



## **NOTICE OF ANNUAL GENERAL MEETING 2016**

**HELLOWORLD LIMITED**  
**(ABN 60 091 214 998)**

Notice is hereby given that the 2016 Annual General Meeting of Helloworld Limited ('HLO' or the '**Company**') will be held at 1.00pm on Tuesday 22 November 2016 at Level 10, 338 Pitt Street, Sydney NSW 2000.

This Notice of Meeting should be read in conjunction with the Explanatory Notes accompanying this Notice of Meeting on pages 8 to 17. Terms used in this Notice of Meeting have the meaning given to them in the Glossary on page 12.

### **BUSINESS OF THE MEETING**

#### **Annual Report**

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

To receive and consider the Financial Report, together with the Directors' Report and the Auditor's Report, for the financial year ended 30 June 2016.

*Note: A copy of the Company's 2016 Annual Report (including the Financial Report, Directors' Report and Auditor's Report) is accessible on the Company's website at the following address: [www.helloworldlimited.com.au/investors/annual-reports](http://www.helloworldlimited.com.au/investors/annual-reports).*

#### **Resolutions**

##### **1. Adoption of Remuneration Report**

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

"That the Remuneration Report (which forms part of the Directors' Report) for the financial year ended 30 June 2016 be adopted."

Voting exclusions apply to this resolution. See page 3 for details.

## 2. Election of Directors

### 2.1 Election of Cinzia Burnes

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

*“That Cinzia Burnes, who retires in accordance with the Constitution and, being eligible, offers herself for election, be elected as a Director.”*

### 2.2 Election of Garry Hounsell

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

*“That Garry Hounsell, who retires in accordance with the Constitution and, being eligible, offers himself for election, be elected as a Director.”*

## 3. Financial Assistance

To consider and, if thought fit, to pass the following resolutions as special resolutions:

### 3.1 *“That for the purposes of section 260B(2) of the Corporations Act 2001 (Cth) (“Corporations Act”), approval is given for each of:*

*(a) AOT Group Limited (ACN 106 495 498);*

*(b) AOT Inbound Pty Limited (ACN 073 167 129);*

*(c) ATS Pacific Pty Ltd (ACN 164 818 820); and*

*(d) Australian Online Travel Pty Ltd (ACN 105 135 331)*

*(each a **Subsidiary**) to give financial assistance as described in the Disclosure Statement”; and*

### 3.2 *“Each Subsidiary may enter into and give effect to the documents required to implement the financial assistance as described in the Disclosure Statement.”*

For further information, please refer to the Disclosure Statement made in accordance with section 260B(4) of the *Corporations Act*, which forms part of this notice of general meeting.

## VOTING EXCLUSIONS

### Resolution 1 (Adoption of Remuneration Report)

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

- (a) any votes cast (in any capacity) on Resolution 1 by or on behalf of:
  - (i) any member of the Key Management Personnel ('KMP') details of whose remuneration are included in the Remuneration Report for the financial year ended 30 June 2016; or
  - (ii) a Closely Related Party of any such member of the KMP; and
- (b) any votes cast as a proxy on Resolution 1 by any other person who is a member of the KMP at the date of the Meeting, or by a Closely Related Party of any such person.

For the definitions of KMP and Closely Related Party, please refer to the Glossary on page 12. Members of the KMP include Directors (both Executive and Non-Executive) and certain senior executives.

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

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

Please read the information under the heading 'Chairman as proxy' on page 6, which deals with the Chairman's voting of undirected proxies on Resolution 1.

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

## BACKGROUND INFORMATION

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

## ATTENDANCE AND VOTING

### ENTITLEMENT

You will be entitled to attend and vote at the Annual General Meeting if you are registered as a shareholder of the Company as at 1.00 pm (AEDT) on Sunday, 20 November 2016. This is because, in accordance with the *Corporations Regulations*, the Board of Directors has determined that the Shares on issue at that time will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

### HOW TO VOTE

#### Voting in person

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

#### Corporate representatives

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

#### Voting by proxy

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

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

To be effective for the scheduled meeting, a proxy appointment (and any power of attorney or other authority under which it is signed or otherwise authenticated, or a certified copy of that authority) must be received at an address or fax number set out below no later than 1.00pm (AEDT) on Sunday, 20 November 2016 (being 48 hours before the commencement of the meeting). Any proxy appointment received after that time will not be valid for the scheduled meeting.

In person                      Registered Office –  
Level 14, 80 Pacific Highway,  
North Sydney NSW 2060

By mail                        Share Registry –  
Computershare Investor Services Pty Limited  
GPO Box 242,  
Victoria 3001 Australia

By fax                         Share Registry –  
1800 783 447 (within Australia)  
+61 3 9473 2555 (outside Australia)

Registered Office –  
Level 14, 80 Pacific Highway,  
North Sydney NSW 2060  
+61 2 8229 4000

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

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

## Voting by attorney

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

## Chairman as proxy

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

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

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

## Other members of KMP as proxy

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

## QUESTIONS FROM SHAREHOLDERS

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

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

- conduct of the audit;
- preparation and content of the Auditor's Report for the financial year ended 30 June 2016;

- accounting policies adopted by the Company in relation to the preparation of the financial statements contained in the Financial Report for that year; and
- independence of the auditor in relation to the conduct of the audit.

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

If you wish to submit a question in advance of the meeting, you may do so by sending your question to one of the addresses or facsimile numbers below by no later than Wednesday, 16 November 2016.

In person	Registered Office – Level 14, 80 Pacific Highway, North Sydney NSW 2060
By mail	Share Registry – Computershare Investor Services Pty Limited GPO Box 242, Victoria 3001 Australia
By e-mail	<a href="mailto:stephen.harris@helloworld.com.au">stephen.harris@helloworld.com.au</a>
By fax	Share Registry – 1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)

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

By Order of the Board

Michael Burnett  
Group Company Secretary  
Helloworld Limited  
10 October 2016

## EXPLANATORY NOTES

### RECEIPT AND CONSIDERATION OF THE FINANCIAL REPORT, DIRECTORS' REPORT AND AUDITOR'S REPORT

The *Corporations Act* requires the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2016 to be laid before the Annual General Meeting.

The 2016 Annual Report of the Company, including the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report for the year ended 30 June 2016, may be accessed by visiting the Company's investor relations website at [www.helloworldlimited.com.au/investors/annual-reports](http://www.helloworldlimited.com.au/investors/annual-reports). A printed copy of the 2016 Annual Report has been sent to those shareholders who have elected to receive one.

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

Shareholders will also be given a reasonable opportunity during this item of business to ask a representative of the Company's auditor, PwC, questions relevant to the matters outlined under the heading 'Questions from Shareholders' on page 6.

### RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

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

However, the *Corporations Act* provides for a 'two strikes rule' in relation to voting on the Remuneration Report. This rule would apply if, at two consecutive Annual General Meetings, the resolution for adoption of the Remuneration Report were to receive a 'no' vote of 25% or more of the votes cast on the resolution. In that case, a further resolution (a 'spill resolution') would be required to be put to shareholders at the second of those Annual General Meetings. If passed, the spill resolution would require an extraordinary general meeting of the Company (a 'spill meeting') to be held within 90 days of the second Annual General Meeting, for the purpose of considering the election of Directors. At the spill meeting, the directors (other than the Managing Director) who were in office at the date of approval by the Board of the most recent Directors' Report would cease to hold office, unless re-elected at the meeting. For any spill resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it.

In addition, if comments are made on the Remuneration Report at the Annual General Meeting and 25% or more of the votes cast on Resolution 1 are against the adoption of the Remuneration Report, the Company's Remuneration Report for the current financial year will



be required to include an explanation of the Board's proposed action in response to those comments or, if no action is proposed, the Board's reasons for this.

At the Company's 2015 Annual General Meeting, 99.58% of the votes cast on the resolution for adoption of the Remuneration Report were in favour of the resolution and no comments were made on the Remuneration Report at that meeting.

The Remuneration Report is on pages 25 to 36 of the 2016 Annual Report, which may be accessed by visiting the Company's investor relations website at:  
[www.helloworldlimited.com.au/investors/annual-reports](http://www.helloworldlimited.com.au/investors/annual-reports)

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

Please read the information under the heading 'Chairman as proxy' on page 6, which deals with the Chairman's voting of undirected proxies on the resolution for adoption of the Remuneration Report (Resolution 1).

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

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

## RESOLUTION 2 – ELECTION AND RE-ELECTION OF DIRECTORS

### Background

Cinzia Burnes is a Director appointed by the Board who will retire and stand for election at the Annual General Meeting. In accordance with rule 3.3 of the Constitution, the Board may appoint a person to be a Director at any time except during a general meeting. Any Director so appointed automatically retires at the next Annual General Meeting and is eligible for election by that general meeting.

Cinzia Burnes intends to stand for election at the 2016 Annual General Meeting.

Garry Hounsell is a Director and Chairman appointed by the Board who will retire and stand for election at the Annual General Meeting. In accordance with rule 3.3 of the Constitution, the Board may appoint a person to be a Director at any time except during a general meeting. Any Director so appointed automatically retires at the next Annual General Meeting and is eligible for election by that general meeting.

Garry Hounsell intends to stand for election at the 2016 Annual General Meeting.

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

### Resolution 2.1 – Election of Cinzia Burnes

Mrs Burnes was appointed Group General Manager – Wholesale and Inbound, Helloworld Limited and to the Board on 1 February 2016.

Mrs Burnes brings extensive sector and management experience to the Board.

In 1982, she commenced her career in travel and after working as a wholesaler in Italy for 9 years. She has played a pivotal role over 26 years in growing AOT from a regional safari operator into one of Australasia's leading travel distribution businesses with 550 staff in 15 location worldwide with annual revenues in excess of \$360 million.

The AOT Group was privately owned by Andrew and Cinzia Burnes until its merger with Helloworld Limited in February 2016.

Mrs Burnes was a Director of Tourism Victoria from 2013 to 2015. She has also served as a Board member of Health Services Australia from 2005 to 2007 and the Australian Tourist Commission from 2001 to 2004.

The Board of Directors (excluding Mrs Burnes) recommends that shareholders vote in favour of Mrs Burnes' election as a Director. Mrs Burnes makes no recommendation because of her personal interest in the resolution.

## **Resolution 2.2 – Election of Garry Hounsell**

Mr Hounsell was appointed to the Board on 4 October 2016.

Mr Hounsell is currently a Director of Treasury Wine Estates Limited (since 2012), Dulux Group Limited (since 2010), Spotless Group Holdings Limited (since 2014) and Integral Diagnostics Limited (since 2015).

Mr Hounsell held previous roles including as Chairman of PanAust Limited (2008 to 2015), a Director of Qantas Airways Limited (2005 to 2015), Senior Partner of Ernst & Young, Chief Executive Officer and Country Managing Partner of Arthur Andersen, a Board member of Freehills (now Herbert Smith Freehills) as well as Deputy Chairman of the Board of Mitchell Communication Group Limited.

Mr Hounsell is a Fellow of the Australian Institute of Company Directors and Chartered Accountants in Australia and New Zealand.

Mr Hounsell is Chairman of the Board.

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

## **RESOLUTION 3 – APPROVE FINANCIAL ASSISTANCE**

Attached as Appendix 1 is a Disclosure Statement which explains in further detail the proposed Financial Assistance Resolution set out on page 2 of this Notice of Meeting which must be passed under section 260B(2) of the Corporations Act in connection with the financial assistance related to the acquisition of the AOT Group Limited on 1 February 2016 and to enable each Subsidiary to provide the financial assistance described in the Statement.

## GLOSSARY

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

**Board** means the board of Directors.

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

**Company** means Helloworld Limited ABN 60 091 214 998.

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

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

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

**Disclosure Statement** means the statement as required by section 260B(4) of the Corporations Act in respect of the proposed financial assistance.

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

**Group** means the Company and its controlled entities.

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

**Notice of Meeting** means the 2016 Notice of Annual General Meeting.

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

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

### Disclosure Statement

This Disclosure Statement has been prepared in connection with a proposed resolution of the Company to approve the giving of financial assistance by each subsidiary below:

- (a) AOT Group Limited (ACN 106 495 498);
- (b) AOT Inbound Pty Limited (ACN 073 167 129);
- (c) ATS Pacific Pty Ltd (ACN 164 818 820); and
- (d) Australian Online Travel Pty Ltd (ACN 105 135 331),

(each a “**Subsidiary**”)

within the meaning of section 260A of the *Corporations Act 2001* (Cth) (“**Corporations Act**”) (“**Financial Assistance Resolution**”).

This Disclosure Statement and the other attachments (if any) to the Notice of General Meeting (“**Notice**”) which it accompanies are important documents. Please read them carefully.

#### 1. Background to the requirement for the Financial Assistance Resolution

##### 1.1 Restrictions on companies giving financial assistance

Pursuant to section 260A(1) of the Corporations Act a company may financially assist a person to acquire shares (or units of shares) in the company or a holding company of the company only if:

- (a) giving the assistance does not materially prejudice:
  - (i) the interests of the company or its shareholders; or
  - (ii) the company’s ability to pay its creditors;
- (b) the assistance is approved by shareholders under section 260B of the Corporations Act; or
- (c) the assistance is exempted under section 260C of the Corporations Act.

The requirements for shareholder approval under section 260B of the Corporations Act are described in section 1.2 below.

##### 1.2 Shareholder approval of financial assistance

Under section 260B(1) of the Corporations Act, for a company to financially assist a person to acquire shares (or units of shares) in itself or its holding company, the financial assistance must be approved by:

- (a) a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by the person acquiring the shares (or units of shares) or by their associates; or
- (b) a resolution agreed to, at a general meeting, by all ordinary shareholders.

If, immediately after the acquisition, the company will be a subsidiary of another domestic corporation that is listed in Australia ("**Ultimate Australian Holding Company**"), then the financial assistance must also be approved by a special resolution passed under section 260B(2) of the Corporations Act at a general meeting of that Ultimate Australian Holding Company.

### 1.3 Shareholders approval

The purpose of this Disclosure Statement is to explain in further detail the proposed Financial Assistance Resolution set out in the Notice which must be passed under section 260B(2) of the Corporations Act to enable each Subsidiary to provide the financial assistance in connection with the Acquisition (as further described in section 2 below).

## 2 Transaction

### 2.1 Acquisition

Helloworld Limited ("**Acquirer**") has acquired all of the issued share capital of AOT Group Limited ("**Target**") pursuant to the Merger Implementation Agreement dated 20 November 2015 between the Acquirer and certain persons named therein as the vendors (the "**Acquisition**").

The Acquirer became the ultimate Australian holding company of each Subsidiary immediately after the Acquisition.

### 2.2 Financing

In connection with the Acquisition and other associated transactions, it is proposed that each Subsidiary will enter into one or more finance documents as described in Schedule 1 to the Disclosure Statement (as defined below), including without limitation:

- (c) the accession letter to the Facility Agreement (as defined below) ("**Accession Letter**") pursuant to which, among other things:
  - (i) each Subsidiary will accede to the facility agreement dated 30 September 2010 (as amended from time to time) between, among others, AUS STS Holdco II Pty Limited and Helloworld Travel Services (NZ) Limited (each a "**Borrower**"), Westpac Banking Corporation ("**Westpac**") and Westpac New Zealand Limited (together with Westpac, the "**Lenders**") (the "**Facility Agreement**"); and
  - (i) each Subsidiary will provide certain representations, warranties, undertakings, covenants and indemnities in favour of the Lenders and will provide a guarantee and indemnity in favour of the Lenders for all amounts owing under the Facility Agreement and any other Finance Documents (as defined in the Facility Agreement); and
- (d) the general security deed over all or substantially all of each Subsidiary's assets in favour of Westpac (each the "**General Security Deed**").

Under the Facility Agreement, the Lenders make facilities available to the Borrowers which may be used by the Borrowers to finance, among other things:

- (a) the Acquisition and to pay associated transaction expenses; and

- (b) the working capital requirements and general corporate purposes of the Group (as defined in the Facility Agreement),

(together with any subsequent refinancing or replacement of the facilities under the Facility Agreement or replacement of other Finance Documents (as defined in the Facility Agreement), referred to as the “**Financing**”).

The Acquisition and the Financing together are referred to as the “**Transaction**”.

### 3. **Effect of the proposed financial assistance**

The provision of guarantees and indemnities under the Facility Agreement, the grant of security and/or the execution of one or more of the documents described in Schedule 1 to this Disclosure Statement (each a “**Document**”) may involve the provision of financial assistance by a Subsidiary in connection with the Transaction including without limitation:

- (a) **(joint and several liability)**: each Subsidiary will assume a joint and several liability with the borrowers and/or other guarantors;
- (b) **(guarantee and indemnities)**: the Lenders may be entitled to claim by way of guarantee and indemnities provided by each Subsidiary, in whole or in part, any amounts owed under the Facility Agreement or other finance documents;
- (c) **(enforcement of security)**: the Lenders may be entitled to enforce the security granted by each Subsidiary and apply the proceeds of enforcement towards repayment of the amounts owed under the Facility Agreement or other finance documents;
- (d) **(representations and warranties and undertakings)**: each Subsidiary will provide certain representations, warranties and undertakings, and have certain restrictions imposed on the ability to:
  - (i) grant further security over its assets or dispose of assets;
  - (ii) make distributions to its shareholders; and
  - (iii) borrow money in the future or to incur further financial indebtedness;
- (e) **(event of default)**: each Subsidiary will be subject to certain events of default under the Facility Agreement or other finance documents;
- (f) **(other support)**: each Subsidiary may be required to make available directly or indirectly its cash flows (whether through dividends, capital distributions, intercompany loans or otherwise) or other resources in order to enable the borrowers and/or other guarantors to comply with their payment and other obligations under the Facility Agreement or other finance documents.

### 4. **Reasons for giving financial assistance**

The main reasons for the giving of the financial assistance described above in connection with the Transaction are:

- (a) it benefits each Subsidiary to assist its holding company to raise money in order to later provide its subsidiaries with finance on better terms than would be available to each Subsidiary on a stand-alone basis;

- (b) each Subsidiary is interested in the financial wellbeing of its holding company, and so it is in each Subsidiary's interests to assist its holding company to raise money, because the holding company provides its subsidiaries with skill or with management and with other services;
- (c) it is a condition of the Financing that each Subsidiary accede and provide security and guarantees. If each Subsidiary does not comply with that condition in the time specified in the Facility Agreement, this will be an event of default and the Company will be forced to refinance on worse terms (which may include not being able to provide each Subsidiary with finance); and
- (d) it is a reasonable and necessary part of obtaining finance on the most favourable terms. Obtaining a facility of this nature without that requirement would have been difficult, and would have resulted in funding being obtained on more restrictive and expensive terms.

## **5. Financial Assistance Resolution**

To summarise, it is proposed that the giving by each Subsidiary of the financial assistance in connection with the Transaction be approved by the shareholders of the Company passing the Financial Assistance Resolution pursuant to section 260B(2) of the Corporations Act. The Financial Assistance Resolution is set out in the Notice accompanying this Disclosure Statement.

Shareholders of the Company may vote either for or against the Financial Assistance Resolution. The Financial Assistance Resolution will be passed if at least 75% of shareholders of the Company entitled to vote on the Financial Assistance Resolution vote in favour of the resolution.

## **6. Prior notice to Australian Securities & Investments Commission**

As required by section 260B(5) of the Corporations Act, copies of the Notice and this Disclosure Statement as sent to the shareholders were lodged with the Australian Securities & Investments Commission before their dispatch to the shareholders.

## **7. Disclosure**

The directors of the Company consider that the Notice and this Disclosure Statement contains all information known to the Company that would be material to the shareholders in deciding how to vote on the proposed resolution other than information which it would be unreasonable to require the Company to include because it has been previously disclosed to the shareholders of the Company.

## **8. Directors' recommendation**

Based on information available at this time, the directors of the Company believe that the Transaction is not materially prejudicial to the interests of each Subsidiary or its shareholders, or the ability of each Subsidiary to pay its creditors.

However, the directors consider it prudent and consistent with good business practice to seek shareholders approval.

The directors of the Company have unanimously approved the Disclosure Statement and recommend shareholders approval as set out in the Notice.



## **Schedule 1 - Documents**

Any and all agreements, deeds, instruments, consents, forms, notices, letters and other documents in connection with the Financing, including without limitation, any of the documents listed below to which a Subsidiary is expressed to be a party:

- (a) Accession Letter;
- (b) General Security Deed;
- (c) any other accession documents to the Facility Agreement and/or other Finance Documents (as defined in the Facility Agreement);
- (d) any other Finance Document (as defined in the Facility Agreement);
- (e) any other agreement (including any novation agreement) between a Subsidiary and a Finance Party (as defined in the Facility Agreement) in relation to any derivative, swap, forward contract, futures contract, financial option or other hedging or risk management transaction, including any master agreement and any transaction or confirmation under it;
- (f) any Verification Certificate (as defined in the Facility Agreement) or other certificate to be provided in connection with the Transaction;
- (g) any other document under which a Subsidiary raises debt facilities, provides a guarantee, indemnity and/or security, including in relation to obligations in connection with any subsequent refinancing or replacement of the facilities under the Facility Agreement or other Finance Document (as defined in the Facility Agreement) from time to time;
- (h) any document referred to in, defined or scheduled in or appended to any of the above;
- (i) any direction, request, consent, notice or other written communication to be given under any document referred to in or contemplated by any of the above;
- (j) any document amending, varying, supplementing, replacing or novating any of the above;
- (k) any other document which is substantially the same in form and substance to any of the above but has a different title or description or different parties; and
- (l) any other document which is required or contemplated by or which may be necessary or desirable to give effect to the transactions contemplated by the above.

**INTENTIONALLY LEFT BLANK**





## 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

HLO

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

## 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: 9999999**

**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 1.00pm (AEDT) on Sunday, 20 November 2016**

### Directing your proxy how to vote on the proposed Resolutions

#### Appointment of Proxy

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

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

#### A proxy need not be a securityholder of the Company.

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

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

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

### Lodgement of Proxy

This proxy form and an original or certified copy of any power of attorney or other authority (if any) under which it is signed must be received by the registry or the Company at the addresses provided in the top right corner of this page (or in the accompanying Notice of Meeting) no later than 1:00pm (AEDT) on Sunday 20 November 2016, or if the meeting is adjourned, at least 48 hours before the resumption of the meeting in relation to the resumed part of the meeting. Any proxy form (and any power of attorney or other authority under which it is signed) received after that time will not be valid for the purposes of the meeting.

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](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 LODGE YOUR PROXY,  
or turn over to complete the form →**

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☐

**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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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 Helloworld Limited hereby appoint

☐ the Chairman of the Meeting

OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Helloworld Limited to be held at Level 10, 338 Pitt Street, NSW 2000 on Tuesday, 22 November 2016 at 1.00pm (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 Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 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 Resolution 1 by marking the appropriate box in step 2 below.

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

## STEP 2 Items of Business

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

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.1 Election of Cinzia Burnes as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.2 Election of Garry Hounsell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Financial Assistance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date