

Thursday 19 November 2015
1.00pm (AEDST)

The Monash Room
Sheraton Melbourne Hotel
27 Little Collins Street
Melbourne, Victoria

Notice of Annual General Meeting

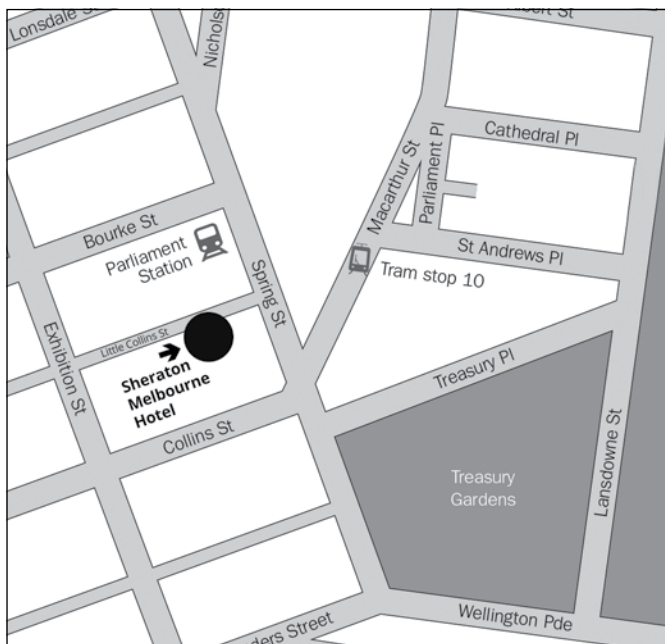
and Explanatory
Statement

csg.com.au



More than you expect.

Location of Annual General Meeting



Thursday 19 November 2015

1.00pm (AEDST)

The Monash Room

Sheraton Melbourne Hotel
27 Little Collins Street
Melbourne, Victoria

Shareholder registration commences at
12.30 pm (Melbourne time)

Access the 2015 Annual Report On-Line

Shareholders can access the 2015 Annual Report on-line from www.csg.com.au

2015 Annual General Meeting



20 October 2015

Dear Fellow Shareholders

On behalf of the Board of Directors, it is my pleasure to extend an invitation to you to attend the 2015 Annual General Meeting (“**AGM**”) of CSG Limited.

The AGM will be held at the Sheraton Melbourne Hotel, The Monash Room, Level 2, 27 Little Collins Street, Melbourne, Victoria 3000 on Thursday, 19 November 2015, commencing at 1:00pm (Melbourne time).

Enclosed is the Notice of Meeting, Explanatory Statement and Proxy Form.

The 2015 Annual Report is also **enclosed** if you elected to receive a printed copy.

The 2015 Annual Report is also available from the Company’s website **www.csg.com.au**.

If you are attending the AGM, please bring your enclosed personalised Proxy Form.

At the conclusion of the AGM, I invite you to join the Board and management for refreshments.

If you are unable to attend, but wish to record your votes on any of the resolutions to be put to the meeting, I refer you to pages 5 and 6 of the Notice of Meeting where you will find instructions for use and completion of the Proxy Form and also the commentary within the Explanatory Statement in relation to proxies and voting exclusion statements.

On behalf of the Board I look forward to your continued support.

Yours faithfully,

A handwritten signature in black ink, appearing to be 'Tom Cowan'.

Tom Cowan

Chairman

Notice of Annual General Meeting

NOTICE is given that the Annual General Meeting of CSG Limited (ACN 123 989 631) (**Company**) will be held at 1:00pm AEDT at the Sheraton Melbourne Hotel, The Monash Room, Level 2, 27 Little Collins Street, Melbourne, Victoria 3000 on Thursday, 19 November 2015.

The Explanatory Statement accompanies and forms part of this Notice of Meeting and provides additional information on matters to be considered at the Meeting. This Notice of Meeting and the Explanatory Statement should be read in its entirety.

Items of Business

Ordinary Business

Item 1: Financial Reports

To receive and consider the Financial Report of the Company, the Directors' Report and Auditor's Report prepared in accordance with the requirements of the *Corporations Act 2001* (Cth) for the financial year ended 30 June 2015.

Item 2: Adoption of Remuneration Report

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

That the Remuneration Report included within the Directors' Report of the Company for the financial year ended 30 June 2015 be adopted.

Please note that the vote on this item is advisory only and does not bind the Directors of the Company.

Voting Exclusion Statement

Voting on Item 2:

A voting exclusion applies to this resolution (please see the Explanatory Statement to this Notice).

Item 3: Re-election of Director - Mr. Thomas Cowan

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

That Mr. Thomas Cowan, having retired in accordance with clause 13.6 of the Company's Constitution, and being eligible, be re-elected as a Director of the Company.

Special Business

Item 4: Approval of issues and acquisitions of securities under the CSG Long Term Incentive Plan, CSG Tax Exempt Share Plan (Australia) and CSG Tax Exempt Share Plan (New Zealand)

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

That, for the purposes of ASX Listing Rule 7.2 (exception 9) and for all other purposes, the following employee incentive plans (summaries of which are set out in the Explanatory Statement to this Notice) and all issues and acquisitions of securities (including issues of Performance Rights and Shares) under any of these Plans be approved:

- CSG Long Term Incentive Plan;
- CSG Tax Exempt Share Plan (Australia); and
- CSG Tax Exempt Share Plan (New Zealand).

Voting Exclusion Statement

Voting on Item 4:

A voting exclusion applies to this resolution (please see the Explanatory Statement to this Notice).

Item 5: Issue of Performance Rights to CEO/Managing Director

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

That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, the issue of the following Performance Rights to the CEO/Managing Director of CSG Limited, Ms. Julie-Ann Kerin, under the CSG Long Term Incentive Plan on the terms set out in the Explanatory Statement to this Notice be approved:

- **(LTI Stage 1)** The issue of 418,900 Performance Rights subject to the Vesting Conditions set out in the Explanatory Statement.
- **(LTI Stage 2)** The issue of 1,256,700 Performance Rights subject to the Vesting Conditions set out in the Explanatory Statement.
- **(LTI Stage 3)** The issue of 1,256,700 Performance Rights subject to the Vesting Conditions set out in the Explanatory Statement.
- **(LTI Stage 4)** The issue of 1,256,700 Performance Rights subject to the Vesting Conditions set out in the Explanatory Statement.

Voting Exclusion Statement

Voting on Item 5:

A voting exclusion applies to this resolution (please see the Explanatory Statement to this Notice).

Item 6: Ratification of previous issue of shares

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

That, for the purposes of Listing Rule 7.4 and for all other purposes, the previous issue of 21,126,761 fully paid ordinary shares in the Company pursuant to the institutional placement conducted in August 2015 and on the terms set out in the Explanatory Statement to this Notice be approved.

Voting Exclusion Statement

Voting on Item 6:

A voting exclusion applies to this resolution (please see the Explanatory Statement to this Notice).

Information on each of these items is set out in the accompanying Explanatory Statement.

By order of the Board



Christopher Lobb

Company Secretary

Dated: 20 October 2015

Appointment of proxy

A Proxy Form is **enclosed** for your use if required. Please note the following in relation to the appointment of a proxy:

- A shareholder who is entitled to attend and vote at this Meeting may appoint any person as his or her proxy to attend and vote for the shareholder at the Meeting;
- If a shareholder is entitled to cast two or more votes at the Meeting, the shareholder may appoint up to two proxies to attend on the same occasion. If two proxies are appointed 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 shareholder's votes;
- The appointment of the proxy may specify the proportion or number of votes that the proxy may exercise;
- A proxy need not be a shareholder of the Company;
- If a proxy is given by a corporation, the Proxy Form must be executed in writing under the common seal of the corporation or otherwise in accordance with section 127 of the *Corporations Act 2001* (Cth) or signed by an attorney;
- If a proxy is given by a natural person, a form of proxy must be executed under the hand of that person or that person's attorney; and
- For a proxy appointment to be effective, the Company must receive the following documents no later than 48 hours before the scheduled time for the Meeting, that is by 1:00pm AEDT on Tuesday, 17 November 2015:
 - the proxy's appointment; and
 - if the appointment is signed by the appointor's attorney, the authority under which the appointment was signed or a certified copy of the authority.

The documents will be received by the Company when it is received at any of the following:

By Mail

The Company's registered office

Level 1, 357 Collins Street
Melbourne, Victoria 3000 Australia

Computershare Investor Services Pty Limited

GPO Box 242, Melbourne
Victoria 3001 Australia

By Fax

Either of the fax numbers below:

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

Online

www.investorvote.com.au

For Intermediary Online subscribers only (custodians) www.intermediaryonline.com

Persons entitled to vote

Under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have determined that the shareholding of each shareholder for the purposes of ascertaining their voting entitlements at the Annual General Meeting will be as it appears in the share register at 7:00pm AEDT on Tuesday, 17 November 2015.

Corporate Representatives

A body corporate, which is a shareholder, may appoint an individual (by certificate executed in accordance with section 127 of the *Corporations Act 2001* (Cth) or in another manner satisfactory to the Chair) as a representative to exercise all or any of the powers the body corporate may exercise at the Meeting. The appointment may be a standing one.

Proxy voting by key management personnel

Shareholder may appoint the Chairman of the meeting as their proxy by nominating him in the Proxy Form. If a shareholder returns a Proxy Form

but does not nominate the identity of their proxy, the Chairman of the meeting will automatically be their proxy. If a shareholder returns their Proxy Form but their nominated proxy does not attend the meeting, then their proxy will revert to the Chairman of the meeting. For resolutions determined on a poll, if a shareholder's nominated proxy is either not recorded as attending the meeting or does not vote on the resolution in accordance with the shareholder's directions, the Chairman of the meeting is taken, before voting on the resolution closes, to have been appointed as the shareholder's proxy for the purposes of voting on the resolution.

If a shareholder appoints a member of the Company's key management personnel (which includes each of the Directors) as proxy, that person will not be able to cast the shareholder's votes on Items 2, 4 and 5 unless the shareholder directs them how to vote or, in the case where the Chairman of the meeting is the shareholder's proxy, the Chairman has been expressly authorised to cast the vote as he decides. If a shareholder appoints the Chairman of the meeting as their proxy or the Chairman of the meeting is appointed as the shareholder's proxy by default, but the shareholder does not mark a voting box for Items 2, 4 or 5, then, by completing and submitting the Proxy Form, the shareholder will be expressly authorising the Chairman of the meeting to exercise the proxy as he decides even though the resolution is connected with the remuneration of the Company's key management personnel.

The Chairman of the meeting intends to vote all available proxies **in favour** of each item of business.

Necessary information

Information relevant to each resolution is set out in the attached Explanatory Statement which forms part of this notice to shareholders.

Explanatory Statement to Notice of Annual General Meeting

Information specific to each resolution

Shareholder approval of resolutions is required for the purposes of the ASX Listing Rules and the *Corporations Act 2001* (Cth). This Explanatory Statement has been prepared to provide you with material information to enable you to make an informed decision in relation to the business to be conducted at the Annual General Meeting of the Company.

Ordinary Business

Item 1: Financial Reports

The Financial Report of the Company for the year ended 30 June 2015 and the reports of the Directors and Auditor for the same period will be presented for consideration.

The Chairman will provide a reasonable opportunity for shareholders to raise questions about the operations and performance of the Company generally.

Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of its financial statements and the independence of the Auditor in relation to the conduct of the audit.

There is no vote on this item of business.

Item 2: Remuneration Report

As part of the Annual Report provided to shareholders, a Remuneration Report is required to be included which sets out details of the remuneration received by the Directors and the key management personnel (**KMP**) in the consolidated group. It also describes Board policy in respect of remuneration and the satisfaction of performance conditions.

The compensation of the Company's KMP is designed to be competitive in the market and help ensure that the Company attracts and retains the talent it requires.

The Company is seeking shareholder approval of the adoption of the Remuneration Report. The outcome of this resolution is advisory only and does not bind the Company or the Board. However, the Board does take the outcome of the vote and discussion at the Annual General Meeting into account in setting remuneration policy for future years.

Board recommendation

The Board recommends that you vote in favour of this advisory resolution.

Voting Exclusion Statement

In accordance with the *Corporations Act 2001* (Cth), the Company will disregard any votes cast in relation to this resolution:

- by or on behalf of the KMP, which includes the Directors and the executives in the consolidated group, whose remuneration is disclosed in the Remuneration Report, or their closely related parties, regardless of the capacity in which the vote is cast; and

- as a proxy by a person who is a member of the KMP at the date of the AGM or their closely related parties, unless the vote is cast as a proxy for a person entitled to vote on the resolution:
- in accordance with a direction on the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy as the Chairman sees fit, even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the consolidated group.

A closely related party of a person is defined in the *Corporations Act 2001* (Cth) as, relevantly:

- (a) a spouse or child of the person; or
- (b) a child of the person's spouse; or
- (c) a dependant of the person or of the person's spouse; or
- (d) anyone else who is one of the person's family and may be expected to influence the person, or be influenced by the person, in the person's dealings with the entity; or
- (e) a company the person controls.

The Chairman of the meeting intends to cast all available proxies in favour of this item of business.

Item 3: Retirement and Re-election of Directors

Clause 13.6 of the Constitution provides that at each Annual General Meeting, one third of Directors must retire from office and may submit themselves for re-election. The Directors to retire in every year shall be those who have been longest in office since their last election.

In accordance with this clause, Mr. Philip Bullock retires as a Director of the Company. Mr. Bullock will not be seeking re-election at the Meeting and, as a result, will retire from office effective from the conclusion of the Meeting. The Board would like to thank Mr. Bullock for his contribution to the Company over many years.

Clause 13.5 of the Constitution provides that a Director must not hold office (without re-election) past the third Annual General Meeting following the Director's appointment or three (3) years, whichever is the longer.

In accordance with clauses 13.5 and 13.6, Mr. Thomas Cowan is required to retire at this Annual General meeting by rotation and seeks re-election.

Mr. Thomas Cowan

B. Com (Hons)

Tom Cowan was first appointed to the CSG Limited Board in February 2012.

Tom Cowan is a partner of TDM Asset Management, a Sydney based private investment firm. TDM Asset Management invests in public and private companies globally. Mr. Cowan has over 15 years of financial markets experience, including roles in corporate finance and investment banking at Investec Wentworth and KPMG Australia. He has a Bachelor of Commerce (Honours – Class 1) from the University of Sydney.

Mr. Cowan is currently a Non-Executive Director of Baby Bunting Group Limited.

Mr. Cowan is the Non-Executive Chairman. He is also a member of the Nomination and Remuneration Committee and Audit Committee.

Board recommendation

The Board (Mr. Cowan abstaining) recommends that you vote in favour of this resolution.

The Chairman of the meeting intends to cast all available proxies in favour of this item of business.

Special Business

Item 4: Approval of issues and acquisitions of securities under the CSG Long Term Incentive Plan, CSG Tax Exempt Share Plan (Australia) and CSG Tax Exempt Share Plan (New Zealand)

Background

ASX Listing Rule 7.1 limits the number of securities that a listed company may issue in any 12-month period without shareholder approval to 15% of the number of ordinary shares on issue at the start of that 12-month period. One exception to the shareholder approval requirements is set out under Listing Rule 7.2 (exception 9), which provides that Listing Rule 7.1 does not apply to an issue of shares made under an employee incentive scheme if, within the three years before the date of issue, shareholders have approved the issue of securities under the scheme as an exception to Listing Rule 7.1.

At the 29 November 2012 AGM shareholders approved the issue of securities under the following employee incentive schemes as an exception to Listing Rule 7.1:

- CSG Long Term Incentive Plan;
- CSG Tax Exempt Share Plan (Australia); and
- CSG Tax Exempt Share Plan (New Zealand),

(collectively referred to as the **Plans**).

The benefit under Listing Rule 7.2 (exception 9) of the abovementioned shareholder approval expires on 29 November 2015.

The Plans have and should continue to help the Company recruit, reward, retain and motivate its employees and directors and cultivate a culture of involvement and ownership across the Company. The Board, noting the advice of the Company's Nomination and Remuneration Committee, shall determine the number of securities to be allocated to eligible participants under the Plans.

Given the benefit of the abovementioned shareholder approval expires on 29 November 2015, the Company is again seeking approval from shareholders that, for the purposes of ASX Listing Rule 7.2 (exception 9) and for all other purposes, each of the Plans and all issues and acquisitions of securities under any of the Plans be approved and therefore be treated as being exempt from the restrictions set out in ASX Listing Rule 7.1.

The Company notes that the following ordinary shares have been issued under the terms of the Plans since 29 November 2012, being the date that the Plans were most recently approved by shareholders:

- 4,500,327 ordinary Shares in December 2014 under the Long Term Incentive Plan following the satisfaction of the performance hurdles relating to the period ended 30 November 2014, when the TSR CAGR exceeded 30%¹;
- 606,061 ordinary Shares to the CEO/Managing Director as part of a retention arrangement following the successful sale of the Technology Solutions business. These shares satisfied the vesting condition attached to the Performance Rights issued in the 2013 financial year and were issued in August 2015 under the terms of the Long Term Incentive Plan; and
- 1,113,275 ordinary shares issued to employees under the Tax Exempt Share Plans over a three-year period from 2013 to 2015.

There remains on issue 10,681,764 Performance Rights at the date of this notice which on satisfaction of the performance hurdles attached to these Performance Rights would result in the maximum issue of 12,462,483 ordinary shares in the Company.

¹ Calculation used at the time of the 2012 AGM vote by shareholders using measure against the share price on 16 October 2012.

Summary of the key terms of the Plans

1. CSG Long Term Incentive Plan (Long Term Incentive Plan)

Overview

The Long Term Incentive Plan is a long term incentive plan designed to incentivise the Company's (or its subsidiaries') directors, key executives and other key members of the Company's workforce as determined by the Board from time to time (Participants).

Participants

The Participants in the Long Term Incentive Plan will be as selected by the Board from time to time having considered the recommendations made by the Board's Nomination and Remuneration Committee.

The Board will invite Participants to participate in the Long Term Incentive Plan from time to time. The terms of the invitation will include the specific details of the invitation to that Participant, including the number of Performance Rights to be issued, the applicable Vesting Conditions to be satisfied, the applicable Vesting Periods and any other terms that the Board considers appropriate (as those terms are defined in the Rules of the Long Term Incentive Plan).

It is currently anticipated that the following persons will be invited to participate in the Long Term Incentive Plan: Julie-Ann Kerin (Chief Executive Officer/Managing Director), Neil Lynch (Chief Financial Officer) and other key executives and members of the Company's workforce determined by the Board.

Securities to be issued under the AUS Tax Exempt Plan

Performance Rights will be issued under the Long Term Incentive Plan. Each Performance Right represents an option to be issued or transferred one ordinary share in the Company subject to the satisfaction or waiver of the relevant Vesting Conditions.

The ordinary shares issued or transferred on the exercise of a Participant's Performance Right will rank equally with other ordinary shares in the Company in all respects, including voting and the entitlement

to participate in dividends, bonus issues and other corporate actions. The Participant will not have any such rights in relation to holding a Performance Right.

Consideration

No consideration is payable by Participants for the grant of the Performance Rights. Furthermore, there is no consideration to be paid on the exercise of the Performance Right.

Allocation

The Board will determine from time to time the number of Performance Rights for which a Participant will be invited to apply and the terms of that invitation.

Vesting Conditions

Performance Rights will be subject to the Vesting Conditions determined by the Board and set out in the Participant's invitation.

It is anticipated that the Performance Rights granted under the Long Term Incentive Plan will be subject to Vesting Conditions commonly used on the ASX to align the LTI outcome of participants with the returns for shareholders and other key financial outcomes for shareholders.

This is illustrated below in the Explanatory Statement relating to the resolution to issue Performance Rights to Ms. Julie-Ann Kerin, which sets out in detail the Vesting Conditions attaching to the proposed grant to be made to her in December 2015.

Vesting Periods

The Vesting Period(s) will be determined at the discretion of the Board, and the details of the Vesting Period(s) applicable to any particular Participant will be included in that Participant's invitation.

Expiry Date of Performance Rights

Unless the Board determines to extend the expiry date or the relevant Performance Rights have already lapsed, all unvested Performance Rights

will automatically lapse on the expiry date specified in the relevant offer documentation for those Performance Rights.

Lapsing

If any Vesting Conditions applicable to a Performance Right are not or cannot be satisfied by the end of the relevant Vesting Period, the Performance Right will (unless otherwise determined by the Board) automatically lapse and no shares will be issued in respect of that Performance Right.

A Performance Right may also lapse where, in the opinion of the Board, a Participant has acted fraudulently, acted dishonestly or wilfully breached his or her duties to the Company, or if the Participant becomes insolvent.

On cessation of employment: (a) if a Participant is a 'Bad Leaver' (as defined in the rules of the Long Term Incentive Plan), any Performance Rights will (unless otherwise determined by the Board) automatically lapse; and (b) if a Participant is a 'Good Leaver' (as defined in the rules of the Long Term Incentive Plan), the Participant will retain those Performance Rights that have vested and those Performance Rights that the Board can determine with certainty at the relevant time would have satisfied the applicable Vesting Conditions notwithstanding the relevant testing period not having expired.

Disposal restrictions

There will be no special disposal restrictions imposed on the shares acquired from the exercise

of Performance Rights other than restrictions imposed under CSG Limited's Share Trading Policy.

Bonus issues, rights issues and other capital reconstructions

If there is a bonus issue, rights issue or other capital reconstructions, the number of ordinary shares into which each Performance Right converts may be similarly reconstructed in accordance with the ASX Listing Rules and the rules of the Long Term Incentive Plan.

Trust

The Board may use an employee share trust or other mechanism for the purpose of holding and/or delivering any ordinary shares from the exercise of a Performance Right under the rules of the Long Term Incentive Plan.

Change of Control

If a change of control event occurs, which is defined in the rules of the Long Term Incentive Plan, the Board may in its discretion determine the manner in which any or all of a Participant's Performance Rights will be dealt with.

Amendment

The Board has the ability to amend the rules of the Long Term Incentive Plan at any time, including with retrospective effect, except that any amendments which affect a Participant's existing entitlements or obligations will require that Participant's consent unless the amendment is primarily necessitated to ensure compliance with the Company's constitution or laws or to correct manifest errors.

2. CSG Tax Exempt Share Plan (Australia) (AUS Tax Exempt Plan)

Overview

The AUS Tax Exempt Plan will be a tax exempt plan (subject to any changes in the law and provided the tax exemptions set out below are met) pursuant to which certain Australian employees may be offered up to \$1,000 worth of ordinary shares in the Company on a tax free basis (**Participants**) provided certain conditions are satisfied (as set out below).

Participants

The Participants who will be eligible to participate

in the AUS Tax Exempt Plan will include at least 75% of permanent employees of the Company and its subsidiaries with at least three years' services.

The Board will invite Participants to participate in the AUS Tax Exempt Plan from time to time. The terms of the invitation will include the specific details of the invitation to that Participant, including the number of ordinary shares the Participant will receive or how the Company will determine the number of ordinary shares that the Participant will receive, and any other terms that the Board considers appropriate.

Securities to be issued under the AUS Tax Exempt Plan

Ordinary shares in the Company will be issued under the AUS Tax Exempt Plan. The ordinary shares will rank equally with other ordinary shares in the Company in all respects, including voting and the entitlement to participate in dividends, bonus issues and other corporate actions.

Consideration

No consideration is payable by Participants for the grant of the ordinary shares in the Company.

Allocation

The Board will determine from time to time the number of ordinary shares for which a Participant will be invited to apply.

It is currently contemplated that invitations will be made to those Participants determined by the Board from time to time on an annual basis.

Vesting Conditions

There will be no Vesting Conditions or forfeiture conditions in respect of the AUS Tax Exempt Plan.

Lapsing

The ordinary shares are not subject to Vesting Conditions or forfeiture conditions, and therefore, cannot lapse.

Disposal restrictions

The Board will have regard to the tax exempt conditions (as set out below) in determining the applicable disposal restrictions.

The Board may implement any procedure it deems appropriate to enforce any disposal or other restrictions on the shares including (without limitation):

- imposing a holding lock on the shares; or
- using an employee share trust to hold the shares during the relevant restriction period.

The Participants will have full dividend and voting rights during any such restriction period.

Where a Participant ceases to be employed by the Company (or a company within the group) prior to the completion of the disposal restriction period, the restrictions will be automatically lifted.

Bonus issues, rights issues and other capital reconstructions

If there is a bonus issue, rights issue or other capital reconstructions, the number of ordinary shares held by a Participant will be subject to the same rights as other ordinary shares on issue in accordance with the ASX Listing Rules and the rules of the AUS Tax Exempt Plan.

Tax exemption conditions

In Australia, there are a number exemption conditions that must be satisfied for the tax exemption to apply in respect of a Participant. Having regard to the conditions as at the date of this Notice of Meeting, the AUS Tax Exempt Plan includes the following terms:

- The AUS Tax Exempt Plan must not have any conditions that could result in any Participant forfeiting their ownership of shares.
- The AUS Tax Exempt Plan must be operated so that no Participant will be permitted to dispose of their shares before the earlier of the following times:
 - three years after the date of grant; and
 - the time when the Participant ceases to be employed by the Company (or a company within the group).

In addition, the Participant's 'adjusted taxable income' for the relevant income year must not exceed \$180,000.

Trust

The Board may use an employee share trust or other mechanism for the purpose of holding and/or delivering shares under the rules of the AUS Tax Exempt Plan.

Amendment

The Board has the ability to amend the rules of the AUS Tax Exempt Plan at any time, including with retrospective effect, except that any amendments which affect a Participant's existing entitlements or obligations require a Participant's consent unless the amendment is primarily necessitated to ensure compliance with the Company's constitution or laws or to correct manifest errors.

3. CSG Tax Exempt Share Plan (New Zealand) (NZ Tax Exempt Plan)

Overview

The NZ Tax Exempt Plan is a tax exempt plan with Inland Revenue Department (IRD) approval pursuant to which New Zealand employees may be offered up to A\$1,000 worth of ordinary shares in the Company on a tax free basis (**Participants**).

Participants

All of the permanent New Zealand based employees of the Company (and members of the Company group) may be invited to participate in the NZ Tax Exempt Plan.

The Board may invite Participants to participate in the NZ Tax Exempt Plan from time to time. The terms of the invitation will include the specific details of the invitation to that Participant, including the number of ordinary shares the Participant will receive or how the Company will determine the number of ordinary shares that the Participant will receive and any other terms that the Board considers appropriate.

Securities to be issued under the NZ Tax Exempt Plan

Ordinary shares in the Company will be issued under the NZ Tax Exempt Plan. The ordinary shares will rank equally with other ordinary shares in the Company in all respects, including voting and the entitlement to participate in dividends, bonus issues and other corporate actions.

The maximum number of ordinary shares that may be issued under this NZ Tax Exempt Plan (when aggregated with all other shares, options and Performance Rights issued under other employee incentive plans of the Company in the previous 5 years) cannot exceed 5% of the issued share capital of the Company.

Consideration

Nominal consideration will be payable by Participants for the grant of the ordinary shares in the Company. The nominal consideration will not exceed NZ\$2,340 in any three year period.

Allocation

All Participants will be offered shares on an equal basis with every other Participant.

Vesting Conditions

There will be no additional Vesting Conditions or forfeiture conditions in respect of the Plan other than required by law.

Lapsing

The ordinary shares are not subject to Vesting Conditions or forfeiture conditions, and therefore, cannot lapse.

Trust

The Board will use the CSG Employee Share Trust (New Zealand), a New Zealand resident employee share trust for the purpose of holding and delivering shares under the rules of the NZ Tax Exempt Plan.

Disposal restrictions

The Board will have regard to the tax exempt conditions (set out below) in determining the applicable disposal restrictions.

The shares will be held in the CSG Employee Share Trust (New Zealand) during the restrictive period.

The Participants will have full dividend rights during any such restriction period. There are no requirements around who should hold voting rights.

Where a Participant ceases to be employed by the Company (or a company within the group) prior to the completion of the disposal restriction period, the trustee must acquire the shares at a price no more than what the employee paid for the shares.

The lower of cost or market value may be the price payable (depending on the reasons for employment ceasing).

Bonus issues, rights issues and other capital reconstructions

If there is a bonus issue, rights issue or other capital reconstructions, the number of ordinary shares held by a Participant will be subject to the same rights as other ordinary shares on issue in accordance with the ASX Listing Rules and the rules of the NZ Tax Exempt Plan.

Tax exemption conditions

As at the date of this notice, the exemption conditions applicable for the CSG Tax Exempt Share Plan (New Zealand) include:

- The shares offered must be fully paid ordinary

shares ranking equal in all respects with other ordinary voting shares of the Company;

- The cost of shares to employees must not exceed the market value at the date of purchase or subscription;
- The shares acquired by an employee under the scheme cannot be for a consideration exceeding \$2,340 in any three year period (the A\$1,000 limit has historically been accepted for other approvals as it is the price paid by the employee (and not the discount received) which is measured with respect to the \$2,340 limit;
- Every full time employee must be eligible to participate in the scheme on an equal basis with every other full time employee;
- Any minimum period of service which the Company may require before an employee can participate cannot exceed three years;
- The shares cannot be controlled by the employee for a period of at least three years and no more than five years from the date of purchase or subscription. During the restrictive period, the shares must be held in trust for the employee. The employee is entitled to dividends paid on the shares during that time, and those dividends must not be capable of being applied to meeting outstanding debts owing to the Company;
- At the end of the restrictive period, the shares are required be transferred to the employee or purchased by the trustee (at the employee's option) for a price not exceeding cost. Where employment is terminated by the employer, otherwise than by reason of retirement, redundancy or ill-health or the employee withdraws from scheme, the trustees are required to purchase the scheme shares at a price not exceeding cost. Where termination arises from sickness, death, redundancy, or retirement at normal retiring age, the shares are required to be transferred to the employee (or the deceased's representative) or purchased by the trustee (at the employee's or representative's option) for a price not exceeding cost.

In addition, offers will only be made under this Plan while it remains an approved "Exempt Share Purchase Agreement Scheme".

Amendment

Amendment of term rules subsequent to having

obtained Inland Revenue Department (New Zealand) approval may jeopardise the tax exempt status of the Plan and therefore will be only undertaken after considering any potential impact on this status.

Board Recommendation

The Board (Ms. Kerin abstaining) recommends that you vote in favour of this resolution.

Voting Exclusion Statement

In accordance with the *Corporations Act 2001* (Cth), the Company will disregard any votes cast in relation to this resolution:

- by or on behalf of the KMP, which includes the Directors and the executives in the consolidated group, or their closely related parties, regardless of the capacity in which the vote is cast; and
- as a proxy by a person who is a member of the KMP at the date of the AGM or their closely related parties,

unless the vote is cast as a proxy for a person entitled to vote on the resolution:

- in accordance with a direction on the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy as the Chairman sees fit, even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the consolidated group.

A closely related party of a person is defined in the *Corporations Act 2001* (Cth) as, relevantly:

- (a) a spouse or child of the person; or
- (b) a child of the person's spouse; or
- (c) a dependant of the person or of the person's spouse; or
- (d) anyone else who is one of the person's family and may be expected to influence the person, or be influenced by the person, in the person's dealings with the entity; or
- (e) a company the person controls.

The Chairman of the meeting intends to cast all available proxies in favour of this item of business.

Item 5: Issue of Performance Rights to CEO/Managing Director

Background

The remuneration package of the CEO/Managing Director, Ms. Julie-Ann Kerin, includes fixed remuneration, short term variable incentives and long term variable incentives. Both short term and long term incentives are performance based. As part of Ms. Kerin's remuneration package, the Company intends, subject to shareholder approval being obtained, to grant Performance Rights (on the terms summarised below) to Ms. Kerin. If the relevant performance hurdles are satisfied, the relevant Performance Rights will vest and shares will be issued and / or transferred to Ms. Kerin in respect of those Performance Rights.

It should be noted that Ms. Kerin has agreed with the Company that, for a period of 4 years from 1 July 2016, her base remuneration package will be capped at \$700,000 per annum.

Shareholder approval requirement

ASX Listing Rule 10.14 prevents the Company from issuing securities to directors and their associates

under any employee incentive scheme unless approved by the members of the Company.

Details of Performance Rights to be issued (subject to member approval)

A summary of the Long Term Incentive Plan is set out above in this Explanatory Statement.

Subject to relevant resolutions being approved at this Annual General Meeting, it is proposed that 4 tranches (referred to as stages) of Performance Rights be granted to Ms. Kerin by 31 December 2015.

In each stage of Performance Rights, the vesting of:

- 50% of the Performance Rights (**TSR Rights**) will be based on the CAGR* in TSR** across the performance period relevant to that stage.
- 50% of the Performance Rights (**EPS Rights**) will be based on the CAGR* in EPS*** across the performance period relevant to that stage.

Specific details of the proposed grants of Performance Rights to Ms. Kerin are set out below.

Stage	TSR Rights	EPS Rights	Total Performance Rights in Stage
Stage 1 Performance Rights	209,450	209,450	418,900
Stage 2 Performance Rights	628,350	628,350	1,256,700
Stage 3 Performance Rights	628,350	628,350	1,256,700
Stage 4 Performance Rights	628,350	628,350	1,256,700

*CAGR means compound annual growth rate (expressed as a percentage).

**TSR means the total shareholder return per ordinary shares in the Company for the applicable period of time. Total shareholder return is the growth in share price plus dividends, assuming dividends are reinvested.

***EPS means the earnings per weighted average ordinary shares in the Company for the applicable period of time, adjusted for (1) the share based payments expense associated with grants made under the CSG's Long Term Incentive Plan (as set out in the relevant audited accounts), (2) the 'Contract Customer Amortisation' expense (as set out in the relevant audited accounts) and (3) any other items the Board, at its absolute discretion, considers abnormal.

Vesting Schedule

The table below sets out the vesting schedule for the proposed grant of Performance Rights to Ms. Kerin.

TSR Rights	EPS Rights	
CAGR in TSR across the applicable Performance Period	CAGR in EPS across the applicable Performance Period	Percentage of Performance Rights that will vest
CAGR is less than 15%	CAGR is less than 10%	Nil
CAGR is equal to 15%	CAGR is equal to 10%	20%
CAGR is greater than 15% and less than or equal to 25%	CAGR is greater than 10% and less than or equal to 20%	Progressive pro-rata vesting from 20% to 100% (i.e. on a straight line basis)
CAGR is equal to or greater than 25%	CAGR is equal to or greater than 20%	100%

Performance Periods & Testing Periods

The table below sets out the applicable Performance Periods for each stage of Performance Rights. It also sets out in what period CSG Limited will first test the Vesting Conditions.

In the event that the Vesting Conditions are not satisfied, or are only partially satisfied, for any of the first, second or third stage, those Performance Rights that do not vest will not lapse but remain available for vesting at the end of subsequent Performance Periods. Performance Rights will only vest in a testing period subsequent to their first testing period (see table below) if the relevant CAGR performance is greater than that achieved in the earlier testing periods. Any Performance Rights which have not vested by the end of the fourth Testing Period, (i.e. the testing period in September 2020) will lapse.

	TSR Rights	EPS Rights	
Stage	Performance Period	Performance Period	First Testing Period
Stage 1 Performance Rights	From 18 August 2015 to the trading day after the release to the ASX of CSG's FY2017 annual results	1 July 2015 – 30 June 2017	September 2018
Stage 2 Performance Rights	From 18 August 2015 to the trading day after the release to the ASX of CSG's FY2018 annual results	1 July 2015 – 30 June 2018	September 2018
Stage 3 Performance Rights	From 18 August 2015 to the trading day after the release to the ASX of CSG's FY2019 annual results	1 July 2015 – 30 June 2019	September 2019
Stage 4 Performance Rights	From 18 August 2015 to the trading day after the release to the ASX of CSG's FY2020 annual results	1 July 2015 – 30 June 2020	September 2020

*If the relevant Performance Rights are being tested in a testing period other than their first testing period, the relevant Performance Period for that test will be the Performance Period ending immediately prior to the testing period and not the Performance Period set out above.

Additional disclosure required by ASX Listing Rules

In addition to the details set out above, the ASX Listing Rules require that the following information be included in this Notice to enable members to properly consider the resolution under Item 5:

Recipient	CEO/Managing Director - Ms. Julie-Ann Kerin
The maximum number of Shares that may be issued in respect of the Performance Rights (including the formula for calculating the number of securities to be issued)	Subject to the required member approval being obtained, the maximum number of Shares that may be issued in respect of the Performance Rights is 4,189,000.
The price payable by the holder for the issue of Shares in respect of the Performance Rights	Nil.
The names of all persons referred to in ASX Listing Rule 10.14 who received securities under the Long Term Incentive Plan since 29 November 2012 (the date of the last shareholders approval of the Long Term Incentive Plan), the number of securities received and the acquisition price for each security	<p>Since 29 November 2012, Ms. Kerin has been issued:</p> <ul style="list-style-type: none"> 1,939,394 Ordinary shares. Of these 1,333,333 related to the vesting of Performance Rights relating to the period ended 30 November 2014, where the TSR CAGR exceeded 30%. A further 606,061 ordinary shares were issued as part of a retention arrangement following the successful sale of the Technology Solutions business; and An additional 3,238,095 Performance Rights. These remain on issue subject to the satisfaction of vesting conditions relating to the periods ended 30 November 2015 and 30 November 2016 as provided under the Plan Rules. <p>No acquisition price was paid for the above securities.</p>
Terms of the issue, including conditions to be satisfied as a condition of the issue of Shares in respect of the Performance Rights	Details of the Performance Rights are set out above and in addition, the rights will be subject to the terms of the CSG Long Term Incentive Plan (a summary of which is included in the Explanatory Statement relating to Item 4 of this meeting).
Date by which the Company will issue the Performance Rights and the Shares in respect of the Performance Rights	Subject to the required member approval being obtained, the Company intends to issue the Performance Rights by 31 December 2015.
Terms of any loan available	Not applicable.

In addition to the information set out above, ASX Listing Rule 10.14 requires that the following information / statements be included in the Notice:

- Details of any securities issued under the Company's employee incentive schemes will be published in each Annual Report of the Company relating to a period in which the securities have been issued and that approval for the issue of securities was obtained under Listing Rule 10.14. Any additional persons who become entitled to participate in the Company's employee incentive schemes after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under Listing Rule 10.14 (if such approval is required under the ASX Listing Rules).
- All directors of the Company are entitled to participate in the CSG Long Term Incentive Plan. None of the directors will be entitled to participate in the CSG Tax Exempt Share Plan (Australia) or the CSG Tax Exempt Share Plan (New Zealand).

Voting Exclusion Statement

In accordance with the Corporations Act 2001 (Cth), the Company will disregard any votes cast in relation to this resolution:

- by Ms. Kerin, or her closely related parties, regardless of the capacity in which the vote is cast;
- by or on behalf of the KMP, which includes the Directors and the executives in the consolidated group, or their closely related parties, regardless of the capacity in which the vote is cast; and
- as a proxy by a person who is a member of the KMP at the date of the AGM or their closely related parties,

unless the vote is cast as a proxy for a person entitled to vote on the resolution:

- in accordance with a direction on the proxy form; or

- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy as the Chairman sees fit, even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the consolidated group.

A closely related party of a person is defined in the Corporations Act 2001 (Cth) as, relevantly:

- (a) a spouse or child of the person; or
- (b) a child of the person's spouse; or
- (c) a dependant of the person or of the person's spouse; or
- (d) anyone else who is one of the person's family and may be expected to influence the person, or be influenced by the person, in the person's dealings with the entity; or
- (e) a company the person controls.

The Chairman of the meeting intends to cast all available proxies in favour of this item of business.

Board Recommendation

The Board (Ms Kerin abstaining) recommends that you vote in favour of this resolution.

Item 6: Ratification of previous issue of shares

As previously announced to the market, the Company successfully completed an institutional placement of ordinary CSG shares in August 2015, raising \$30 million ("Institutional Placement").

Under Listing Rule 7.1, a company must not (subject to certain exceptions) issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as options), without prior shareholder approval if the number of those securities exceeds 15% of the company's issued capital at the beginning of that 12 month period.

An exception to Listing Rule 7.1 is set out in Listing Rule 7.4, which provides that, where the shareholders of a company subsequently approve a previous issue of securities made pursuant to Listing Rule 7.1, those securities will be deemed to have been issued with shareholder approval for the purposes of Listing Rule 7.1 and will not count towards the 15% limit referred to in Listing Rule 7.1.

Accordingly, the resolution in Item 6 seeks shareholder approval under Listing Rule 7.4 to ratify the issue and allotment of shares on 24 August 2015 pursuant to the Institutional Placement. The Board believes that it is in the best interests of the Company to retain the flexibility to issue up to the full 15% placement capacity without having to obtain prior shareholder approval and without the securities described below counting towards this limit.

Specific Information required by Listing Rule 7.5

To enable the Company's shareholders to ratify this prior issue and allotment of shares, the Board provides the following information in accordance with Listing Rule 7.5:

Date of Issue	24 August 2015
Number of Shares Issued	21,126,761
Price per Share	\$1.42
Allottees	Institutions and sophisticated and professional investors who were introduced to the process by the joint lead managers (Morgan Stanley Australia Securities Limited and CBA Equities Limited) and participated in the Institutional Placement.
Terms of the Securities	As per the terms of existing ordinary shares in the Company.
Intended Use of Funds	To raise capital for the acquisition of CodeBlue Limited (NZ company number 1566260), and to pursue near term growth opportunities.

Voting Exclusion Statement

In accordance with the Corporations Act 2001 (Cth), the Company will disregard any votes cast in relation to this resolution by or on behalf of:

- any person who participated in the issue of securities under the Institutional Placement; and
- any associate of those persons.

However, the Company will not disregard a vote if it is cast:

- by a person as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy as the Chairman sees fit.

The Chairman of the meeting intends to cast all available proxies in favour of this item of business.

Board Recommendation

The Board recommends that you vote in favour of this resolution.

Notes



More than you expect.

csg.com.au





More than you expect.

CSG Limited
ACN 123 989 631

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

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

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

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 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 AEDST Tuesday, 17 November 2015

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

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

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

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

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

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



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



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of CSG 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 CSG Limited to be held at the Sheraton Melbourne Hotel, The Monash Room, Level 2, 27 Little Collins Street, Melbourne, Victoria on Thursday, 19 November 2015 at 1:00pm AEDST 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 Items 2, 4 and 5 (except where I/we have indicated a different voting intention below) even though Items 2, 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2, 4 and 5 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
Item 2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Director- Mr. Thomas Cowan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Approval of issues and acquisitions of securities under the CSG Long Term Incentive Plan, CSG Tax Exempt Share Plan (Australia) and CSG Tax Exempt Share Plan (New Zealand)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Issue of Performance Rights to CEO/Managing Director – Ms. Julie-Ann Kerin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Ratification of previous issue of shares	<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

CSV

205413A

Computershare +