00am (AEDT).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the AGM. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

The Directors have determined under Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company at 7.00pm (AEDT) on Sunday, 15 November 2015.

### AGENDA

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#### ADOPTION OF ANNUAL REPORT

To receive and consider the Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2015.

**1. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MR GRAHAM BAILLIE**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an Ordinary Resolution:

*"That for the purposes of clause 13.2 of the Constitution and for all other purposes, Mr Graham Baillie be re-elected as a Director of the Company."*

**2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR BRUCE HATCHMAN**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an Ordinary Resolution:

*"That for the purposes of clause 13.4 of the Constitution and for all other purposes, Mr Bruce Hatchman be re-elected as a Director of the Company."*

**3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR MARK JOBLING**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an Ordinary Resolution:

*"That for the purposes of clause 13.4 of the Constitution and for all other purposes, Mr Mark Jobling be re-elected as a Director of the Company."*

**4. RESOLUTION 4 – ADOPTION OF THE REMUNERATION REPORT**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a Non-Binding Ordinary Resolution:

*"That for the purposes of Section 250R(2) of the Corporations Act 2001 and for all other purposes, approval is given to adopt the JCS Remuneration Report as contained in the Company's Financial Report for the year ended 30 June 2015."*

**Voting Prohibition Statement**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: the proxy is either:

- (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; and the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair of the Meeting; and
- (d) the appointment expressly authorises 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.

**5. RESOLUTION 5 – EMPLOYEE SHARE PLAN ALLOTMENT TO DIRECTOR – MR BRUCE HATCHMAN**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an Ordinary Resolution:

*"That, for the purposes of Chapter 2E of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to allot 1,000,000 ordinary shares under the previously approved employee incentive scheme titled Employee Share Plan and for the issue of securities under that Plan, on the terms and conditions set out in the Explanatory Statement."*

**Voting Prohibition Statement**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: the proxy is either:

- (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; and the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair of the Meeting; and
- (d) the appointment expressly authorises 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.

**6. RESOLUTION 6 – EMPLOYEE SHARE PLAN ALLOTMENT TO DIRECTOR – MR DAVID FRANKS**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an Ordinary Resolution:

*"That, for the purposes of Chapter 2E of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to allot 1,000,000 ordinary shares under the previously approved employee incentive scheme titled Employee Share Plan and for the issue of securities under that Plan, on the terms and conditions set out in the Explanatory Statement."*

**Voting Prohibition Statement**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: the proxy is either:

- (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; and the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair of the Meeting; and
- (d) the appointment expressly authorises 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.

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**DATED: 15 September 2015**

**BY ORDER OF THE BOARD**



**JCURVE SOLUTIONS LIMITED  
DAVID FRANKS  
COMPANY SECRETARY**

**Voting Exclusion Statement**

For the definitions of Key Management Personnel (**KMP**) and Closely Related Parties, please refer to the Glossary on page 26.

The Corporations Act restricts members of the KMP of the Company and their Closely Related Parties from voting in relation to remuneration related Resolutions (such as Resolution 4).

**What this means for Shareholders:** If you intend to appoint a member of the KMP (other than the Chairman of the Meeting) as your proxy, please ensure that you direct them how to vote on Resolutions 4, 5 and 6. If you do not do so, your proxy will not be able to vote on your behalf on Resolutions 4, 5 and 6.

If you intend to appoint the Chairman of the Meeting as your proxy, you are encouraged to direct him how to vote by marking the boxes for Resolutions 4, 5 and 6 (for example if you wish to vote for, or against, or to abstain from voting). If you appoint the Chairman as your proxy without directing him how to vote, the proxy form authorises him to vote as he decides on Resolutions 4, 5 and 6 (even though that Resolution is connected with the remuneration of KMP). The Chairman of the Meeting intends to vote in favour of all Resolutions (where permissible).



The Company will disregard votes cast on Resolutions 4, 5 and 6 by the persons detailed in the table below.

Resolution	Voting exclusions
Resolution 4 – Adoption of Remuneration Report	<p>The Company will disregard any votes cast in any capacity by:</p> <ul style="list-style-type: none"> <li>- a current or former member of the KMP whose remuneration details are included in the remuneration report for the year ended 30 June 2015, and</li> <li>- any Closely Related Parties of such member of the KMP.</li> </ul> <p>In addition, no votes may be cast as a proxy by any other person who has become a member of the KMP by the time of the AGM, or their Closely Related Parties.</p> <p>However, the Company need not disregard a vote on Resolution 4 if:</p> <ul style="list-style-type: none"> <li>- 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, specifying how the proxy is to vote on the Resolution; or</li> <li>- it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form authorising him to vote as he decides on the Resolution (even though it is connected with the remuneration of members of the KMP, including the Chairman).</li> </ul>
Resolution 5 – Employee Share Plan Allotment to Director – Mr Bruce Hatchman	<p>The Company will disregard any votes cast on Resolution 5 by:</p> <ul style="list-style-type: none"> <li>- any director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought; and</li> <li>- if the ASX has expressed an opinion under rule 10.14.3 that approval is required for participation in the employee incentive scheme by anyone else, that person.</li> </ul> <p>However, the Company need not disregard a vote on Resolution 5 if:</p> <ul style="list-style-type: none"> <li>- 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</li> <li>- it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form authorising him to vote as he decides on the Resolution.</li> </ul>
Resolution 6 – Employee Share Plan Allotment to Director – Mr David Franks	<p>The Company will disregard any votes cast on Resolution 6 by:</p> <ul style="list-style-type: none"> <li>- any director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought; and</li> <li>- if the ASX has expressed an opinion under rule 10.14.3 that approval is required for participation in the employee incentive scheme by anyone else, that person.</li> </ul> <p>However, the Company need not disregard a vote on Resolution 6 if:</p> <ul style="list-style-type: none"> <li>- 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</li> <li>- it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form authorising him to vote as he decides on the Resolution.</li> </ul>

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held on 17 November 2015 at 9.30am (AEDT).

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

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### 1. ANNUAL REPORT

The business of the Meeting will include receipt and consideration of the Company's Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2015, which are included in JCS's Annual Report.

In accordance with the Corporations Act 2001, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Annual Report, and on the management of JCS.

The Company's auditor will be present at the Meeting (either in person or by phone). During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and
- Independence of the auditor in relation to the conduct of the audit.

#### Written questions for the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report to the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, that is, by 10 November 2015.

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### 2. RE-ELECTION OF DIRECTORS

Clause 13.2 of the Constitution requires that one third of the Directors (or if their number is not a multiple of three, then the number nearest one third, rounded upwards) must retire at each annual general meeting. It also provides that a Director who retires under clause 13.2 is eligible for re-election. The Managing Director is exempt from this requirement.

Clause 13.4 of the Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an additional Director. A Director appointed under clause 13.4 must retire at the next following annual general meeting and is then eligible for re-election.

## **RESOLUTION 1 - MR GRAHAM BAILLIE**

Mr Baillie will retire by rotation and seeks re-election in accordance with clause 13.2 of the Constitution.

### **Brief Curriculum Vitae of Mr Graham Baillie – FAICD**

Non-executive Director

#### ***Experience and expertise***

Mr Baillie joined the Company in September 2007 as a non-executive Director and held the appointments of Chairman from May 2012 until December 2013, Managing Director from December 2013 until 21<sup>st</sup> July 2014 and Executive Chairman from 21<sup>st</sup> July 2014 until 27th November 2014 when he moved to the Non-Executive Director role which he currently holds.

In 1994, Mr Baillie established Outsource Australia Pty Ltd (OSA) to provide outsourcing services to the Australian market. In his capacity as majority shareholder and Chief Executive Officer he developed the company nationally and internationally. Today OSA is known as Converga.

Prior to this, Mr Baillie was with AUSDOC during its formative years through to its ultimate ASX listing in September 1993. In this time he was not only integral to the development of the company throughout Australia but was also involved in establishing similar business operations in New Zealand, USA and United Kingdom.

#### ***Current directorships of other listed companies***

None

#### ***Former directorships of other listed companies in the last three years***

None

#### ***Special responsibilities***

Member of the Remuneration Committee

***Board recommendation:*** The Directors (with Mr Baillie abstaining) unanimously recommend the re-election of Mr Baillie.

## **RESOLUTION 2 – MR BRUCE HATCHMAN**

Mr Hatchman will retire in accordance with clause 13.4 of the Constitution and, being eligible, seeks re-election.

### **Brief Curriculum Vitae of Mr Bruce Hatchman – FCA, MAICD, JP**

Independent Non-Executive Director and Chairman

#### ***Experience and expertise***

Mr Hatchman is a Fellow of the Institute of Chartered Accountants, a member of the Australian Institute of Company Directors and a Justice of the Peace. He was also a registered company auditor for 30 years.

Mr Hatchman was a founding partner of Carpenter Hatchman & Kean (now known as Crowe Horwath), one of the largest start up accounting firms in Australia.

Mr Hatchman is currently chairman of Darwin Clean Fuels Limited and Sutlers Holdings Pty Limited. He is also an independent advisory board member of Hunt & Hunt Lawyers.

**Current directorships of other listed companies**

Independent Non-Executive Director and Chairman of Armidale Investment Corporation Limited

**Former directorships of other listed companies in the last three years**

None

**Special responsibilities**

Chairman of the Remuneration Committee  
Member of the Audit Committee

**Board recommendation:** *The Directors (with Mr Hatchman abstaining) unanimously recommend the re-election of Mr Hatchman.*

**RESOLUTION 3 - MR MARK JOBLING**

Mr Jobling will retire in accordance with clause 13.4 of the Constitution and, being eligible, seeks re-election.

**Brief Curriculum Vitae of Mr Mark Jobling – B.Com, B Laws (Hons)**

Non-executive Director

**Experience and expertise**

Mr Jobling is a substantial shareholder of the Company and holds a Bachelor of Economics and Bachelor of Laws (Hons) from Monash University. Mr Jobling manages investments in a diverse range of industries including power technology and angel investing in Asian start-up companies and is currently based in Hong Kong.

He began his career as a commercial lawyer with Mallesons Stephen Jaques in Australia and went on to hold senior executive roles in multi-billion dollar companies, including Managing Director of South East Asia and Taiwan for CLP Holdings Limited, and CEO of OneEnergy Limited, a CLP/Mitsubishi Corporation joint venture in Asia.

**Current directorships of other listed companies**

None

**Former directorships of other listed companies in the last three years**

None

**Special responsibilities**

Member of the Remuneration Committee  
Member of the Audit Committee

**Board recommendation:** *The Directors (with Mr Jobling abstaining) unanimously recommend the re-election of Mr Jobling.*

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**3. RESOLUTION 4 – ADOPTION OF REMUNERATION REPORT**

The Remuneration Report is set out in the Annual Report. The Remuneration Report details the Company's remuneration arrangements for the Directors and senior management of the Company.

S250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company. Shareholders should note that the vote on Resolution 4 is advisory only and not binding on the Company or its Directors.

However, under the Corporations Act, if at least 25% of the votes cast on Resolution 4 are against the adoption of the Remuneration Report then:

- if comments are made on the Remuneration Report at the Meeting, JCS's 2016 Remuneration Report will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if, at next year's AGM, at least 25% of the votes cast on the resolution for adoption of the 2016 Remuneration Report are against it, JCS will be required to put to Shareholders a resolution proposing that an Extraordinary General Meeting (**EGM**) be called to consider the election of Directors (**Spill Resolution**). If the Spill Resolution is passed (i.e. more than 50% of the votes cast are in favour of it), all of the Directors (other than the Managing Director) will cease to hold office at the subsequent EGM, unless re-elected at that Meeting.

Last year, a resolution was passed to adopt the 2014 Remuneration Report, with in excess of 75% of votes cast in favour of the resolution on a show of hands (noting that in excess of 75% of proxies lodged were also in favour of the resolution).

In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Remuneration Report.

**Board recommendation:** *The Remuneration Report forms part of the Directors' Report, which was approved in accordance with a unanimous resolution of the Board. Each Director recommends that Shareholders vote in favour of adopting the Remuneration Report.*

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#### **4. EMPLOYEE SHARE PLAN ALLOTMENT TO DIRECTORS**

##### **RESOLUTION 5 – EMPLOYEE SHARE PLAN ALLOTMENT TO DIRECTOR – MR BRUCE HATCHMAN**

##### **RESOLUTION 6 – EMPLOYEE SHARE PLAN ALLOTMENT TO DIRECTOR – MR DAVID FRANKS**

##### **Background**

It is proposed that grants of Shares set out below are made to Mr Bruce Hatchman and Mr David Franks, pursuant to the Employee Share Plan (**Plan**).

The objective of the Plan is to attract, motivate and retain key employees and it is considered by the Company that the adoption of the Plan and the future issue of Shares under the Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

A material feature of the Plan is the issue of Shares pursuant to the Plan may be undertaken by way of provision of a non-recourse, interest free loan to be used for the purposes of subscribing for the Shares based on a price that will be not less than the volume weighted average price at which Shares were traded on the ASX over the 10 trading days up to and including the date of acceptance of the offer.

A summary of the key terms and conditions of the Plan is set out in Schedule 1. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

### **ASX Listing Rule 10.14**

ASX Listing Rule 10.14 restricts a director of a listed company from acquiring securities under an employee incentive scheme without first receiving Shareholder approval.

If these Resolutions are passed, the Company will be able to issue Shares under the Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

It is noted that Resolutions 5 and 6 are for a single allotment of Shares to each of Mr Bruce Hatchman and Mr David Franks as outlined below, with any future allotments under the Plan requiring approval by shareholders once again under ASX Listing Rule 10.14.

### **Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of a public company unless the benefit falls within one of various exceptions to the general prohibition. Exceptions to this general prohibition include where the company first obtains the approval of its shareholders in general meeting, or the financial benefit being provided is on arm's length terms or better or is considered reasonable remuneration.

It is the view of the Directors (with Mr Hatchman and Mr Franks abstaining) that the proposed issue of Shares under the Plan that are the subject of Resolutions 5 and 6 is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis. Furthermore the terms of proposed issue of Shares under the Plan are on the same terms as issued to non-related parties of the Company.

Although this would not require Resolutions 5 and 6 to be approved under Chapter 2E of the Corporations Act, the board is voluntarily seeking approval under Chapter 2E of the Corporations Act.

### **ASX Listing Rule 10.15A disclosures**

Shareholder approval is sought for the grant of Shares to the current Non-executive Directors in one tranche. As announced on 11 September 2015, if Shareholder approval is given, the following grants of Shares will be made to the Non-executive Directors in 2015:

<b>Participant</b>	<b>Shares</b>	<b>Non-Recourse Loan</b>
Mr Bruce Hatchman	1,000,000	Yes
Mr David Franks	1,000,000	Yes
Mr Graham Baillie	Not eligible to participate in Plan	N/A
Mr Mark Jobling	Not eligible to participate in Plan	N/A

For the purposes of ASX Listing Rule 10.15A, the following information is provided to Shareholders:

- (a) Mr Hatchman and Mr Franks are all Non-executive Directors of the Company.

- (b) The maximum number of Shares that may be acquired by Mr Hatchman and Mr Franks under the Plan over a three year period (and including those listed above for issue in 2015) commencing on the date of this Meeting are as follows:

<b>Resolution</b>	<b>Participant</b>	<b>Shares</b>
5	Mr Bruce Hatchman	1,000,000
6	Mr David Franks	1,000,000

It should be noted that the above numbers of Shares are the maximum possible number of Shares that could be issued under the Plan to each of Mr Hatchman and Mr Franks but will be granted, subject to shareholder approval, in 2015 in one tranche.

- (c) The Shares will be issued at a price of 5.0 cents per share.
- (d) No Shares have been granted to any director under the Plan since it was approved in 2013. In the interests of transparency, this table also includes grants of Plans to other employees (who have not been or currently are not directors) under the Plan as approved by shareholders in 2013.

<b>Participant</b>	<b>2013</b>	<b>2014</b>	<b>2015</b>	<b>Total</b>
Mr Bruce Hatchman	0	0	0	0
Mr David Franks	0	0	0	0
Other Directors	0	0	0	0
Other Employees	0	0	4,800,000	4,800,000
<b>Total</b>	<b>0</b>	<b>0</b>	<b>4,800,000</b>	<b>4,800,000</b>

- (e) Pursuant to the terms of the Plan, any Directors, full-time and part-time employees of the Company or any of its subsidiaries is eligible to participate in the Plan, but specifically does not include Mr Graham Baillie and Mr Mark Jobling.
- (f) A voting exclusion applies to this item of business, as set out in the Notice of Meeting.
- (g) The Company will be providing attaching non-recourse loans to Mr Hatchman and Mr Franks in connection with the acquisition of Shares. The Loan is interest free, repayable, subject to the terms of the non-recourse loan, within two (2) years after the date the Plan Shares are issued. Full terms of the loans are outlined in Schedule 1.
- (h) Details of any securities issued under the Plan will be published in each annual report of the Company relating to a period in which those securities have been issued, with a note that approval for the issue of securities was obtained under ASX Listing Rule 10.14.
- (i) Any additional persons who become entitled to participate in the Plan after Resolutions 5 and 6 are approved and who is not named in the Notice, including this Explanatory Statement, will not participate in the Plan until approval is obtained under ASX Listing Rule 10.14.

- (j) The Shares will be granted no later than three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

## **Chapter 2E of the Corporations Act disclosures**

The proposed Resolutions 5 and 6, if passed, will confer financial benefits to Directors. Therefore the Company seeks to obtain member approval in accordance with the requirements of Chapter 2E of the Corporations Act and for this reason, and for all other purposes, the following information is provided to Shareholders:

- (a) The related parties to whom the resolution would permit the financial benefit to be given is:

Resolution 5 - Mr Bruce Hatchman, a Director of the Company; and

Resolution 6 - Mr David Franks, a Director of the Company.

- (b) The nature of the proposed financial benefit to be given are:

Resolution 5 – 1,000,000 Shares to Mr Bruce Hatchman under the Plan with the Shares to be issued at a price of 5.0 cents per share. The Company will be providing an attaching non-recourse loan to Mr Hatchman in connection with the acquisition of Shares. The Loan is repayable, subject to the terms of the non-recourse loan, within two (2) years after the date the Plan Shares are issued. Full terms of the loans are outlined in Schedule 1; and

Resolution 6 – 1,000,000 Shares to Mr David Franks under the Plan with the Shares to be issued at a price of 5.0 cents per share. The Company will be providing an attaching non-recourse loan to Mr Franks in connection with the acquisition of Shares. The Loan is repayable, subject to the terms of the non-recourse loan, within two (2) years after the date the Plan Shares are issued. Full terms of the loans are outlined in Schedule 1.

- (c) The Shares will be allotted at a price of 5.0 cents per share, being a total consideration of \$50,000 for each of Mr Hatchman (Resolution 5) and Mr Franks (Resolution 6). However no proceeds will be payable unless repayment is due under the loan terms outlined in Schedule 1. Such proceeds will be used to provide additional working capital to the Company. The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (d) As Resolution 5 relates to Mr Hatchman's remuneration (through the issue of Shares under the Plan), Mr Hatchman and Mr Franks have refrained from making a recommendation in relation to this resolution. The remaining Directors (with Mr Hatchman and Mr Franks abstaining) unanimously recommend the approval of Resolution 5 for the following reasons:
  - (i) [the use of the Loans by each Eligible Participant to subscribe for Shares will align the interests of the Eligible Participants with those of Shareholders by creating a stronger link between performance resulting in increased Shareholder value and reward to the Eligible Participant. Each Eligible Participant will have a greater involvement with, and share in, any future growth and profitability of the Company; and
  - (ii) the provision of the Loans is a reasonable and appropriate method to provide benefits to the Eligible Participants as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash benefits were given to the Eligible Participants;]



- (e) The Directors consider that in providing the Loans to Messrs Hatchman and Franks upon the terms proposed the following opportunity cost to the Company and benefits foregone by the Company may occur:
- (i) no interest is payable on the Loans; and
  - (ii) the Loans are non-recourse which means the full amount of the Loan may not be recovered where the Shares are sold for less than the amount outstanding on the Loan. In addition, where the sale proceeds are greater than the amount of the Loan the Company will not receive any additional repayment as Messrs Hatchman and Franks will be entitled to the surplus proceeds;
- (f) In forming their recommendations, each Director considered the experience of each of Messrs Hatchman and Franks, the existing and proposed contribution of each (apart from Messrs Hatchman and Franks) to the Company and the current market practices when determining the provision of the Loan upon the terms proposed;
- (g) As Resolution 6 relates to Mr Franks' remuneration (through the issue of Shares under the Plan), Mr Franks and Mr Hatchman have refrained from making a recommendation in relation to this resolution. The remaining Directors (with Mr Franks and Mr Hatchman abstaining) unanimously recommend the approval of Resolution 6 for the reasons set out in (d), (e) and (f); and
- (h) Directors have the following interests and other remuneration:

Director (including associated entities)	Actual 2014 * Financial Year Remuneration	Actual 2015 * Financial Year Remuneration	Proposed 2016 * Financial Year Remuneration
B Hatchman (1) **	N/A	\$56,983	\$99,302
D Franks (2) ** / ***	N/A	\$52,013	\$67,357
G Baillie ****	\$267,474	\$142,385	\$60,225
M Jobling (3)	-	\$15,000	\$65,700
M Fairclough (4)	\$59,350	N/A	N/A
I Macliver (5) *****	\$21,850	N/A	N/A
J Bond (6)	\$63,398	\$26,702	N/A
C Gabriel (7) *****	\$51,459	\$16,425	N/A
N Gupta (8)	\$95,055	\$41,967	N/A
<b>Total</b>	<b>\$558,586</b>	<b>\$351,475</b>	<b>\$292,584</b>

(1) appointed 27 November 2014 (2) appointed 15 September 2014 (3) appointed 8 April 2015 (4) resigned 31 October 2013 (5) resigned 31 October 2013 (6) resigned 27 November 2014 (7) resigned 15 September 2014 (8) appointed 31 October 2013 and resigned 21 July 2014

\* includes bonus, non-monetary benefits, superannuation, long service leave and equity

\*\* Including the value of the options proposed to be granted to Mr Hatchman or his nominee under Resolution 5 and Mr Franks or his nominee under Resolution 6, expensed as per accounting treatment below.

Director	2016	2017	2018	Total
B Hatchman	\$1,657	\$2,843	\$1,184	\$5,684
D Franks	\$1,657	\$2,843	\$1,184	\$5,684
<b>Total</b>	<b>\$3,314</b>	<b>\$5,686</b>	<b>\$2,368</b>	<b>\$11,368</b>

\*\*\* Franks & Associates Pty Ltd, a company related to Mr Franks received on commercial terms in 2015 a fee for providing company secretarial services of \$74,011 (excluding GST) from 16 September 2014 to 30 June 2015. The minimum retainer for 2016 for these services is \$45,000 (excluding GST).

\*\*\*\* Millenium International, a company related to Mr Baillie received on commercial terms in 2015 a fee for providing consulting services of \$45,000 (excluding GST).

\*\*\*\*\* Grange Consulting Group Pty Ltd, a company related to Mr MacIver received on commercial terms in 2014 a fee for providing corporate advisory services of \$42,000 (excluding GST) and in 2014 a fee for providing company secretarial services of \$40,613 (excluding GST) from 1 July 2014 to 15 September 2014.

\*\*\*\*\* Alive Mobile Group, a company related to Mr Gabriel received on commercial terms in 2014 a fee for providing an analysis and resign of JTEL product of \$95,000 (excluding GST).

If the Shares, the subject of Resolutions 5 and 6, are granted to Mr Hatchman and Mr Franks respectively, the following will be the effect of their holding in the Company:

Director (including associated entities)	Current Share, Options & Rights Holding	% of Total Share, Options & Rights Capital	Share, Options & Rights Capital Upon Exercise*	% of Total Share, Options & Rights Capital Upon exercise
B Hatchman	0	0.00%	1,000,000	0.27%
D Frank	0	0.00%	1,000,000	0.27%
G Baillie	118,838,499	31.85%	118,838,499	31.68%
M Jobling	51,204,301	13.72%	51,204,301	13.65%
All Other Holders	160,523,363	54.43%	160,523,363	54.13%
<b>Total</b>	<b>373,171,184</b>	<b>100.00%</b>	<b>375,171,184</b>	<b>100.00%</b>

Assuming: (1) The 35,714,284 options currently on issue (owned by a related party of Mr Baillie) vest and are exercised (2) the 4,800,000 Shares previously issued to employees under the Plan vest and are not bought back and (3) all the Shares subject of Resolutions 5 and 6 are approved, allotted and not bought back.

(i) Valuation

The Shares that are the subject of Resolutions 5 and 6 are quoted on the ASX and as such have a market value. The Shares are being issued at 5 cents per Share, compared to the current market price as outlined in Section (j)(i). It is noted that the market price as outlined in (j)(i) may change by the date of the AGM and the date of the allotment of the Shares. When compared to the current market value, the Shares are not being issued above the current market price.

As the Shares that are the subject of Resolutions 5 and 6 with the conditions attached, including the loan facility, is akin to an options issue and the independent valuer has thus valued the Shares on such a basis. An Option grants the holder a right to subscribe for one Share upon exercise of each Option and payment of the exercise price. Accordingly, an Option may have a present value at the date of their grant.

An Option may acquire future value dependent upon the extent to which the market value of Shares exceeds the exercise price of the Options during the term of the Options.

As a general proposition, options to subscribe for ordinary fully paid shares in a company have value. Various factors impact upon the value of options including things such as:

- the period outstanding before the expiry date of the options;
- the exercise price of the options relative to the underlying price or value of the securities into which they may be converted;
- the proportion of the issued capital as expanded consequent upon exercise represented by the shares issued upon exercise (i.e. whether or not the shares that might be acquired upon exercise of the options represent a controlling or other significant interest);
- the value of the shares into which the options may be converted; and
- whether or not the options are listed (i.e. readily capable of being liquidated),

There are various formulae which can be applied to determining the theoretical value of options (including the formula known as the Black and Scholes option valuation methodology "Black-Scholes Model").

The Company has sought an independent valuation of the Options from Stantons International Securities (**SIS**). The method used to value the Options was the Black-Scholes Model, which is the most widely used and recognised model for pricing options. The value of an option calculated by the Black-Scholes Model is a function of the relationship between a number of variables, being the price of the underlying Share at the time of issue, the exercise price, the time to expiry, the risk-free interest rate, the volatility of the Company's underlying Share price and expected dividends.

The data relied upon in the valuation applying the Black-Scholes Model was:

- Exercise price of the Options or issue price of the Shares, being 5 cents per Share;
- Market price of Shares of 1.4 cents, being the closing price of Shares on the ASX on 9 September 2015 as a proxy for the market price at the future date of issue, being the date of the General Meeting to approve the issue;

- Expiry Date of 2 years from the date of valuation, being 9 September 2015, reflecting the maximum life of the loan;
- Volatility measure of 130%;
- 2 year risk-free interest rate approximated at 1.80%; and
- Dividend yield of 0.00%.

The valuer notes that a discount of 20% to 30% may be applicable to reflect the restriction on transfer of the Shares. However the valuer, nor this report, has applied any such discount to the gross valuation.

Based on the valuation, the Company has adopted an indicative value for the Shares with attaching non-recourse loan, effectively an Option, as follows, being the mid-point of valuation of the Shares with attaching non-recourse loan in the valuation report provided by SIS, based on the assessed fair value of the Shares with attaching non-recourse loan as calculated in that report.

- o A Share with attaching non-recourse loan : 0.5684 cents each

The total assessed valuation of the Shares with attaching non-recourse loan that are the subject of Resolution 5 is \$5,684 and of Resolution 6 is \$5,684, comprised as follows. It is noted that SIS has valued the Options to be in a range of values per Option, based on volatilities ranging from 110% to 130% as outlined below:

<b>Resolution</b>	<b>SIS Low Value (Cents)</b>	<b>SIS Opinion Value (Cents)</b>	<b>SIS High Value (Cents)</b>	<b>Number of Shares</b>	<b>Value based on SIS Opinion</b>
5	0.4118	0.5684	0.7160	1,000,000	\$5,684
6	0.4118	0.5684	0.7160	1,000,000	\$5,684
<b>Total</b>				<b>2,000,000</b>	<b>\$11,368</b>

- (j) Any other information that is reasonably required by Shareholders to make a decision and that is known to the Company or any of its Directors.

There is no other information known to the Company or any of the Directors save and except as follows:

- (i) Trading History of the Shares

As at 9 September 2015, the closing price of Shares on ASX was 1.40 cents.

Set out below is the trading history of the closing price of Shares over the past 6 months and 12 months period:

	<b>Market Price 6 months prior to 9 September 2015 *</b>	<b>Market Prices 12 months prior to 9 September 2015 **</b>
<b>High</b>	1.90 cents	3.50 cents
<b>Low</b>	0.90 cents	0.60 cents

\*From 10 Mar 2014 – 9 Sept 2015

\*\*From 10 Sept 2014 – 9 Sept 2015

### (ii) Taxation Consequences

No stamp duty will be payable in respect of the grant of the Equity Securities. No GST will be payable by the Company in respect of the grant of the Equity Securities (or if it is then it will be recoverable as an input credit).

AASB 2 "Share Based Payments" requires that these payments shall be measured at the more readily determinable fair value of the equity instrument. Under the accounting standards this amount will be expensed in the statement of financial performance. Where the grant date and the vesting date are different the total expenditure calculated will be allocated between the two dates taking into account the terms and conditions attached to the instruments and the counterparties as well as management's assumptions about probabilities of payments and compliance with and attainment of the set out terms and conditions.

### (iii) Dilutionary Effect

The dilutionary effect on the Company and its shareholders is summarised in the table on page 18 above.

### **Voting Exclusion Statement**

The Company will disregard any votes cast on Resolution 5 by:

- o Mr Bruce Hatchman (or his nominee); and
- o any of their associates

However, the Company need not disregard a vote if:

- o it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- o 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.

The Company will disregard any votes cast on Resolution 6 by:

- o Mr David Franks (or his nominee); and
- o any of their associates

However, the Company need not disregard a vote if:

- o it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- o 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.

**Board recommendation for Resolution 5:** *The Directors (with Mr Hatchman and Mr Franks abstaining) unanimously recommend that Shareholders vote in favour of approving the grant of Shares to Mr Hatchman.*

**Board recommendation for Resolution 6:** *The Directors (with Mr Hatchman and Mr Franks abstaining) unanimously recommend that Shareholders vote in favour of approving the grant of Shares to Mr Franks.*

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**5. ENQUIRIES**

Shareholders may contact the Company Secretary if they have any queries in respect of the matters set out in these documents.

David Franks  
Company Secretary  
JCurve Solutions Limited  
c/- Franks & Associates Pty Limited  
GPO Box 4325  
Sydney, NSW 2001

Tel: (+61 2) 9299 9690  
Fax: (+61 2) 9299 9629  
Email: [dfranks@fa.com.au](mailto:dfranks@fa.com.au)

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## SCHEDULE 1 – SUMMARY OF EMPLOYEE SHARE PLAN

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The key terms of the Employee Share Plan are as follows:

- (a) **Eligibility:** Participants in the Scheme may be Directors, full-time and part-time employees of the Company or any of its subsidiaries, but does not include Mr Graham Baillie and Mr Mark Jobling (**Participants**).
- (b) **Administration of Plan:** The Board is responsible for the operation of the Plan and has a broad discretion to determine which Participants will be offered Shares under the Plan.
- (c) **Offer:** The Board may issue an offer to a Participant to participate in the Plan. The offer:
  - (i) will invite application for the number of Shares specified in the offer;
  - (ii) will specify the issue price for the Shares or the manner in which the Issue Price is to be calculated;
  - (iii) may invite applications for a loan up to the amount payable in respect of the Shares accepted by the Participant in accordance with the offer;
  - (iv) will specify any restriction conditions applying to the Shares;
  - (v) will specify an acceptance period; and
  - (vi) specify any other terms and conditions attaching to the Shares.
- (d) **Issue price:** the issue price of each Share will be not less the volume weighted average price at which Shares were traded on the ASX over the 10 trading days up to and including the actual date of acceptance of the Shares offered under the Offer.
- (e) **Restriction Conditions:** Shares may be subject to restriction conditions (such as a period of employment) which must be satisfied before the Shares can be sold, transferred, or encumbered. Shares cannot be sold, transferred or encumbered until any loan in relation to the Shares has been repaid or otherwise discharged under the Plan.
- (f) **Loan:** A Participant who is invited to subscribe for Shares may also be invited to apply for a loan up to the amount payable in respect of the Shares accepted by the Participant (**Loan**), on the following terms:
  - (i) the Loan will be interest free;
  - (ii) the Loan made available to a Participant shall be applied by the Company directly toward payment of the issue price of the Shares;
  - (iii) the Loan repayment date and the manner for making such payments shall be determined by the Board and set out in the offer;
  - (iv) a Participant must repay the Loan in full by the loan repayment date but may elect to repay the Loan amount in respect of any or all of the Shares at any time prior to the loan repayment date;

- (v) the Company shall have a lien over the Shares in respect of which a Loan is outstanding and the Company shall be entitled to sell those Shares in accordance with the terms of the Plan;
  - (vi) a Loan will be non-recourse except against the Shares held by the Participant to which the Loan relates; and
  - (vii) the Board may, in its absolute discretion, agree to forgive a Loan made to a Participant.
- (g) **Unfulfilled Restriction Condition:** Where a restriction condition in relation to Shares is not satisfied by the due date, or becomes incapable of satisfaction in the opinion of the Board, the Company must, unless the restriction condition is waived by the Board, either:
- (i) buy back and cancel the relevant Shares within 12 months of the date the restriction condition was not satisfied (or became incapable of satisfaction) under Part 2J.1 of the Corporations Act at a price equal to the cash consideration paid by the Participant for the Plan Shares (with any Loan not being treated as cash consideration but any Loan Amount repayments by the Participant being treated as cash consideration); or
  - (ii) arrange to sell the Shares as soon as reasonably practicable either on the ASX or to an investor who falls within an exemption under section 708 of the Corporations Act provided that the sale must be at a price that is no less than 80% of the volume weighted average price at which Shares were traded on the ASX on the 10 trading days before the sale date and apply the sale proceeds (**Sale Proceeds**) in the following priority:
    - (A) first, to pay the Company any outstanding Loan Amount (if any) in relation to the Shares and the Company's reasonable costs in selling the Shares;
    - (B) second, to the extent the Sale Proceeds are sufficient, to repay the Participant any cash consideration paid by the Participant or Loan Amount repayments (including any cash dividends applied to the Loan Amount) made by or on behalf of the Participant; and
    - (C) lastly, any remainder to the Company to cover its costs of managing the Plan.
- (h) **Sale of Shares to repay Loan:**
- (i) A Loan shall become repayable in full where:
    - (A) the Participant (or, where the Participant is an Associate of an Eligible Employee, the Eligible Employee) ceases to be an Eligible Employee for any reason (including death);
    - (B) the Participant suffers an event of insolvency;
    - (C) the Participant breaches any condition of the Loan or the Plan; or
    - (D) a Restriction Condition in relation to Shares subject to the Loan is not satisfied by the due date, or becomes incapable of satisfaction in the opinion of the Board (and is not waived).



- (ii) Where a Loan becomes repayable and at that time a Restriction Condition in relation to Shares subject to the Loan is not satisfied, or is incapable of being satisfied in the opinion of the Board (and is not waived), the Shares must be sold and the Sale Proceeds applied to repay the Loan in accordance the Plan.
  - (iii) Where a Loan in relation to Shares becomes repayable and at that time Restriction Conditions in relation to the Shares have either been satisfied or are waived, the Company must give the Participant a 30 day period to repay the Loan, failing which the Company must sell the Shares and apply the Sale Proceeds in accordance with the Plan.
- (i) **Power of Attorney:** The Participant irrevocably appoints each of the Company and each director of the Company severally as his or her attorney to do all things necessary to give effect to the sale of the Participant's Shares in accordance with the Plan.
- (j) **Plan limit:** The Company must take reasonable steps to ensure that the number of Shares offered by the Company under the Plan when aggregated with:
- (i) the number of Shares issued during the previous 5 years under the Plan (or any other employee share plan extended only to Eligible Employees); and
  - (ii) the number of Shares that would be issued if each outstanding offer for Shares (including options to acquire unissued Shares) under any employee incentive scheme of the Company were to be exercised or accepted,
- does not exceed 5% of the total number of Shares on issue at the time of an offer (but disregarding any offer of Shares or option to acquire Shares that can be disregarded in accordance with relevant ASIC Class Orders).
- (k) **Restriction on transfer:** Participants may not sell or otherwise deal with a Plan Share until the Loan Amount in respect of that Plan Share has been repaid and any restriction conditions in relation to the Shares have been satisfied or waived. The Company is authorised to impose a holding lock on the Shares to implement this restriction.
- (l) **Quotation on ASX:** The Company will apply for each Plan Share to be admitted to trading on ASX upon issue of the Plan Share. Quotation will be subject to the ASX Listing Rules and any holding lock applying to the Shares.
- (m) **Rights attaching to Shares:** Each Plan Share shall be issued on the same terms and conditions as the Company's issued Shares (other than in respect of transfer restrictions imposed by the Plan) and it will rank equally with all other issued Shares from the issue date except for entitlements which have a record date before the issue date.

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## GLOSSARY

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**\$** means Australian dollars.

**AEDT** means Australian Eastern Daylight Time, Sydney, New South Wales.

**Annual General Meeting, AGM or Meeting** means the meeting convened by the Notice.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ABN 98 008 624 691).

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the board of Directors of the Company as constituted from time to time.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Closely Related Parties**, in relation to a member of 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 JCS (or the JCS Group), and any company the member controls.

**Company** or **JCS** means JCurve Solutions Limited (ABN 63 088 257 729).

**Constitution** means the Constitution of the Company.

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

**Directors** mean the directors of the Company.

**Documents** means each of the Notice, Explanatory Statement and the Proxy Form and all other documents that accompany each other when sent to each Shareholder.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**JCS Group** means JCS and its controlled entities.

**Key Management Personnel** or **KMP** means those persons having authority and responsibility for planning, directing and controlling the activities of JCS or the JCS Group, whether directly or indirectly. Members of the KMP include Directors and certain senior executives.

**Notice** means the notice of Meeting that accompanies and forms part of the Documents.

**Option** means an option, if exercised in accordance with its terms, to acquire one Share in the Company.

**Ordinary Resolution** means a resolution passed by more than 50 per cent of the votes at a general meeting of Shareholders.

**Ordinary Securities** has the meaning set out in the ASX Listing Rules.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2015.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

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

**Shareholder** means a holder of a Share.

**Share Registry** means Computershare Investor Services.

**Trading Day** means as defined in the ASX Listing Rules.

## **Interpretation**

In these Documents, unless the context requires otherwise:

- (a) a reference to a word includes the singular and the plural of the word and vice versa;
- (b) a reference to a gender includes any gender;
- (c) if a word or phrase is defined, then other parts of speech and grammatical forms of that word or phrase have a corresponding meaning;
- (d) a term which refers to a natural person includes a company, a partnership, an association, a corporation, a body corporate, a joint venture or a governmental agency;
- (e) headings are included for convenience only and do not affect interpretation;
- (f) a reference to a document includes a reference to that document as amended, novated, supplemented, varied or replaced;
- (g) a reference to a thing includes a part of that thing and includes but is not limited to a right;
- (h) the terms "included", "including" and similar expressions when introducing a list of items do not exclude a reference to other items of the same class or genus;
- (i) a reference to a statute or statutory provision includes but is not limited to:
  - (i) a statute or statutory provision which amends, extends, consolidates or replaces the statute or statutory provision;
  - (ii) a statute or statutory provision which has been amended, extended, consolidated or replaced by the statute or statutory provision; and
  - (iii) subordinate legislation made under the statute or statutory provision including but not limited to an order, regulation, or instrument;
- (j) reference to "\$", "A\$", "Australian Dollars" or "dollars" is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia; and
- (k) a reference to an asset includes all property or title of any nature including but not limited to a business, a right, a revenue and a benefit, whether beneficial, legal or otherwise.



JCurve Solutions Ltd  
ABN 63 088 257 729

000001 000 JCS  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Lodge your vote:



**Online:**  
[www.investorvote.com.au](http://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](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 798 195  
(outside Australia) +61 3 9415 4834

## Proxy Form

XX



### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



**For your vote to be effective it must be received by 9:30am (AEDT) Sunday 15 November 2015**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote 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.**

### 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](http://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 VOTE,  
or turn over to complete the form →**

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



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1

#### Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of JCurve Solutions 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 JCurve Solutions Limited to be held at JCurve Solutions Limited, The Boardroom, Level 8, 9 Help Street, Chatswood, New South Wales on Tuesday, 17 November 2015 at 9:30am (AEDT) 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 4, 5 and 6 (except where I/we have indicated a different voting intention below) even though Resolutions 4, 5 and 6 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 4, 5 and 6 by marking the appropriate box in step 2 below.

### STEP 2

#### Items of Business



**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Re-election of Director - Mr Graham Baillie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Mr Bruce Hatchman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-Election of Director - Mr Mark Jobling	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Employee Share Plan allotment to Director - Mr Bruce Hatchman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Employee Share Plan allotment to Director - Mr David Franks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

### SIGN

#### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date

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