

## **Notice of Annual General Meeting**

Notice is given that the Annual General Meeting of Shareholders of iCar Asia Limited (**iCar** or the **Company**) will be held as follows:

Date: **Friday 26 May 2017**

Time: **2:00 pm (AEST)**

Venue: **Computershare Investor Services Pty Limited  
Conference Centre  
Yarra Falls, 452 Johnston Street  
Abbotsford VIC 3067**

### **Business**

#### ***Financial statements and reports***

To receive and consider the Company's annual financial report, including the directors' report and the auditor's report for the year ended 31 December 2016.

#### **1. Adoption of Remuneration report**

To consider and, if thought fit, to pass the following resolution as a **non-binding ordinary resolution**:

*"That the Company adopt the remuneration report for the year ended 31 December 2016 in accordance with section 250R(2) of the Corporations Act 2001 (Cth)."*

#### **Notes:**

The vote on this resolution is advisory only and does not bind the Directors or the Company.

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution 1:

- by or on behalf of a member of the Company's key management personnel (KMP) whose remuneration details are disclosed in the remuneration report for the year ended 31 December 2016 or their closely related parties, in any capacity; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person who is entitled to vote on Resolution 1:

- in accordance with the directions on the proxy form; or
- by the person chairing the Meeting, in accordance with an express authorisation to exercise the proxy even though Resolution 1 is connected with the remuneration of KMP.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 1.

#### **2. Re-election of Mr Patrick Grove as a Director**

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

*"That Mr Patrick Grove, who retires by rotation in accordance with the Company's Constitution and, being eligible for re-election, be re-elected as a Director of the Company."*

#### **3. Election of Mr Georg Chmiel as a Director**

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

*“That Mr Georg Chmiel, who was appointed as an additional Director during the last financial year, retires in accordance with the Company’s Constitution and, being eligible, offers himself for election, be elected as a Director of the Company.”*

#### **4. Election of Mr Syed Khalil Ibrahim as a Director**

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

*“That Mr Syed Khalil Ibrahim, who was appointed as an additional Director during the last financial year, retires in accordance with the Company’s Constitution and, being eligible, offers himself for election, be elected as a Director of the Company.”*

#### **5. Election of Mr Mark Licciardo as a Director**

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

*“That Mr Mark Licciardo, who was appointed as an additional Director during the last financial year, retires in accordance with the Company’s Constitution and, being eligible, offers himself for election, be elected as a Director of the Company.”*

#### **6. Election of Mr Christopher Lobb as a Director**

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

*“That Mr Christopher Lobb, who was appointed as an additional Director during the last financial year, retires in accordance with the Company’s Constitution and, being eligible, offers himself for election, be elected as a Director of the Company.”*

#### **7. Approval to issue ordinary shares to Mr Ajay Bhatia**

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

*“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Ajay Bhatia or his nominee fully paid ordinary shares in accordance with the terms summarised in the Explanatory Memorandum attached.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution 7 by or on behalf of Mr Ajay Bhatia, any other director and any of their associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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 Chairman intends to vote all available undirected proxies in favour of this Resolution 7.

#### **8. Approval to issue ordinary shares to Mr Mark Britt**

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

*“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Mark Britt or his nominee fully paid ordinary shares in accordance with the terms summarised in the Explanatory Memorandum attached.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution 8 by or on behalf of Mr Mark Britt, any other director and any of their Associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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 Chairman intends to vote all available undirected proxies in favour of this Resolution 8.

## 9. Approval to issue ordinary shares to Mr Georg Chmiel

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

*“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Georg Chmiel or his nominee fully paid ordinary shares in accordance with the terms summarised in the Explanatory Memorandum attached.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution 9 by or on behalf of Mr Georg Chmiel, any other director and any of their Associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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 Chairman intends to vote all available undirected proxies in favour of this Resolution 9.

## 10. Approval to issue ordinary shares to Mr Shaun Di Gregorio

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

*“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Shaun Di Gregorio or his nominee fully paid ordinary shares in accordance with the terms summarised in the Explanatory Memorandum attached.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution 10 by or on behalf of Mr Shaun Di Gregorio, any other director and any of their Associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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 Chairman intends to vote all available undirected proxies in favour of this Resolution 10.

## 11. Approval to issue ordinary shares to Mr Lucas Elliott

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

*“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Lucas Elliott or his nominee fully paid ordinary shares in accordance with the terms summarised in the Explanatory Memorandum attached.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution 11 by or on behalf of Mr Lucas Elliott, any other director and any of their Associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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 Chairman intends to vote all available undirected proxies in favour of this Resolution 11.

## 12. Approval to issue ordinary shares to Mr Syed Khalil Ibrahim

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

*“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Syed Khalil Ibrahim or his nominee fully paid ordinary shares in accordance with the terms summarised in the Explanatory Memorandum attached.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution 12 by or on behalf of Mr Syed Khalil Ibrahim, any other director and any of their Associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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 Chairman intends to vote all available undirected proxies in favour of this Resolution 12.

### 13. Approval to issue ordinary shares to Mr Patrick Grove

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

*“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Patrick Grove or his nominee fully paid ordinary shares in accordance with the terms summarised in the Explanatory Memorandum attached.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution 13 by or on behalf of Mr Patrick Grove, any other director and any of their Associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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 Chairman intends to vote all available undirected proxies in favour of this Resolution 13.

### 14. Approval to issue ordinary shares to Mr Cameron McIntyre

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

*“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Cameron McIntyre or his nominee fully paid ordinary shares in accordance with the terms summarised in the Explanatory Memorandum attached.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution 14 by or on behalf of Mr Cameron McIntyre, any other director and any of their Associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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 Chairman intends to vote all available undirected proxies in favour of this Resolution 14.

### 15. Approval of 10% Placement Facility

To consider and, if thought fit, pass the following resolution as a **special resolution**:

*“That for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of equity securities totalling up to 10% of the Company's share capital calculated in accordance with ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution 15 by any person who may participate in the proposed issue of equity securities under this Resolution 15 and any person who might obtain a benefit, except a benefit solely in the capacity as a Shareholder if Resolution 15 is passed, and any of their associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

- (b) 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 Chairman intends to vote all available undirected proxies in favour of this Resolution 15.

**Note: In accordance with ASX Listing Rule 14.11.1 and the relevant note under that rule concerning ASX Listing Rule 7.1A, as at the date of this notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no Shareholders are currently excluded.**

#### 16. Approval of issue of options to Mr Georg Chmiel

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

*“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue 1,000,000 unlisted options over ordinary shares at a nil issue price and an exercise price of \$0.40 per option to Mr Georg Chmiel or his nominee in accordance with the terms summarised in the Explanatory Memorandum attached.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution 16 by or on behalf of Mr Georg Chmiel and any of his Associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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 Chairman intends vote all available undirected proxies in favour of this Resolution 16.

#### 17. Approval of issue of options to Mr Hamish Stone

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

*“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Company to issue the following unlisted options over ordinary shares at a nil issue price, and in accordance with the terms summarised in the Explanatory Memorandum attached. 750,000 unlisted options at an exercise price of \$0.40 per option, 750,000 unlisted options at an exercise price of \$0.60 per option and 1,000,000 unlisted options at an exercise price of \$0.80 per options to Mr Hamish Stone or his nominee.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution 17 by or on behalf of Mr Hamish Stone, any of his Associates and any person whom might obtain a benefit, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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 Chairman intends vote all available undirected proxies in favour of this Resolution 17.

#### Other business

To consider any other business that may lawfully be brought forward in accordance with the Constitution of the Company or the law.

#### Other information

An Explanatory Memorandum accompanies and forms part of this notice of Annual General Meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

## Voting by proxy

Any Shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder. The proxy does not need to be a Shareholder of the Company and can be either an individual or a body corporate. A Shareholder can appoint a proxy by completing and returning a signed proxy form.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- (a) appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the *Corporations Act 2001* (Cth) (the **Corporations Act**); and
- (b) provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

If your proxy does not attend the Meeting, the Chairman will become your proxy by default. The Chairman intends to vote in favour of all resolutions on the agenda.

If you appoint the Chairman of the Meeting as your proxy or the Chairman of the Meeting is appointed as your proxy by default, and you do not provide any voting directions on your proxy form, by completing and returning the proxy form you will be expressly authorising the Chairman of the Meeting to cast your vote as he sees fit. If you intend to appoint a member of the KMP (other than the Chairman) or any of their closely related parties as your proxy on Resolution 1, please ensure that you direct them how to vote on Resolution 1.

Proxies must be:

- (a) lodged at the Company's share registry, Computershare Investor Services Pty Limited; or
- (b) faxed to the fax number specified below

**no later than 2:00 pm (AEST) on Wednesday 24 May 2017.**

Address (hand deliveries): Computershare Investor Services Pty Limited  
Level 4, 60 Carrington Street,  
Sydney NSW 2000

Address (postal deliveries): C/-Computershare Investor Services Pty Limited, GPO Box 242,  
Melbourne VIC 3001, Australia

Fax number for lodgement: (within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

The proxy form has been enclosed. Please read all instructions carefully before completing the proxy form.

## Custodian Voting

Shareholders who are subscribers of Intermediary Online, please submit your votes electronically via [www.intermediaryonline.com](http://www.intermediaryonline.com)

## Entitlement to vote

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that for the purposes of the meeting shares will be taken to be held by the persons who held them as registered Shareholders at 7.00 pm (AEST) on Wednesday 24 May 2017. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

### **Voting Intentions**

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

In respect of all available undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

### **Questions and Comments by Shareholders at the Meeting**

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders - as a whole - to ask questions or make comments on the management of the Company at the Annual General Meeting.

Similarly, a reasonable opportunity will be given to Shareholders - as a whole - to ask questions to the Company's external Auditor, Ernst & Young, relevant to:

- (a) the conduct of the audit;
- (b) the preparation and contents of the audit;
- (c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to Ernst & Young if the question is relevant to the content of Ernst & Young's audit report or the conduct of its audit of the Company's financial report for the year ended 31 December 2016.

Relevant written questions to Ernst & Young must be submitted no later than 5:00pm (AEST) on Thursday 18 May 2017. A list of those questions will be made available to Shareholders attending the meeting. Ernst & Young will either answer questions at the meeting or table written answers to them at the meeting. If written answers are tabled at the meeting, they will be made available to Shareholders as soon as practicable after the meeting.

### **Please send written questions for Ernst & Young to:**

By facsimile - +61 3 9602 4709;

Post to – C/ Mertons Corporate Services Pty Ltd – Level 7, 330 Collins Street, Melbourne VIC 3000

**by no later than 5:00pm (AEST) on Thursday 18 May 2017.**

By order of the Board



**Mark Licciardo**  
**Company Secretary**

This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by Shareholders of iCar Asia Limited (**iCar** or the **Company**) at the 2017 Annual General Meeting to be held commencing at 2:00 pm on Friday 26 May 2017 at Computershare Investor Services Pty Limited, Conference Centre, Yarra Falls, 452 Johnson Street, Abbotsford VIC 3067.

The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the resolutions.

### **Financial statements and reports**

Under section 317 of the Corporations Act, iCar is required to lay its annual financial report, directors' report and auditor's report before its Shareholders at its Annual General Meeting. The annual financial report is submitted for Shareholders' consideration and discussion at the Annual General Meeting as required. Meeting attendees are invited to direct questions to the Chairman in respect of any aspect of the report they wish to discuss. There is no requirement, either in the Corporations Act or the Company's Constitution, for shareholders to approve the reports.

Representatives of iCar's auditor, Ernst & Young, will be present for discussion purposes on matters of relevance to the audit.

Shareholders can access a copy of the annual report on the Company's website at [www.icarasia.com](http://www.icarasia.com).

### **Resolution 1 – Adoption of Remuneration report**

**Board recommendation and undirected proxies.** The Board recommends that Shareholders vote in **FAVOUR** of Resolution 1. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 1.

Resolution 1 provides Shareholders the opportunity to vote on iCar's remuneration report. The remuneration report is contained in the directors' report. Under section 250R(2) of the Corporations Act, iCar must put the adoption of its remuneration report to a vote at its Annual General Meeting.

This vote is advisory only and does not bind the Directors or iCar.

The Board will consider the outcome of the vote and comments made by Shareholders on the remuneration report at this meeting when reviewing iCar's remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the remuneration report at two consecutive Annual General Meetings Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of iCar's directors other than the managing director must be offered up for election.

Key management personnel (including Directors) and their closely related parties must not cast a vote on the remuneration report, unless as holders of directed proxies for Shareholders eligible to vote on Resolution 1.

iCar encourages all Shareholders to cast their votes on this resolution. The Chairman intends to vote all available undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

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

**Board recommendation and undirected proxies.** The Board recommends that Shareholders vote in **FAVOUR** of Resolution 2. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 2.



Pursuant to Clause 7.1 of iCar's Constitution and ASX Listing Rule 14.4 a director must not hold office (without re-election) past the third Annual General Meeting following the directors appointment. Mr Grove was last elected in 2014.

Resolution 2 provides for the re-election of Patrick Grove as Director of iCar in accordance iCar's Constitution.

Board member since June 2012 and Chairman until 24 February 2017. Mr Grove is a co-founder of iCar Asia. Mr Grove's experience and expertise include mergers and acquisitions and extraction of investment value in high growth, media, new media and technology environments.

Mr Grove has built a number of significant media and internet businesses across Asia and has taken three businesses from start up to initial public offer. He has been independently recognised with numerous international awards, including as a Global Leader of Tomorrow by the World Economic Forum (2001), a New Asian Leader by the World Economic Forum (2003), the Australian Chamber of Commerce, Singapore, Young Entrepreneur of the Year (2004) and Business Week's Best Young Asian Entrepreneurs (2008). Mr Grove is also the Chief Executive Officer of Catcha Media, the major shareholder of iCar Asia, as well as Chief Executive Officer, Chairman and major shareholder of Catcha Group, one of South East Asia's most dynamic new media groups.

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

The Directors (excluding Patrick Grove) unanimously recommend that Shareholders vote in favour of Resolution 2.

### **Resolution 3 to 6 – Election of Messrs Chmiel, Ibrahim, Licciardo and Lobb.**

**Board recommendation and undirected proxies.** The Board recommends that Shareholders vote in **FAVOUR** of Resolutions 3 to 6. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolutions 3 to 6.

Pursuant to Clause 7.1 of the Constitution Messrs Chmiel, Ibrahim, Licciardo and Lobb will retire and seek election.

Mr Chmiel was appointed to the Board on 1 November 2016.

Georg Chmiel has over 23 years of experience in the financial services industry, online media and real estate industry. Until September 2016, Georg was Managing Director and CEO of iProperty Group, Asia's number one online property group, operating in seven countries across Asia.

Previously, Georg was Managing Director and CEO of LJ Hooker Group with 700 offices across nine countries providing residential and commercial real estate as well as financial services. Before that, Georg held the position of CFO and General Manager International at REA Group Ltd (ASX: REA) and was instrumental in building a solid platform for expansion which allowed exponential growth. With companies such as Deutsche Bank and McKinsey & Company, Georg has also built his expertise in the area of strategy, innovative technologies, distribution and corporate finance with a clear focus on growth companies and disruptive technologies.

Georg is a member of the American Institute of Certified Public Accountants and a Fellow of the Australian Institute of Company Directors. Georg is also a Non-Executive Director of Centrepont Alliance (ASX: CAF) and Chief Financial Officer of iflix Group.

Mr Ibrahim was appointed to the Board on 26 June 2016.

Khalil has extensive experience in the Automotive industry and is currently the Managing Director and controlling shareholder of SISMA Auto (a dealer group representing Jaguar Land Rover in Malaysia). He is also a Director of Jaguar Land Rover (Malaysia), the sole importer and distributor for Jaguar Land Rover in Malaysia. Prior to that, Khalil worked with the Boston Consulting Group at their Sydney and New York offices.

Khalil holds Bachelor degrees in Commerce (Majoring in Finance) and Engineering (Majoring in Mechanical Engineering). He studied at the University of Western Australia and University of California, Berkeley.

Mr Licciardo was appointed to the Board on 9 December 2016.

Mark Licciardo (B Bus (Acc), GradDip CSP, FGIA, FAICD) is the founder and Managing Director of Mertons Corporate Services. He has extensive experience in working with Boards of Directors of high profile ASX listed companies in the areas of corporate governance, accounting & finance and company secretarial practices during a 30 year corporate career in banking and finance, funds management, investment, infrastructure development and in the establishment and management of a consulting business. A former company secretary of Top 50 ASX listed companies Transurban Group and Australian Foundation Investment Company Limited, Mark is also the former Chairman of the Governance Institute of Australia (GIA) Victoria division and Melbourne Fringe Festival and a current non-executive director of a number of public and private companies.

Mr Lobb was appointed to the Board on 9 December 2016.

Chris Lobb FGIA, CPA, MAICD has been a Chartered Secretary for over 20 years having first held the role with the Gandel Group of Companies, an entity with interests in property (listed and un-listed), investment and funds management. After this initial role he continued as a dedicated Company Secretary with Colonial First State, MSF Sugar Limited and GSG Limited in both listed and non-listed environments. In addition to these appointments, Chris was a member of the National Board of Chartered Secretaries Australia (now Governance Institute of Australia) including serving as Chairman of the Victorian Division. Chris was also a non-executive director of Box Hill Institute of TAFE from 2005 to 2010 and holds a degree in accounting.

The Board of Directors (other than the Director who is the subject of each resolution) supports the election of Messrs Chmiel, Ibrahim, Licciardo and Lobb.

#### **Resolution 7 to 14 – Approval to issue ordinary shares to Directors**

**Board recommendation and undirected proxies.** The Board recommends that Shareholders vote in **FAVOUR** of Resolutions 7 to 14. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolutions 7 to 14.

Messrs Bhatia, Britt, Chmiel, Di Gregorio, Elliott, Grove, Ibrahim and McIntyre (together the Related Parties) all executed Letters of Appointment pursuant to which each of the Related Parties agreed to provide services to the Company as Non-Executive Directors.

In consideration of the appointments, the Company agreed to pay each of the Related Parties (or an entity nominated by them), the following remuneration for the period 1 January 2016 – 31 December 2016 or the period of their tenure as Director during the 2016 Financial Year:

- (a) Mr Bhatia:  
as a non-executive Director the annual rate of \$48,000 in shares.
- (b) Mr Britt:  
as non-executive Director the annual rate of \$48,000 in shares.
- (c) Mr Chmiel  
as non-executive Director the annual rate of \$48,000 in shares.
- (d) Mr Di Gregorio:  
as a non-executive Director the annual rate of \$48,000 in shares.
- (e) Mr Elliott:  
as a non-executive Director the annual rate of \$48,000 in shares.
- (f) Mr Grove:  
as a non-executive Chairman the annual rate of \$60,000 in shares.

- (g) Mr Ibrahim:  
as a non-executive Director the annual rate of \$48,000 in shares.
- (h) Mr McIntyre:  
as a non-executive Director the annual rate of \$48,000 in shares.

The Company is seeking shareholder approval for all purposes, including ASX Listing Rules 10.11, for the grant of the relevant fully paid ordinary shares to the Related Parties.

Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12 month period. When an entity issues or agrees to issue securities under ASX Listing Rule 7.1 without shareholder approval, that issue or agreement to issue uses up part of the 15% available under that rule. However, if approval is given under ASX Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1. This means that the fully paid ordinary shares granted to the Related Parties will not use up part of the 15% available under ASX Listing Rule 7.1.

#### **Issue of shares to Mr Ajay Bhatia**

The Board recommends that Members approve the grant of a total of 89,545 fully paid ordinary shares in the capital of the Company to Ajay Bhatia.

#### **Issue of shares to Mr Mark Britt**

The Board, Mr Britt aside, recommends that Members approve the grant of a total of 95,012 fully paid ordinary shares in the capital of the Company to Mark Britt.

#### **Issue of shares to Mr Georg Chmiel**

The Board, Mr Chmiel aside, recommends that Members approve the grant of a total of 15,618 fully paid ordinary shares in the capital of the Company to Georg Chmiel.

#### **Issue of shares to Mr Shaun Di Gregorio**

The Board recommends that Members approve the grant of a total of 47,115 fully paid ordinary shares in the capital of the Company to Shaun Di Gregorio.

#### **Issue of shares to Mr Lucas Elliott**

The Board, Mr Elliott aside, recommends that Members approve the grant of a total of 95,012 fully paid ordinary shares in the capital of the Company to Lucas Elliott.

#### **Issue of shares to Mr Patrick Grove**

The Board, Mr Grove aside, recommends that Members approve the grant of a total of 118,765 fully paid ordinary shares in the capital of the Company to Patrick Grove.

#### **Issue of shares to Mr Syed Khalil Ibrahim**

The Board, Mr Ibrahim aside, recommends that Members approve the grant of a total of 48,417 fully paid ordinary shares in the capital of the Company to Syed Khalil Ibrahim.

#### **Issue of shares to Mr Cameron McIntyre**

The Board recommends that Members approve the grant of a total of 89,545 fully paid ordinary shares in the capital of the Company to Cameron McIntyre.

The proposed grants are in respect of fully paid ordinary shares at a valuation of \$0.5052 (being the Volume Weighted Average Price for the period 1 January 2016 to 31 December 2016) per share that are to be issued as the Directors' remuneration, subject to Shareholder approval and priced in line with agreements with Directors.

Remunerating Directors in this manner reduces the cash cost to the Company and aligns the reward to Directors with those of Shareholders. The fully paid ordinary shares will be issued *pari passu* to existing securities and not subject to a trading lock. The shares will be issued within one month from the date of the Meeting.

### **Resolution 15 – Approval of 10% Placement Facility**

**Board recommendation and undirected proxies.** The Board recommends that Shareholders vote in **FAVOUR** of Resolution 15. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 15.

ASX Listing Rule 7.1A provides that an eligible entity may seek shareholder approval by special resolution at its Annual General Meeting to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue over a period of 12 months after the Annual General Meeting (10% Placement Capacity). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

If Shareholders approve Resolution 15, the number of equity securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below).

An eligible entity is one that, as at the date of the relevant Annual General Meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300,000,000.

Any equity securities issued must be in the same class as an existing class of quoted equity securities. The Company currently has one class of quoted equity securities on issue, being Shares (ASX Code: ICQ).

The number of equity securities that the Company may issue under the approval sought by Resolution 15 will be calculated in accordance with the following formula as set out in ASX Listing Rule 7.1A:

**(A x D) – E**

Where:

**A** = the number of fully paid Shares on issue 12 months before the date of issue or agreement to issue:

plus the number of Shares issued in the 12 months under an exception in ASX Listing Rule 7.2;

plus the number of partly paid Shares that became fully paid in the 12 months;

plus the number of fully paid Shares issued in the 12 months with the approval of Shareholders under ASX Listing Rules 7.1 and 7.4; and

less the number of fully paid Shares cancelled in the 12 months.

**D** = 10%.

**E** = the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of Shareholders under ASX Listing Rule 7.1 or 7.4.

Technical information required by ASX Listing Rule 7.1A

While the Company does not have any immediate plans to issue shares, purposes for which shares may be issued pursuant to Resolution 15 may include the raising of capital to facilitate further investment opportunities.

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Resolution 15:

**Minimum Price:** Under the ASX Listing Rules, the minimum price at which the equity securities may be issued is 75% of the volume weighted average price of equity securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the equity securities are to be issued is agreed; or
- (ii) if the equity securities are not issued within 5 ASX trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

**Risk of voting dilution:** Shareholders should be aware there is a risk of economic and voting dilution that may result from an issue of equity securities under the 10% Placement Capacity, including the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting where approval is being sought; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the date of issue.

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any equity securities under the issue, unless the only equity securities issued under the 10% Placement Capacity are options and these options are not exercised.

If Resolution 15 is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below, assuming that any options issued under the 10% Placement Capacity are exercised.

The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the current market price of the Shares and the current number of Shares on issue as at the date of this notice of Meeting.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula set out above) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.<sup>1</sup>

Number of Shares on issue (Variable "A" in ASX Listing Rule 7.1A.2)		Dilution		
		\$0.135 50% decrease in Issue Price	\$0.270 Current Issue Price	\$0.540 100% increase in Issue Price
<b>Current Variable A</b>  320,955,194	<b>10% Voting dilution</b>	32,095,519	32,095,519	32,095,519
	<b>Funds raised</b>	\$4,332,895	\$8,665,790	\$17,331,580
<b>50% increase in current Variable A</b>  481,432,791	<b>10% Voting dilution</b>	48,143,279	48,143,279	48,143,279
	<b>Funds raised</b>	\$6,499,343	\$12,998,685	\$25,997,371
<b>100% increase in current Variable A</b>  641,910,388	<b>10% Voting dilution</b>	64,191,039	64,191,039	64,191,039
	<b>Funds raised</b>	\$8,665,790	\$17,331,580	\$34,663,161

<sup>1</sup> The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of shares available under ASX Listing Rule 7.1A;
- (ii) The table shows only the effect of shares issues under ASX Listing Rule 7.1A and does not factor in the Company's ability to issue up to 15% of its issued capital under ASX Listing Rule 7.1;
- (iii) The current issue price is \$0.27, being the closing price of the shares on ASX on 20 March 2017.
- (iv) The current number of shares on issue is the Shares on issue as at 20 March 2017.

The table shows:

- two examples where variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of shares the Company has on issue. The number of shares on issue may increase as a result of issues of shares that do not require approval (for example, a pro rata entitlements issue) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- two examples of where the issue price of shares has decreased by 50% and increased by 100% as against the current market price.

If Shareholder approval is granted for Resolution 15, then that approval will expire on the earlier of:

- (i) 26 May 2018, being 12 months from the date of the Meeting; or
- (ii) the date Shareholder approval is granted to a transaction under ASX Listing Rule 11.1.2 (proposed change to nature and scale of activities) or ASX Listing Rule 11.2 (change involving main undertaking).

The approval under ASX Listing Rule 7.1A will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

**Purpose of Issue under 10% Placement Capacity:** The Company may issue equity securities under the 10% Placement Capacity for various purposes including the following:

- (i) to raise cash, in which case the Company intends to use funds raised for investment purposes in line with the Company’s investment policy outlined in the Company’s prospectus or to fund expenditure on existing assets or for general working capital; or
- (ii) as non-cash consideration for investments, and in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

**Allocation under the 10% Placement Capacity:** The allottees of the equity securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of equity securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the equity securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

**Previous Approval under ASX Listing Rule 7.1A:** The Company has previously obtained Shareholder approval under ASX Listing Rule 7.1A at the 2016 Annual General Meeting held on 25 May 2016.

Information required under ASX Listing Rule 7.3A.6(a): The table below shows the total number of equity securities issued in the past 12 months preceding the date of the Annual General Meeting and the percentages those issues represent of the total number of equity securities on issue at the commencement of the 12 month period.

Equity securities issued in the prior 12 month period	<ol style="list-style-type: none"> <li>174,970 Shares – issued under ASX Listing Rule 7.1 and approved by Shareholders at the 2016 AGM.</li> <li>293,822 Shares – issued under ASX Listing Rule 7.1 and approved by Shareholders at the 2016 AGM.</li> <li>341,381 Shares – issued under ASX Listing Rule 10.11 following approval by Shareholders at the 2016 AGM.</li> <li>349,673 Shares – issued under ASX Listing Rule 7.1</li> <li>37,766,831 Shares – issued under ASX Listing Rule 7.1 and approved by Shareholders at the 2016 GM.</li> <li>16,920,669 Shares – issued under ASX Listing Rule 7.1A and approved by Shareholders at the 2016 GM</li> <li>17,187,500 Shares – issued under ASX Listing Rule 7.1 following approval by Shareholders at the 2016 GM.</li> </ol>
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	22.76%

Information required under ASX Listing Rule 7.3A.6(b): The below table sets out specific details for each issue of equity securities that has taken place in the 12 month period preceding the date of this AGM.

Date	Holder	Class	# of Shares	\$AUD
04/03/2016	Damon Rielly, and Joey Norman Caisse & Sarah Linwood Cassie	FPO	174,970	0.6544
04/03/2016	Joey Norman Caisse & Sarah Linwood Cassie, Lynsey McCulloch and Pedro De Sttau Monteiro Ortet	FPO	293,822	0.8661
14/06/2016	Ajay Bhatia - Nomiess Carsales.com	FPO	55,421	0.8661
14/06/2016	Mark Britt	FPO	55,421	0.8661
14/06/2016	Shaun Di Gregorio	FPO	55,421	0.8661
14/06/2016	Lucas Elliott - Nominee Catcha Group	FPO	55,421	0.8661
14/06/2016	Patrick Grove - Nominee Catcha Group	FPO	69,276	0.8661
14/06/2016	Cameron McIntyre - Nominee Carsales.com	FPO	55,421	0.8661
30/08/2016	Damon Reilly	FPO	309,321	0.8368
30/08/2016	Damon Reilly	FPO	40,352	1.2390
07/09/2016	Sophisticated Investors	FPO	37,766,831	0.3200
07/09/2016	Sophisticated Investors	FPO	16,920,669	0.3200
10/11/2016	Syed Khalil Syed Ibrahim	FPO	1,562,500	0.3200
10/11/2016	Catcha Group Pte Ltd	FPO	15,625,000	0.3200

No discounts were offered on any of the share issue prices.

No funds have yet been used from the shares issued on 7 September and 10 November 2016. The Company intends to use the proceeds raised from this issue to expedite growth by investing in innovative new product and technology, increased marketing, enhanced employee capability and geographical expansion with the goal of accelerating iCar's revenue profile and future profitability.

All other shares issued were non-cash consideration remunerating Directors and Employees.

### **Resolution 16 – Approval of issue of options to Mr Georg Chmiel**

**Board recommendation and undirected proxies.** The Board recommends that Shareholders vote in **FAVOUR** of Resolution 16. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 16.

The Board is recommending that Members approve the grant and issue of a total of 1,000,000 options over fully paid ordinary shares exercisable at \$0.40 per option in the capital of the Company to the Chairman Mr Georg Chmiel. Upon exercise the options will convert into 1,000,000 fully paid ordinary shares.

The proposed grant is in respect of 1,000,000 options to be granted within one month of the date of the Annual General Meeting and if approved will comprise a component of Mr Chmiel's Chairman remuneration. Remunerating Directors in this manner reduces the cash cost to the Company and aligns the reward to Directors with those to shareholders.

The Company is seeking shareholder approval for all purposes, including ASX Listing Rules 10.11, for the grant of the options to Mr Chmiel.

Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12 month period. When an entity issues or agrees to issue securities under ASX Listing Rule 7.1 without shareholder approval, that issue or agreement to issue uses up part of the 15% available under that rule. However, if approval is given under ASX Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1. This means that the options issued to Mr Chmiel and any shares issued pursuant to this approval will not use up part of the 15% available under ASX Listing Rule 7.1.

No funds will be raised by the issue of the options to Mr Chmiel. However upon exercise of the options the funds will be employed for working capital.

The terms of the options are as follows:

- The Company will grant Mr Chmiel or his nominee 1,000,000 options within one month of the Annual General Meeting if shareholders give their approval to the grant;
- The Options will vest on 31 December 2019 or upon receipt of a takeover or change of control offer;
- The Options may not be assigned or transferred;
- The Options expire on 31 December 2021;
- If Mr Chmiel retires or resigns other than for health reasons before the options vest they are forfeited.
- The Options are subject to the ASX Listing Rules relating to capital reorganisation. The rights of an option holder may be changed to comply with the listing rules applying to a reorganisation of capital at the time of the reorganisation.

The Directors, Mr Chmiel aside, recognise the need to provide an incentive to the Chairman and recommend that the Members approve the grant of these options to Mr Chmiel.



## **Resolution 17 – Approval of issue of options to Mr Hamish Stone**

**Board recommendation and undirected proxies.** The Board recommends that Shareholders vote in **FAVOUR** of Resolution 17. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 17.

The Board is recommending that Members approve the grant and issue of a total of 2,500,000 options over fully paid ordinary shares in the capital of the Company to the Company's Chief Executive Office Hamish Stone. Upon exercise the options will convert into 2,500,000 fully paid ordinary shares.

The proposed grant is in respect of 2,500,000 options to be granted on the following terms and conditions:

- 750,000 options exercisable at \$0.40 per option, vesting two years from the issue date, expiring 5 years from the issue date.
- 750,000 options exercisable at \$0.60 per option and, subject to the share price in any 10 day window pre expiry reaching above \$0.40, vesting two years from the issue date, expiring 5 years from the issue date.
- 1,000,000 options exercisable at \$0.80 per option and, subject to the share price in any 10 day window pre expiry reaching above \$0.60, vesting two years from the issue date, expiring 5 years from the issue date.

If approved, the options will be issued within three months of the date of the Annual General Meeting. Remunerating senior management in this manner reduces the cash cost to the Company and aligns the reward to senior management with those to shareholders.

Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12 month period. When an entity issues or agrees to issue securities under ASX Listing Rule 7.1 without shareholder approval, that issue or agreement to issue uses up part of the 15% available under that rule.

No funds will be raised by the grant of options to Mr Stone. However upon exercise of the options the funds will be employed for working capital.

The terms of the options are as follows:

- The Company will grant Mr Stone or his nominee 2,500,000 options within one month of the Annual General Meeting if shareholders give their approval to the grant and subject to the above exercise conditions;
- The options will vest as set out above;
- The Options may not be assigned or transferred;
- The Options expire 5 years from the issue date;
- If Mr Stone retires or resigns other than for health reasons before the options vest they are forfeited.
- The Options are subject to the ASX Listing Rules relating to capital reorganisation. The rights of an option holder may be changed to comply with the listing rules applying to a reorganisation of capital at the time of the reorganisation.

The Directors recognise the need to provide an incentive to senior management and recommend that the Members approve the grant of these options to Mr Stone.

**Glossary**

In this Explanatory Memorandum, and the Notice of Meeting:

**Board** means the board of directors of the Company.

**Company** means iCar Limited.

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

**Director** means a director of the Company.

**Explanatory Memorandum** means this explanatory memorandum which forms part of the Notice of Meeting.

**ASX Listing Rules** means the listing rules of the ASX Limited.

**Meeting** means the Annual General Meeting of the Company the subject of this Notice of Meeting scheduled to occur on Friday 26 May 2017.

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

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

ICQ  
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 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form



### 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: I9999999999 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 2:00pm AEST Wednesday 24 May 2017**

## 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.



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## 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 iCar Asia 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 iCar Asia Limited to be held at Computershare Investor Services Pty Limited, Conference Centre Yarra Falls, 452 Johnston Street Abbotsford VIC 3067 on Friday, 26 May 2017 at 2:00pm AEST and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 1 (except where I/we have indicated a different voting intention below) even though Item 1 is 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 Item 1 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			For	Against	Abstain
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Approval to issue ordinary shares to Mr Shaun Di Gregorio	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Mr Patrick Grove as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Approval to issue ordinary shares to Mr Lucas Elliott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of Mr Georg Chmiel as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	Approval to issue ordinary shares to Mr Syed Khalil Ibrahim	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Election of Mr Syed Khalil Ibrahim as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13	Approval to issue ordinary shares to Mr Patrick Grove	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Election of Mr Mark Licciardo as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14	Approval to issue ordinary shares to Mr Cameron McIntyre	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Election of Mr Christopher Lobb as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Approval to issue ordinary shares to Mr Ajay Bhatia	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16	Approval of issue of options to Mr Georg Chmiel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Approval to issue ordinary shares to Mr Mark Britt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17	Approval of issue of options to Mr Hamish Stone	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Approval to issue ordinary shares to Mr Georg Chmiel	<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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