



10 October 2019

Notice of 2019 Annual General Meeting / Proxy Form

Helloworld Travel Limited (ASX: HLO) has today dispatched to shareholders the Notice of its 2019 Annual General Meeting which is to be held in Melbourne on Thursday 14 November at 10.00am. The Notice of Annual General Meeting (including the Explanatory Notes) and Proxy Form is attached.

-ENDS-

About Helloworld Travel Limited

- Helloworld Travel Limited (ASX: HLO) is a leading Australian & New Zealand travel distribution company, comprising retail travel networks, corporate travel management services, destination management services (inbound), air ticket consolidation, wholesale travel services, and online operations.
- HLO has over 2,200 staff located in Australia, New Zealand, Fiji, the USA, Asia, India and UK/Europe and over 2,400 members of its travel agency networks in Australia and New Zealand.
- Helloworld Travel is the proud naming rights partner of Volleyball Australia and the *Helloworld Travel Volleyroos* men's and women's national teams.

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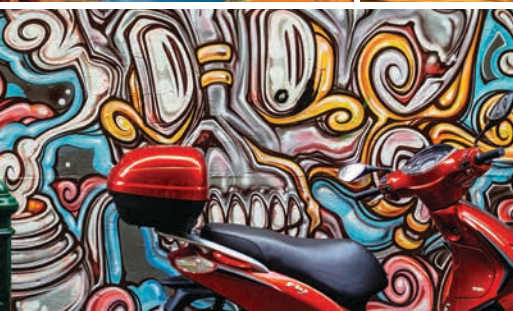


helloworld
TRAVEL LIMITED

2019 NOTICE OF ANNUAL GENERAL MEETING



Helloworld Travel Limited - Annual General Meeting
Thursday, 14 November 2019, Helloworld Travel Limited
Level 1, 179 Normanby Road, South Melbourne, VIC. 3205
Start time 10.00am (AEDT time) Registration from 9.30am



HELLOWORLD TRAVEL LIMITED

2019 ANNUAL GENERAL MEETING



Dear Shareholder

It is my pleasure to invite you to Helloworld Travel Limited's Annual General Meeting (AGM).

Venue: Helloworld Travel Limited

Address: Level 1, 179 Normanby Road, South Melbourne, Victoria, 3205

Date: Thursday, 14 November 2019

Start time: 10.00am (AEDT time)

Registration: From 9.30am

The AGM is an opportunity for directors and senior executives to interact directly with shareholders and I encourage you to attend.

For those shareholders who have elected to receive a printed copy of our 2019 Annual Report it is included with this letter. The Annual Report is also available online on our website under the Annual Reports tab in the Investor Centre (<https://www.helloworldlimited.com/annual-reports/>).

Our Chief Executive Officer, Andrew Burnes, and I will both speak at the AGM and our presentations will also be available to view on our website soon after the AGM.

An important purpose of the AGM is to allow you to vote on matters put to the meeting. Those attending will be able to vote at the meeting. Those shareholders not able to attend the AGM, but who wish to vote on matters being put to the meeting, will need to appoint a proxy. A proxy form is also enclosed with this letter.

As the AGM is the Board's opportunity to hear directly from you, should you be unable to attend the meeting but would like to submit questions on any matters related to the AGM, these can be submitted to us directly or through our Share Registry.

Details on how to appoint a proxy and how to submit a question are included under the Important Information heading following the Notice of Meeting.

As always, our directors and senior executives welcome the opportunity to mix with you informally over light refreshments at the conclusion of the AGM.

Yours sincerely,

A handwritten signature in blue ink, appearing to read 'Garry Hounsell'.

Garry Hounsell

Chairman
Helloworld Travel Limited
10 October 2019

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2019 Annual General Meeting (AGM) of Helloworld Travel Limited (ABN 60 091 214 998) ('HLO' or the 'Company') will be held at 10.00am (AEDT) on Thursday 14 November 2019 at Level 1, 179 Normanby Road, South Melbourne, VIC, 3205.

This Notice of Meeting should be read in conjunction with the Important Information on pages 4 to 6 and Explanatory Notes on pages 7 to 16 accompanying this Notice of Meeting.

All items of business at the AGM are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution.

Items of Business

1. Financial Statements and Reports

To receive and consider the financial statements and the reports of the directors and of the auditors for the year ended 30 June 2019.

Note: There is no requirement for shareholders to approve the financial statements and reports.

2. Adoption of the Remuneration Report

To consider and, if thought fit, approve the Remuneration Report for the year ended 30 June 2019, as set out in the 2019 Annual Report.

Note: This resolution is advisory only and does not bind Helloworld Travel Limited or the directors.

Voting exclusion statement

Helloworld Travel Limited will disregard any votes cast on Item 2:

- by or on behalf of a member of the key management personnel whose remuneration details are included in the Remuneration Report, or their closely related parties; and
- by a person who is a member of the key management personnel as at the date of the AGM or their closely related parties as a proxy,

unless the vote is cast on behalf of a person entitled to vote on this resolution, and that vote has been cast as specified on the Voting Form; or where there is no specified voting direction, the vote is cast by the Chairman of the AGM as proxy and who has been expressly authorised to vote on this resolution, even though it is connected with the remuneration of key management personnel.

3. Election of Directors

To consider and, if thought fit, approve the re-election of two directors:

- (a) Mr Mike Ferraro; and
- (b) Mr Andrew Finch

who retire by rotation in accordance with Helloworld Travel Limited's Constitution and the ASX Listing Rules, and being eligible, offer themselves for re-election.

4. Adoption of Omnibus Incentive Plan

To consider and, if thought fit, approve for the purposes of ASX Listing Rule 7.2 (Exception 9(b)), Chapter 2D.2 of the Corporations Act 2001 (Cth) and for all other purposes the establishment and operation of the Omnibus Incentive Plan (the terms of which are summarised in the Explanatory Notes) and the issue of performance rights, options and shares under that Plan.

Voting exclusion statement

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of the Resolution in Item 4 by or on behalf of the Directors eligible to participate in the Company's Omnibus Incentive Plan or any of their associates (as defined in the ASX Listing Rules).

In addition, certain restrictions apply to KMP (and their Closely Related Parties) when they are voting as proxy on resolutions connected directly or indirectly with the remuneration of one or more members of the KMP. Generally, the Company will disregard a vote cast on the Resolution in Item 4 by KMP (or their Closely Related Parties) when that vote is cast as a proxy. However, the Company need not disregard such a vote if the vote is cast:

- as proxy for a person entitled to vote on the Resolution that has specified on the proxy form the way the proxy is required to vote on that Resolution; or
- by the Chairman of the Meeting as proxy for a person entitled to vote on the Resolution that has not specified on the proxy form the way the proxy is required to vote on that Resolution (unless that person has expressly indicated on the proxy form that the Chairman is not authorised to vote as proxy on the relevant Resolution as he sees fit).

The Chairman has advised that he intends to vote undirected proxies in favour of the Resolution in Item 4 where permitted to do so. If:

- you are entitled to vote on the Resolution in Item 4 and wish to appoint the Chairman of the Meeting to vote as your proxy on that Resolution; but
- you do not wish to authorise the Chairman to vote as he sees fit on that Resolution,

it is important that you specify your voting directions on the proxy form.

By order of the Board



Michael Burnett

Group Company Secretary
10 October 2019

IMPORTANT INFORMATION

Right to attend, speak and vote at the Annual General Meeting

Shareholders have the right to attend, speak and vote at the AGM. The right to vote is subject to the voting exclusions detailed in the Notice of Meeting.

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

As determined by the Board, for the purposes of the AGM, shareholders will be those persons who are registered as shareholders at 7.00pm (AEDT) on Tuesday 12 November 2019. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Proxies

All shareholders who are entitled to attend and vote at the AGM have the right to appoint up to two proxies to attend the AGM on their behalf, and to vote in accordance with their instruction on the proxy form.

A proxy need not be a shareholder of Helloworld Travel Limited and may be an individual or body corporate. You can direct your proxy how to vote (i.e. to vote 'for' or 'against' or to 'abstain' from voting on, each resolution) by following the instructions on the voting form. If you appoint a proxy, the Company encourages you to consider directing your proxy how to vote.

Where two proxies are appointed each proxy can be appointed to represent a specified proportion or number of shareholder votes. If no number or proportion of votes is specified, each proxy may exercise half of the shareholder's votes.

If a body corporate is appointed as a proxy it must appoint a corporate representative in accordance with section 250D of the Corporations Act 2001 (Cth) (Corporations Act) to exercise its powers as proxy at the meeting. (see Corporate representatives on page 5).

If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company's share registry (1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia)) or at meetings@automicgroup.com.au or you may copy the enclosed proxy form.

Chairman as proxy

If you appoint the Chairman of the AGM as your proxy (or the Chairman of the AGM 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 the Resolution may be connected with the remuneration of one or more members of the KMP).

If you do not want the Chairman of the AGM 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 AGM) 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 the relevant Resolution 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 that Resolution.

IMPORTANT INFORMATION

Attorney as proxy

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 below for the receipt of proxy appointments, at least 48 hours prior to the commencement of the AGM.

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 288 664 (within Australia) or +61 2 9698 5414 (outside Australia)) or at meetings@automicgroup.com.au by downloading the form 'Appointment of Corporate Representative'.

Timing and communication of proxy appointment

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 set out below no later than 10.00am (AEDT) on Tuesday 12 November 2019 (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 10, 338 Pitt Street, Sydney NSW 2000
By mail	Share Registry – Automic Level 5, 126 Phillip Street, Sydney NSW 2000
By e-mail	meetings@automicgroup.com.au

Enquiries to Automic can also be made by:

Webchat	https://automic.com.au/
Phone	1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)

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.

Undirected Proxies

On a poll, the Chairman of the AGM intends to vote, as your proxy, in favour of each of the proposed Resolutions (where permissible).

IMPORTANT INFORMATION

Questions from shareholders

The Chairman of the AGM 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 Andrew Cronin (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 AGM 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 2019;
- 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 places below by no later than Friday, 8 November 2019.

In person	Registered Office – Level 10, 338 Pitt Street, Sydney NSW 2000 Share Registry – Automic Level 5, 126 Phillip Street, Sydney NSW 2000
By mail	Share Registry – Automic GPO Box 5193, Sydney NSW 2001 Australia
By email	stephen.harris@helloworld.com.au

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.

EXPLANATORY NOTES

Item 1 – Receipt and consideration of the Financial Report, Directors’ Report and Auditor’s Report

The Corporations Act requires Helloworld Travel Limited’s financial statements and reports for the financial year ended 30 June 2019 to be presented to the 2019 Annual General Meeting.

The 2019 Annual Report of the Company, which contains the Financial Report, the Directors’ Report (including the Remuneration Report) and the Auditor’s Report for the year ended 30 June 2019, may be accessed from the Annual Reports tab in the Company’s Investor Centre (<https://www.helloworldlimited.com/annual-reports/>). A printed copy of the 2019 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.

Item 2 – Adoption of the Remuneration Report (Resolution 1)

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. Details in relation to the Company’s Key Management Personnel (KMP) are set out in the Remuneration Report on pages 34 to 43 of the 2019 Annual Report, which may be accessed by visiting the Company’s Investor Centre (<https://www.helloworldlimited.com/annual-reports/>).

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.

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 AGM 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.

The Corporations Act restricts KMP and their closely related parties from voting in certain circumstances on such resolutions.

A 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.



EXPLANATORY NOTES

At the Company's 2018 Annual General Meeting, 99.97% 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.

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 4, which deals with the Chairman's voting of undirected proxies on the resolution for adoption of the Remuneration Report (Resolution 1).

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.

Item 3 – Election of Directors (Resolutions 2.1 and 2.2)

Background

As required by Helloworld's Travel Limited's Constitution and the ASX Listing Rules, two directors, Mr Mike Ferraro and Mr Andrew Finch retire by rotation and, being eligible, offer themselves for re-election. The Board, with the assistance of the Nominations and Governance Committee, has reviewed the performance of the directors standing for re-election and has endorsed their nomination as candidates for re-election.



Resolution 2.1 – Re-election of Mr Mike Ferraro LLB (Hons)

Term: Non-Executive Director since 1 January 2017

Independent: Yes

Skills and experience: Mr Ferraro is currently Chief Executive Officer and Managing Director of Alumina Limited, having been appointed on 1 June 2017. He was previously a non-executive executive director of Alumina Limited and from 25 May 2017 has been a non-executive director of Alcoa of Australia Limited. Mr Ferraro was previously a partner and member of the executive management team at global law firm Herbert Smith Freehills (HSF) and global head of the Corporate group at HSF. Prior to that he was chief legal counsel at BHP Billiton Limited from 2008 to mid 2010.

Directorships of listed entities (current and last three years):

- Non-Executive Director of Alumina Limited (5 February 2014 to 31 May 2017), CEO and Managing Director (from 1 June 2017)

Helloworld Travel Limited committee memberships:

- Chairman of Audit & Risk Committee
- Member of Remuneration Committee
- Member of Nominations & Governance Committee

The Board (other than Mr Ferraro because of his personal interest in the resolution) recommends that shareholders vote in favour of Mr Ferraro's re-election as a Director.



Resolution 2.2 – Re-election of Mr Andrew Finch B Com. LLB (UNSW), LLM (Hons 1 USyd), MBA (Exec) AGSM

Term: Non Executive Director since 1 January 2017.

Independent: No

Skills and experience: Mr Finch is General Counsel and Group Executive, Office of the CEO and Group Company Secretary at Qantas Airways Limited and is a member of the Qantas Group Management Committee. He was previously a partner with Allens Linklaters (including 2 years in London) where he specialised in mergers and acquisitions, equity capital markets and general corporate advice.

Helloworld Travel Limited committee memberships:

- Member of Audit & Risk Committee, Remuneration Committee and Nominations & Governance Committee.

The Board (other than Mr Finch because of his personal interest in the resolution) recommends that shareholders vote in favour of Mr Finch's re-election as a Director.

Item 4 – Adoption of Omnibus Incentive Plan (Resolution 3)

Background

The Company is seeking approval of the Helloworld Travel Limited Omnibus Incentive Plan ('Plan') for the purposes of Exception 9(b) of ASX Listing Rule 7.2, Chapter 2D.2 of the Corporations Act and for all other purposes.

Under the proposed Plan, the Company could reward and incentivise employees, Directors (including both executive and non-executive Directors), contractors and consultants by offering them shares, performance rights and/or options. A summary of the terms of the Plan are set out in Schedule 1.

Regulatory Requirements – ASX Listing Rules

Exception 9(b) in ASX Listing Rule 7.2 provides that an issue of securities under an employee incentive scheme does not count towards the Company's rolling annual 15% limit on new issues of securities prescribed by ASX Listing Rule 7.1 if, within three years of the issue date, the issue of securities under the employee incentive scheme has been approved by shareholders.

The Company confirms the following in relation to the Plan:

- a summary of the terms of the Plan is set out in Schedule 1;
- no securities have yet been issued under the Plan; and
- details of the voting exclusion which applies to the Resolution in this Item 4 can be found in the Notice of Meeting to which these Explanatory Notes are attached.

Regulatory Requirements – Chapter 2D.2 of the Corporations Act

Under Chapter 2D.2 of the Corporations Act, a company may only give a person a benefit in connection with ceasing to hold a managerial or executive office in the company or related body corporate if the giving of the benefit is approved by shareholders or a statutory exemption applies.

The term ‘benefit’ has wide operation and could include early vesting of performance rights, options and/or shares under the Plan.

The Company is therefore seeking shareholder approval for the exercise of the Board’s discretion in respect of any future participant in the Plan. The approval, if obtained, is intended to facilitate the Board’s discretion to determine termination benefits (if any) that may be awarded and, does not of itself, guarantee that any person will receive such termination benefits.

The value of any benefit relating to performance rights, options and/or shares granted under the Plan that may be given to a person in connection with ceasing to hold a managerial or executive office cannot be presently ascertained. However, matters, events and circumstances that will, or are likely to, affect the calculation of that value include:

- the date when, and the circumstances in which, the person ceases employment or office;
- the number of performance rights, options and/or shares held by the person prior to cessation of employment or office;
- the number of performance rights, options and/or shares that vest (which could be all of the performance rights, options and/or shares held by the person); and
- the market price of the Company’s shares on the ASX on the date of vesting.

Directors’ recommendation

Each of the Directors is eligible to participate in the Plan and therefore each has a personal interest in the Resolution in this Item 4. As a result, no recommendation is made on how to vote in respect of the Resolution in this Item 4.

The Chairman intends to vote all available undirected proxies in favour of the Resolution in this Item 4.

A voting exclusion applies to the Resolution in this Item 4 and can be found in the Notice of Meeting to which these Explanatory Notes are attached.



SCHEDULE 1 – SUMMARY OF THE PLAN

Summary of the Plan

Approval	<ul style="list-style-type: none">The Plan was approved by the Board on 26 June 2018.
Types of securities	<ul style="list-style-type: none">The Plan provides flexibility for the Company to grant options or performance rights (each an 'Award'), Plan Shares or Tax Exempt Shares to eligible participants.<ul style="list-style-type: none">An Award is an entitlement to receive a fully paid ordinary share ('Share') upon satisfaction of the applicable vesting or exercise conditions, the exercise of the Award (if applicable) and the payment of an exercise price (if applicable).A Plan Share is a Share granted under the Plan.A Tax Exempt Share is a Share granted under the Plan on specific terms that may allow the holder to acquire that Share on a tax-exempt basis in Australia or New Zealand.
Grants and eligibility	<ul style="list-style-type: none">Awards, Plan Shares and/or Tax Exempt Shares may be granted under the Plan to eligible participants from time to time in the absolute discretion of the Board.Eligible participants will include employees, Directors (including both executive and non-executive Directors), contractors and consultants of the Company and its subsidiaries, as selected by the Board from time to time. The Company expects, but is not obliged, to make offers in Australia in accordance with the requirements of ASIC Class Order 14/1000.If the Board permits, participants will be able to nominate another party ('Nominated Affiliate') to receive their grant of Awards, Plan Shares and/or Tax Exempt Shares under the Plan.
Issue price	<ul style="list-style-type: none">No payment is required for a grant of Awards, Plan Shares and/or Tax Exempt Shares unless the Board determines otherwise.
Terms and conditions	<ul style="list-style-type: none">The Board has the absolute discretion to determine the terms and conditions (including in relation to vesting, exercise, forfeiture, disposal and pricing) on which it will make offers under the Plan and it may set different terms and conditions for different participants in the Plan.
Voting & dividend rights	<ul style="list-style-type: none">Awards will not carry any voting or dividend rights and participants will not, by virtue of holding an Award, be entitled to participate in a rights issue undertaken by the Company unless the Board determines otherwise.
Issue, allocation or acquisition of Shares	<ul style="list-style-type: none">Shares to be delivered to participants upon the exercise of vested Awards or upon the grant of Plan Shares or Tax Exempt Shares may be issued by the Company, acquired on or off market and transferred, and/or allocated within an employee share trust.The Company may, but is not obliged to, limit the manner in which it delivers Shares to a participant that has exercised an Award or accepted a grant of Plan Shares or Tax Exempt Shares. For example, to obtain the benefit of Listing Rule 10.15B, the Company may limit itself to only sourcing Shares from on-market to fulfil particular vested Awards, Plan Shares and/or Tax Exempt Shares.

Summary of the Plan

Quotation	<ul style="list-style-type: none"> Awards will not be quoted on ASX. The Company will apply in accordance with the Listing Rules for official quotation of any Shares issued to a participant under the Plan.
Change of Control Event	<ul style="list-style-type: none"> If a Change of Control Event in relation to the Company occurs or is likely to occur (as determined by the Board), the Board may in its absolute discretion determine the manner in which any or all of a participant's unvested Awards, unvested Plan Shares and/or Tax Exempt Shares will be dealt with, and may (in limited circumstances) determine a participant's vested but unexercised Awards be cancelled for market value. If, as a result of a Change of Control Event, the Company has or will become a wholly owned subsidiary of another entity listed on an internationally recognised stock exchange, the Board may (but is not obliged to) determine that any or all of a participant's unvested Awards, and (in limited circumstances a participant's vested but unexercised Awards, be exchanged for awards issued by the new head company with equivalent value (and so far as if legally practicable) the same rights. A Change of Control Event includes, without limitation, any of the following events provided it occurs after the commencement of the Plan: <ul style="list-style-type: none"> where a person and their associates become the owner or the holder of a relevant interest in more than 50% of the issued share capital of the Company; where a takeover bid is made, the takeover bid becomes unconditional and the bidder (together with its associates) then has a relevant interest in more than 50% of the issued capital of the Company; a resolution is passed for the voluntary winding-up of the Company or an order is made for the compulsory winding up of the Company; or any other event determined by the Board in good faith to constitute a "Change of Control Event" for the purposes of the Plan, but does not include any internal reorganisation of the structure, business and/or assets of the Company's group.
Employee Share Trust	<ul style="list-style-type: none"> The Company may operate an employee share trust in conjunction with the Plan. Participants that have Shares held in an employee share trust on an allocated basis are entitled to dividends paid on those Shares and to instruct the trustee how to exercise votes attaching to those Shares.
No transfer and no hedging	<ul style="list-style-type: none"> Subject to applicable laws and the Listing Rules, without the prior approval of the Board: <ul style="list-style-type: none"> Awards may not be sold, assigned, transferred, encumbered or otherwise dealt with other than in accordance with the Rules and the relevant Invitation; and participants may not enter into any arrangement which hedges or otherwise affects the participant's economic exposure to the Awards granted to them under the Plan.
Other terms	<ul style="list-style-type: none"> The Plan contains customary and usual terms having regard to Australian law and the Listing Rules for dealing with the administration, variation and termination of the Plan (including in relation to the treatment of Awards, Plan Shares and Tax Exempt Shares in the event of a reorganisation of the Company's share capital structure or a bonus share issue).

Summary of the Plan

Terms and conditions specific to Awards	
Vesting & Exercise of Awards	<ul style="list-style-type: none"> Awards will vest if and to the extent that any applicable performance, service and other vesting conditions specified at the time of the grant (collectively the 'Vesting Conditions') are satisfied or waived and the Company has given the participant a vesting notice. Awards will be exercisable if and to the extent that any applicable exercise conditions specified at the time of the grant (collectively the 'Exercise Conditions') are satisfied or waived and the Company has given the participant a confirmation notice. If no Exercise Conditions apply to a grant of Awards, a vesting notice will be deemed to also be a confirmation notice.
Equity or cash settlement	<ul style="list-style-type: none"> The Plan has the flexibility for Awards to be settled in either Shares or cash. Cash settlement will only be available if the Company sets out in the terms and conditions of an invitation to participate in the Plan that cash settlement is available.
Exercise price	<ul style="list-style-type: none"> As a condition of the grant of Awards, the Board may require a participant to pay an exercise price to exercise those Awards.
Expiry Date	<ul style="list-style-type: none"> Awards will be issued with an expiry date. If no date is specified, the expiry date will be the Business Day prior to the 7-year anniversary of the date of grant.
Lapse / forfeiture of Awards	<ul style="list-style-type: none"> The Plan contains provisions concerning the treatment of Awards and any Shares issued, allocated or transferred following the exercise of Awards, including without limitation in the event that: <ul style="list-style-type: none"> a participant ceases employment or engagement with the Company or a subsidiary; the Vesting Conditions or Exercise Conditions attaching to the relevant Awards are not satisfied or the Board forms the view they cannot be satisfied; a participant acts fraudulently, dishonestly or materially breaches the obligations that they owe to the Company and its subsidiaries; a participant becomes insolvent; a participant materially breaches (without remedy) the obligations it owes the Company in respect of the Plan; and the Awards are not exercised before the applicable expiry date.

Summary of the Plan

Terms and conditions specific to Plan Shares

Vesting of Plan Shares

- Plan Shares will vest if and to the extent that any applicable performance, service and other vesting conditions specified at the time of the grant (collectively the 'Vesting Conditions') are satisfied or waived and the Company has given the participant a vesting notice.

Compulsory divestiture

- The Plan contains provisions concerning the treatment of Plan Shares (including that they may be subject to compulsorily divestiture), including in the event that:
 - a participant ceases employment or engagement with the Company or a subsidiary; or
 - the Vesting Conditions attaching to the Plan Shares are not satisfied or the Board forms the view they cannot be satisfied; or
- a participant acts fraudulently, dishonestly or materially breaches the obligations that they owe to the Company and its subsidiaries; or
- a participant becomes insolvent; or
- a participant materially breaches (without remedy) the obligations it owes the Company in respect of the Plan; or
- if a Nominated Affiliate holds the Plan Shares, there is an unauthorised change of control in that Nominated Affiliate.

Terms and conditions specific to Tax Exempt Shares

Jurisdiction specific terms and conditions

- The terms of the Tax Exempt Shares granted under the Plan may differ depending on whether the participant is based in Australia or New Zealand so as to allow the participant to acquire those shares in the relevant jurisdiction on a tax-exempt basis.
- Tax Exempt Shares that are granted to participant:
 - in Australia will be subject to certain qualifying terms and conditions as set out in Division 83A of the Australian Income Tax Assessment Act 1997 (Cth); and
 - in New Zealand will be subject to qualifying terms and conditions as set out in section CW 26C of the New Zealand Income Tax Act 2007 (as amended).





helloworldlimited.com.au
ABN: 60 091 214 998 ASX CODE: HLO

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

Holder Number:

Vote by Proxy: HLO

Your proxy voting instruction must be received by **10:00am (AEDT) on Tuesday, 12 November 2019** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided.

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

Joint holding: Where the holding is in more than one name, all of the Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications dispatched by the Company electronically (where legally permissible) such as a Dividend Statement, Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



