

28 April 2014

The Manager  
Market Announcements Office  
ASX Limited

Level 4, Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

**2014 Notice of Annual General Meeting**

Pursuant to ASX Listing Rule 3.17, attached for the market's information is:

- (i) the Chairman's letter;
- (ii) the 2014 Notice of Annual General Meeting;
- (iii) a shareholder proxy form; and
- (iv) a shareholder communications preference form.

Hard copies of these documents are being mailed to those shareholders who have requested to receive a hard copy. Shareholders who have elected to receive the above documents electronically should receive an email today.

We are pleased to advise that the 2013 Annual Report to shareholders was lodged with the ASX on the 27<sup>th</sup> of March 2013 and available on-line, those who have requested a hard copy will be mailed within the next 2 business days.

Tempo Australia Ltd (Tempo's) Annual General Meeting is scheduled for 2:00pm (WST) on Thursday 29<sup>th</sup> of May 2014 at The offices of BDO Australia, Ground Floor, 38 Station Street, Subiaco WA 6008.

Yours faithfully



Giuseppe Leone  
Company Secretary  
28 April 2014

28 April 2014

Dear Shareholder

On behalf of the Board of Directors, I am pleased to invite you to the Annual General Meeting (AGM) of Tempo Australia Limited (Tempo) to be held on Thursday 29 of May 2014. The AGM will be held from 2:00pm at the BDO Building, Ground Floor, 38 Station Street, Subiaco, Perth WA 6008. The Notice of Meeting (Notice), including explanatory notes, as well as a proxy form, are enclosed.

We were saddened this month when we received notice of the passing of Tempo co-founder Mr Richard (Dick) Wright. Dick will be greatly missed by the board, management and staff.

As you would be aware, on Friday 7<sup>th</sup> of February 2014 I was appointed Chairman of Tempo. With my first AGM as Chairman of Tempo, in this letter I am seeking to provide some context and a high-level overview of a number of the key resolutions that will be considered by the AGM which the board believe are pivotal to the further development of the company.

**Resolution 1** seeks shareholder approval for the adoption of the remuneration report of the Company. Remuneration policy and strategy is a key focus of your Board as we strive to attract and retain the experienced staff needed to grow Tempo but at the same time showing fiscal constraint. I believe our strategy is sound and seek your support by voting in favour of this resolution.

**Resolution 2 and 3** pertains to the re-election of myself and election of Philip Loots as Directors.

Tempo Australia Limited presently has 3 directors including myself, a brief bio of each director as follows:

**Carmelo Bontempo**

**Chairman**

A Founding partner and former executive of UGL Limited, Managing Director of Monadelphous Group Limited and a key advisor to numerous private and publicly listed companies in Australia.

**Nick Bowen**

**Non-Executive Director**

More than 30 years' experience in resources and contracting with open cut mining, underground mining and civil engineering experience both in Australian and Internationally. Has 22 years'

experience as CEO of ASX200 listed contracting companies and currently executive global head of mining services at Orica Ltd.

**Philip Loots**

**Non-Executive Director**

Philip is a lawyer with a PHD from Harvard Business School and brings to the board significant risk management experience in the development and construction of projects in the infrastructure, mining and oil and gas sectors. Over the past six years Philip has had significant involvement in the mega oil and gas projects in Western Australia.

With your support for this resolution Tempo will maintain an experienced and competent Board to lead the growth of the company in the future.

**Resolution 4** pertains to the issue of options to Mr Philip Loots.

**Resolution 5** pertains to the issue of options to Mr Nick Bowen.

At the Company's annual general meeting on 2 May 2013, Shareholders approved the issue of 5,847,954 Shares at \$0.0855 and 11,695,908 attaching Options at no cost to Mr Bowen. Mr Bowen has agreed to allow the Company to cancel all of those 11,695,908 Options previously issued to him subject to Shareholders approving the issue of the Options detailed in Resolution 5.

**Resolution 6** provides the Company additional capacity to issue equity securities of up to 25% of the Company's issued share capital should there be a requirement to do so. This is a standard resolution being utilised by the majority of small ASX listed companies.

I encourage you to read the Notice, especially its explanatory notes, together with the Remuneration Report that is included in the 2013 Annual Report. The Board intends to vote in favour of all the Resolutions (except where restrictions do not allow them to vote) and urge shareholders to also vote in favour of all the Resolutions.

Thankyou for your ongoing support.

Yours faithfully



Carmelo Bontempo  
Chairman  
28 April 2014



# Notice of Annual General Meeting and Explanatory Memorandum to Shareholders

<b>Date of Meeting:</b>	Thursday 29 <sup>th</sup> May 2014
<b>Time of Meeting:</b>	2:00 pm (WST)
<b>Place of Meeting:</b>	BDO Building Ground Level 38 Station Street, Subiaco Perth WA 6008

This Notice of Annual General Meeting for Tempo Australia Ltd (ACN 000 689 725) should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6180 2040.

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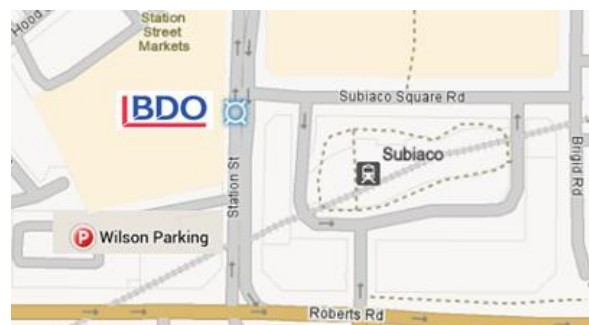
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## **IMPORTANT INFORMATION**

### **Time and place of Meeting**

Notice is given that the Meeting will be held at 2:00pm (WST) on Thursday 29<sup>th</sup> of May 2014 at:

BDO Building  
Ground Level  
38 Station Street,  
Subiaco  
Perth WA 6008



### **Your vote is important**

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

### **Voting eligibility**

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00 pm (EST) on Tuesday, 27 May 2014.

### **Voting in person**

To vote in person, attend the Meeting at the time, date and place set out above.

### **Voting by proxy**

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

### ***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

### ***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - o the proxy is not recorded as attending the meeting; or
  - o the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

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

A reasonable opportunity will be given to Shareholders to ask questions and/or make comments on the management of the Company at the Meeting.

A reasonable opportunity will be given for Shareholders to ask questions of the Company's external auditor, RSM Bird Cameron. These questions should be relevant to:

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

Shareholders may also submit written questions to RSM Bird Cameron but only if the questions are relevant to the content of the audit report or the conduct of its audit of the Company's financial report for the year ended 31 December 2013. Relevant written questions for RSM Bird Cameron must be received by the Company no later than 2:00pm (WST) on Tuesday, 27 May 2014. A representative of RSM Bird Cameron will provide answers to the questions at the Meeting.

# TEMPO AUSTRALIA LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given this 28<sup>th</sup> Day of April 2014, that the 2014 Annual General Meeting of Tempo Australia Limited ACN 000 689 725 will be held in Perth at 2:00pm (WST) on Thursday 29<sup>th</sup> of May 2014 at BDO Building Ground Level, 38 Station Street, Subiaco, Perth WA 6008.

The attached Explanatory Statement is provided to supply Shareholders with information to enable Shareholders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice.

### **Agenda for the Meeting**

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

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2013 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

#### **Resolution 1 - Adoption of Remuneration Report**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

*"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 31 December 2013 included in the Directors' Report, which is attached to the Financial Statements as required under section 300A of the Corporations Act, be adopted by the Company."*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

#### **Voting Prohibition Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

## **Resolution 2 – Re-Election of Carmelo Bontempo as a Director**

To consider and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That Carmelo Bontempo a Director of the Company, who retires by rotation pursuant to clause 47 of the Company’s Constitution, offers himself for election pursuant to clause 46 of the Company’s Constitution and being eligible, is elected as a Director of the Company.”*

## **Resolution 3 - Election of Philip Loots as a Director**

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

*“That Philip Loots, having been appointed to fill a casual vacancy by a resolution of the Board of Directors on 20 February 2014, offers himself for election pursuant to clause 46 of the Company’s Constitution and being eligible, is elected as a Director of the Company.”*

## **Resolution 4 – Approve the issue Options to Philip Loots**

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

*"That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the issue of 4,000,000 options at nil cost to Philip Loots or his nominee on the terms and conditions set out in the Explanatory Memorandum, is approved."*

**ASX Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Mr Loots (or his nominee) and any of their associates. However, the Company need 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 the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

### **Voting Prohibition Statement:**

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

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.



## **Resolution 5 – Approve the issue Options to Nick Bowen**

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

*"That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the issue of 4,000,000 options at nil cost to Nick Bowen or his nominee on the terms and conditions set out in the Explanatory Memorandum, is approved."*

**ASX Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Mr Bowen (or his nominee) and any of their associates. However, the Company need 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 the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

### **Voting Prohibition Statement:**

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

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

## **Resolution 6 - Approval of additional capacity to issue shares under ASX Listing Rule 7.1A**

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

*"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Company having the additional capacity to issue equity securities under Listing Rule 7.1A, on the terms and conditions set out in the Explanatory Statement, is approved."*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and an associate of such person. In accordance with Listing Rule 14.11.1 and the relevant Note under that rule concerning Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

Completed proxy forms should be sent to:

By mail:       Tempo Australia Limited  
                  C/- Link Market Services Limited  
                  Locked Bag A14  
                  SYDNEY SOUTH NSW 1235  
                  AUSTRALIA

By fax:         +61 2 9287 0309

By hand:       Delivering it to Link Market Services Limited,  
                  1A Homebush Bay Drive,  
                  Rhodes NSW 2138



Giuseppe Leone  
**Company Secretary**  
On behalf of the Board of Directors  
Tempo Australia Limited  
Date: 28 April 2014

## EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

### Resolution 1: Adoption of remuneration report

In accordance with Section 300A(1) of the Corporations Act the Remuneration Report is included in the Directors Report for the financial year ended 31 December 2013.

The Remuneration Report sets out details of the remuneration received by the directors and key Company executives, in addition to describing Board policy in respect of remuneration. Resolution 1 seeks shareholder approval of the adoption of the remuneration report by the Company.

The outcome of this resolution is not binding on the Company or the Board. However, sections 250U to 250Y of Corporations Act provide for a 'two strikes and re-election' process in relation to the shareholder vote on the Remuneration Report provided that:

- A 'first strike' will occur if this Remuneration Report resolution receives a 'no' vote of 25% or more. If this occurs, the Company's subsequent remuneration report will contain an explanation of the Board's proposed action in response to the 'no' vote or an explanation of why no action has been taken by the Board.
- A 'second strike' will occur if the resolution to adopt the Remuneration Report at the 2014 Company Annual General Meeting also receives a 'no' vote of 25% or more. If this occurs, shareholders will vote at that Annual General Meeting to determine whether the Directors will need to stand for re-election at a separate, subsequent meeting (the 'spill resolution'). If the spill resolution passes with 50% or more of eligible votes cast, the spill meeting must take place within 90 days.

The Company has not received a 'first strike'.

The Remuneration Report is set out in the Company's 2013 Annual Report. The Tempo Australia Limited 2013 Annual Report can be viewed online at the Company's website, [www.tempoaust.com](http://www.tempoaust.com).

In the event that you choose to appoint the Chairman as your proxy:

- Subject to the below, the Chairman's voting intention is to vote in favour of this resolution to adopt the Remuneration Report.
- The attached Proxy Form provides that if the Chairman is appointed as proxy, the Chairman is directed to vote in accordance with the voting intention set out above, unless you direct the Chairman to vote in a different manner.
- The Chairman will only vote in accordance with his stated voting intention if the relevant box is ticked.
- If the relevant box is un-ticked the Chairman will not be permitted to vote the relevant shares on the resolution in relation to the remuneration report.
- For all other resolutions where the Chairman is appointed as proxy, those proxies will remain undirected and may be voted on by the Chairman on that basis.

## **Resolution 2 and 3: Election of Carmelo Bontempo and Philip Loots as Directors**

Clause 47 of the Tempo Australia Limited constitution provides that the following directors automatically retire at the end of each annual general meeting:

- (a) any director appointed by the Directors of Tempo Australia Limited in general meeting since the last annual general meeting;
- (b) one third (or if that is not a whole number, the next lowest whole number) of the other directors (not counting the managing director) provided that there must be at least one retiring director; and
- (c) any director for whom this would be the third annual general meeting since their last appointment or three years since their last appointment (whichever is longer).

The directors who must retire under the above criteria are those directors who have been longest in office since their appointment on registration or their last election (whichever is later). If they became directors on the same day, they may agree who retires. If they do not agree, they may select by lot who retires.

This does not apply to the Managing Director.

The constitution of Tempo Australia Limited essentially ensures that no director (except the Managing Director) is able to remain in office longer than three years without facing re-election. Each director is entitled to offer himself or herself for re-election as a director at the Annual General Meeting.

Tempo Australia Limited presently has three directors.

Mr Carmelo Bontempo is retiring by rotation and offers himself for re-election.

Mr Philip Loots was appointed by the Directors to the position of Director of the Company, which appointment took effect on 20 February 2014.

The Directors (other than Carmelo Bontempo) unanimously recommend that Shareholders approve Resolution 2.

The Directors (other than Philip Loots) unanimously recommend that Shareholders approve Resolution 3.

## **Resolutions 4 and 5 – Issue of Options to Directors**

### **Purpose of Resolution**

The Board seeks approval by Shareholders for the issue of 2,000,000 Class C Options at nil cost and 2,000,000 Class D Options at nil cost (being a total of 4,000,000 Options) to or for the benefit of each of Mr Nick Bowen and Mr Philip Loots, both of whom are Directors and therefore a related parties of the Company, on the terms and conditions set out in Schedule 1 to this Notice of Meeting.

The most recent closing price of the Shares before the date of this Notice of Meeting was \$0.084. The exercise price for the Class C Options is A\$0.10 and the exercise price for the Class D options is A\$0.14. Although the Class C Options and Class D Options are being issued for nil consideration, the exercise price for each of the Class C Options and Class D Options is higher than the most recent closing price of the Shares.

At the Company's annual general meeting on 2 May 2013, Shareholders approved the issue of 5,847,954 Shares at \$0.0855 and 11,695,908 attaching Options at no cost to Mr Nick Bowen. Mr Bowen has agreed to allow the Company to cancel all of those 11,695,908 Options previously issued to him subject to Shareholders approving the issue of the Options the subject of Resolution 5.

Having considered the circumstances of the Company and both Mr Bowen and Mr Loots (including the responsibilities of their office), the Directors consider that the issue of the Options at nil cost to each of Mr Bowen and Mr Loots is reasonable and in the best interests of the Company to assist their retention as an incentive during the further advancement of the Company's prospects.

### **Chapter 2E of the Corporations Act and Listing Rule 10.11 approval**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

The Directors consider that Shareholders' approval pursuant to Chapter 2E of the Corporations Act and Listing Rule 10.11 is required in respect of the issue under Resolutions 4 and 5 given that each of Mr Loots and Mr Bowen are related parties of the Company and the issue of the Options represents the giving of a financial benefit.

### **ASX Listing Rule 7.1**

Listing rule 7.1 provides that a company must not, without shareholder approval (but subject to certain exceptions), issue or agree to issue during any 12 month period any equity securities (including ordinary shares and options over unissued ordinary shares) if the number of those securities exceeds 15% of the number of fully paid securities on issue at the commencement of that 12 month period. Exception 14 under Listing Rule 7.2 provides that Listing Rule 7.1 does not apply to an issue of securities made with shareholder approval under Listing Rule 10.11.

Therefore, if approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

### **Disclosure required under Chapter 2E of Corporations Act**

In accordance with Section 219 of the Corporations Act, the following information is provided:

	Requirement	Information/ Explanation
1	The related parties to whom the proposed resolution would permit financial benefits to be given.	Mr Philip Loots or his nominee (Resolution 4). Mr Nick Bowen or his nominee (Resolution 5).
2	The nature of the financial benefits.	The issue of 2,000,000 Class C Options and 2,000,000 Class D Options for no consideration to each of Mr Loots and Mr Bowen.
3	In relation to each company director, their reasons for making or not making a recommendation to members about the proposed resolution, or if they were not available to consider the proposed resolution - why not.	In relation to Resolution 4, each Director other than Mr Loots recommends that Shareholders vote in favour of Resolution 4. Having considered the circumstances of the Company and Mr Loots' (including the responsibilities of his office), they consider that the issue of the Options to Mr Loots is reasonable and in the best interests of the Company to assist Mr Loots' retention as an incentive during the further advancement of the Company's prospects. Mr Loots does not make any recommendation to Shareholders about Resolution 4 as he has an interest in the outcome of the Resolution as described in item 4 below. In relation to Resolution 5, each Director other than Mr Bowen recommends that Shareholders vote in favour of Resolution 5. Having considered the circumstances of the Company and Mr Bowen's (including the responsibilities of his office), they consider that the issue of the Options to Mr Bowen is reasonable and in the best interests of the Company to assist Mr Bowen's retention as an incentive during the further advancement of the Company's prospects. Mr Bowen does not make any recommendation to Shareholders about Resolution 5 as he has an interest in the outcome of the Resolution as described in item 4 below.
4	In relation to each company director, whether the director has an interest in the outcome of the proposed resolution, and if so, what it is.	Mr Loots has an interest in the outcome of Resolution 4, being the receipt of 2,000,000 Class C Options and 2,000,000 Class D Options having a value of \$77,600 as determined by management on 3 April 2014. None of the Directors other than Mr Loots has any interest in the outcome of Resolution 4. Mr Bowen has an interest in the outcome of Resolution 5, being the receipt of 2,000,000 Class C Options and 2,000,000 Class D Options having a value of \$77,600 as determined by management on 3 April 2014. None of the Directors other than Mr Bowen has any interest in the outcome of Resolution 5. The valuation is set out in full in Schedule 2 to the Notice of Meeting.

5	All other information known to the company or any of its Directors which members would reasonably require to determine whether or not the proposed resolution is in the company's interests.	The terms of issue of the Options are set out in Schedule 1 to the Notice of Meeting. Shareholders are otherwise advised to carefully review the Notice of Meeting (including the Explanatory Statement) in its entirety. Additional information is also provided after this table.
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The following additional information is also provided:

- (a) the Options to be granted will not be listed on ASX;
- (b) the Class C Options will vest 24 months from the 21st February 2014 and may be exercised for a period of 21 days after that date on the condition that the recipient remains a Director of the Company at the time of exercise. The Class D Options will vest 36 months from 21<sup>st</sup> February 2014 and may be exercised for a period of 21 days after that date on the condition that the recipient remains a Director of the Company at the time of exercise;
- (c) For the purpose of Resolution 4, at the date of preparation of this notice, Mr Loots had a relevant interest in the following securities of the Company:
  - Fully Paid Ordinary Shares: Nil
  - Unlisted Options: Nil
- (d) For the purpose of Resolution 5, at the date of preparation of this Notice, Mr Bowen has a relevant interest in following securities of the Company:
  - Fully Paid Ordinary Shares: 5,847,954
  - Unlisted Options: 11,695,908.

In relation to the Options, as set out above, Mr Bowen has agreed to the cancellation of the existing Options that he holds subject to the approval of the Options the subject of Resolution 5. If Resolution 5 is passed, the number of Options held by Mr Bowen will effectively be reduced by 7,695,908 Options.

- (e) For the purpose of Resolution 4, Mr Loots' expected total remuneration package for the period commencing 20 February 2014 (being the date of Mr Loots' appointment as a Director) until 31 December 2014 is as follows:
  - Salary & Fees \$12,898
  - Superannuation \$1,193

If Resolution 4 is passed and the options are issued to Mr Loots, the total remuneration package for the year ending 31 December 2014 will increase by \$77,600 (being the value of the options at nil cost as determined by Company management) to \$91,691.

- (f) For the purpose of Resolution 5, Mr Bowen's expected total remuneration package for the previous two years is as follows:



	2012	2013	Current year
<b>Salary</b>	Nil	\$74,598	\$5,000
<b>Superannuation</b>	Nil	\$6,808	\$478

- (g) Ownership of shares pursuant to the exercise of the Options will entitle the holders of shares to receive benefits of ownership/membership, on the same basis as existing Shareholders of the Company;
- (h) The Company's management has valued the Options at \$77,600 for each of Mr Loots and Mr Bowen (being a total value of \$155,200) using the Black-Scholes model. The valuation is set out in full in Schedule 2 to the Notice of Meeting;
- (i) If the Options issued under Resolutions 4 and 5 are exercised, it would have an effect of diluting the shareholdings of existing Shareholders. As at the date of this Notice of Meeting, the Company has 155,339,808 Shares on issue which will increase to 163,339,808 if all of the Options are exercised (assuming no further Shares are issued), diluting the interests of Shareholders by 5.02%, being a dilution of 2.51% from the Options issued to Mr Loots and 2.51% from the Options issued to Mr Bowen;
- (j) The Board acknowledges the grant of Options under Resolutions 4 and 5 are contrary to Recommendation 8.3 of The Corporate Governance Principles and Recommendations with 2010 Amendments (2<sup>nd</sup> Edition) as published by The ASX Corporate Governance Council. However, the Board considers the grant of Options to under Resolutions 4 and 5 reasonable in the circumstances;
- (k) The market price of the Company's Shares during the term of the Options will normally determine whether or not the holder exercises the Options. At the time any Options are exercised and Shares issued pursuant to the exercise of the Options, the Company's Shares may be trading on ASX at a price which is higher than the exercise price of the Options;
- (l) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	9.0 cents	Varies Occasions earliest at 07/03/2014
Lowest	2.9 cents	09/01/2014
Last	8.3 cents	15/04/2014

- (m) The most recent closing price before the date of this Notice of Meeting was \$0.083. If the Share price is above that level when the Options are exercised, there will be a cost to the Company being the difference between the Share price and the exercise price. On the other hand, if the Share price is below that level when the Options are exercised, there will be benefit to the Company being the difference between the exercise price and the Share price;

#### **Disclosure required under Listing Rule 10.13**

For the purpose of ASX Listing Rule 10.13, the following information is provided for Resolutions 4 and 5:



- (a) the related parties to whom the Options the subject of Resolutions 4 and 5 will be issued is Mr Philip Loots and Mr Nick Bowen or their respective nominees;
- (b) the maximum number of Options to be issued is 2,000,000 Class C Options and 2,000,000 Class D Options under Resolution 4 and 2,000,000 Class C Options and 2,000,000 Class D Options under Resolution 5;
- (c) the Options will be issued no later than one month after the date of the Annual General Meeting if this resolution is passed;
- (d) The Class C Options and Class D Options are to be issued for nil consideration. The exercise price for the Class C Options is A\$0.10. The exercise price for the Class D options is A\$0.14;
- (e) the terms of the Class C Options and Class D Options are set out in Schedule 1 to this Notice; and
- (f) no funds will be raised by the issue of the Class C Options and Class D Options. The funds raised from the Options (if exercised) will be used for working capital purposes.

#### **Resolution 6 – Approval of additional capacity to issue shares under ASX Listing Rule 7.1A**

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**).

The Company is an Eligible Entity.

If Shareholders approve Resolution 6, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below).

The effect of Resolution 6 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 6 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 6 for it to be passed.

#### **ASX LISTING RULE 7.1A**

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

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

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$12,893,204 as at 15 April 2014.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has 1 class of quoted Equity Securities on issue, being the Shares (ASX Code:TPP).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A is the number of Shares on issue 12 months before the date of issue or agreement:
  - a. plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
  - b. plus the number of partly paid shares that became fully paid in the previous 12 months;
  - c. plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and
  - d. less the number of Shares cancelled in the previous 12 months.
- D is 10%.
- E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

## TECHNICAL INFORMATION REQUIRED BY ASX LISTING RULE 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 6:

### Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within 5 ASX trading days of the date on which the Equity Securities are issued.

## Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (a) 12 months after the date of this Meeting; and
- (b) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

### (10% Placement Capacity Period).

## Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 6 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

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

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.0415 50% decrease in Issue Price	\$0.083 Issue Price	\$0.166 100% increase in Issue Price
Current Variable A - 155,339,808 Shares	10% Voting Dilution	15,533,981 Shares	15,533,981 Shares	15,533,981 Shares
	Funds Raised	\$644,660	\$1,289,320	\$2,578,641
50% increase in current Variable A - 233,009,712 Shares	10% Voting Dilution	23,300,971 Shares	23,300,971 Shares	23,300,971 Shares
	Funds Raised	\$966,990	\$1,933,981	\$3,867,961
100% increase in current variable A - 310,679,616 Shares	10% Voting Dilution	31,067,962 Shares	31,067,962 Shares	31,067,962 Shares
	Funds Raised	\$1,289,320	\$2,578,641	\$5,157,282

\*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 155,339,808 Shares on issue.
2. The issue price set out above is the closing price of the Shares on the ASX on 15 April 2014.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

### **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (a) as cash consideration in which case the Company intends to use funds raised for working capital, the acquisition of new assets or to repay debt; or
- (b) as non-cash consideration for the acquisition of new assets and investments (in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rules 7.1A.3).

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

### **Allocation policy under the 10% Placement Capacity**

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

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

- (a) the purpose of the issue;
- (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (c) the effect of the issue of the Equity Securities on the control of the Company;
- (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (e) prevailing market conditions; and
- (f) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

#### **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 2 May 2013 (**Previous Approval**).

The Company has not issued any Equity Securities pursuant to the Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 2 May 2013, the Company otherwise issued a total of 5,874,954 Shares and 15,326,908 Options which represents approximately 14.16% of the total diluted number of Equity Securities on issue in the Company on 2 May 2013, which was 149,491,854.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Schedule 3.

#### **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (a) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (b) the information required by Listing Rule 3.10.5A for release to the market.

#### **VOTING EXCLUSION**

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 6.

## GLOSSARY

In the Notice of Meeting and Explanatory Statement the following terms have the following meanings:

**10% Placement Capacity** has the meaning given in section Resolution 6 of the Explanatory Statement.

**ASX** means ASX Limited.

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

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

**Company** or **Tempo** or **Tempo Australia Limited** means Tempo Australia Limited (ACN 000 689 725).

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

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

**Eligible Entity** means an entity that, at the date of the relevant general meeting:

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

**Employee** means a person who is a full-time or permanent part-time employee or officer, or director of the Company or any related body corporate of the Company.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decided to classify as an Equity Security.

**EST** means Eastern Standard Time.

**Explanatory Statement** means the explanatory statement to this Notice of Meeting.

**Meeting** means the 2014 Annual General Meeting of the Shareholders of the Company to be held on 29 May 2014, to which the Notice of Meeting and Explanatory Statement relate.

**Notice of Meeting** means this notice of meeting of the Company dated on the 28<sup>th</sup> of April 2014.

**Option** means and Option to acquire a Share

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

**Plan** means Tempo Australia Limited Employee Share Option Plan governed by the Plan Rules set out in Schedule 3 attached to this Notice of Meeting.

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

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

**Shareholder** means a holder of Shares.

**WST** means Western Standard Time.

Words importing the singular include the plural and vice versa.  
All references to currency are in Australian dollars.

## **SCHEDULE 1**

### **OPTION TERMS**

Name of Proposed Holder:	Philip Loots	Nick Bowen
Number of "C" Class Options to be issued:	2,000,000	2,000,000
Number of "D" Class Options to be issued	2,000,000	2,000,000

1. Each option entitles the holder to subscribe for and be allotted one ordinary share in Tempo Australia Ltd.
2. The "C" Class Options are exercisable at the price per ordinary share of A\$0.10.
3. The "D" Class Options are exercisable at the price per ordinary share of A\$0.14.
4. The "C" Class Options will vest on the date 24 months from the 21st of February 2014 and on the condition of the relevant recipient being a Director of the Company at the time of vesting. The options will expire on 21 March 2016 which is 20 (twenty) business days from the date that the last vesting condition is satisfied (the First Expiry Date).
5. The "D" Class Options will vest on the date 36 months from the 21st of February 2014 and on the condition of the relevant recipient being a Director of the Company at the time of vesting. The options will expire on 21 March 2017 which is 20 (twenty) business days from the date that the last vesting condition is satisfied (the Second Expiry Date).
6. Options not exercised on or before the First Expiry Date or the Second Expiry Date as the case may be will automatically lapse.
7. Options are not transferable except with the prior consent of the Board.
8. Options are exercisable after vesting at any time prior to the expiry date by notice in writing to the Directors accompanied by payment of the exercise price.
9. Option holders cannot participate in new issues of shares without exercising the options.
10. Shares issued on the exercise of options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an option will rank equally with the then issued ordinary shares of the Employer in all respects. If the Employer is listed on ASX it will, pursuant to the exercise of an option, apply to ASX for Quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act 2001 and the ASX Listing Rules.
11. In the event of any reorganisation (including consolidation, sub-division, reduction or return) of the issued capital of the Employer, all rights of the option holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to the reorganisation of capital at the time of the reorganisation.
12. If there is a bonus issue to the holders of ordinary shares, the number of ordinary shares over which each option is exercisable will be increased by the number of ordinary shares which the holder of the option would have received if the option had been exercised before the record date for the bonus issue.
13. In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying Shares, the exercise price of the options may be reduced in accordance with ASX Listing Rule 6.22.
14. The Employer has no present intention to make any application for the options to be quoted on the Official List of the ASX.



## **SCHEDULE 2**

### **RELATED PARTY OPTIONS VALUATION**

The Related Party Options to be issued to the Related Parties pursuant to Resolutions 4 have been valued by internal management.

Using the Black & Scholes option model and based on the assumptions set out below, the Related Party Options were ascribed the following value:

<b>Assumptions:</b>	<b>Class C</b>	<b>Class D</b>
Valuation date	3 April 2014	3 April 2014
Market price of Shares	6.8 cents	6.8 cents
Exercise price	10.0 cents	14.0 cents
Expiry date (length of time from issue)	21 March 2016	21 March 2017
Risk free interest rate	2.82%	3.08%
Volatility (discount)	70%	70%
Indicative value per Related Party Options	1.91 cents	1.97 cents
Total Value of Related Party Options		
- Mr Loots (Resolution 4)	\$38,200	\$39,400
- Mr Bowen (Resolution 5)	\$38,200	\$39,400

Note: The valuation noted above is not necessarily the market price that the Related Party Options could be traded at and is not automatically the market price for taxation purposes.

### **SCHEDULE 3**

#### **ISSUE OF EQUITY SECURITIES ISSUED SINCE 3 MAY 2013**

On 2 May 2013, the company received Shareholder approval for the Additional Placement Capacity at its 2013 annual general meeting. Pursuant to Listing Rule 7.3A.6 the following information is provided to Shareholders:

- The total number of Equity Securities issued in the last 12 months (that is, since 15 April 2013) is 21,174,862 (being 5,847,954 Shares and 15,326,908 Options). The total number of Equity Securities on issue at 15 April 2014 was 155,339,808 shares and 15,326,908 options. The total number of Equity Securities issued in the last 12 months since 15 April 2013 is 14.16% of the total number of Equity Securities on issue at 15 April 2013.
- The details for each separate issue of Equity Securities issued during the 12 months preceding the date of the Meeting are:

<b>Date of Issue:</b>	10 May 2013 (Date of Appendix 3B 14 May 2013)
<b>Number of Equity Securities:</b>	5,847,954
<b>Summary of terms:</b>	Fully paid ordinary shares
<b>Recipient(s):</b>	Mr Nicholas Bowen
<b>Price:</b>	8.55 cents per share (with one Class A and one Class B free attaching options for each Share issued. Options issued on 10 May 2013 with Shareholder approval on 2 May 2013)
<b>Discount to market price:</b>	The issue price is based on the 30 day volume-weighted average price (VWAP) to 24 January 2013
<b>Total cash consideration received:</b>	\$500,000
<b>Amount of cash consideration spent:</b>	\$500,000 for the funding of working capital.

<b>Date of Issue:</b>	10 May 2013 (Date of Appendix 3B 14 May 2013)
<b>Number of Equity Securities:</b>	5,847,954
<b>Summary of terms:</b>	A Class Unlisted Options have an exercise price of 12.82 cents per ordinary share, expiring 10 May 2015. The Class A Options issued are subject to an escrow agreement which restricts the sale of the options for a period of 12 months from the issue date.
<b>Recipient(s):</b>	Mr Nicholas Bowen
<b>Price:</b>	Nil, the Options were issued as attaching options approved in the last annual general meeting on 2 May 2013
<b>Discount to market price:</b>	Not applicable
<b>Current value of the non-cash consideration:</b>	The Company has valued the Options as at 2 April 2014 at 1.05 cents per Option using the Black-Scholes method. Therefore, the current value of the 5,847,954 Options is \$61,405

<b>Date of Issue:</b>	10 May 2013 (Date of Appendix 3B 14 May 2013)
<b>Number of Equity Securities:</b>	5,847,954
<b>Summary of terms:</b>	B Class Unlisted Options have an exercise price of 17.10 cents per ordinary share, expiring 10 May 2016. The Class A Options issued are subject to an escrow agreement which restricts the sale of the options for a period of 12 months from the issue date.
<b>Recipient(s):</b>	Mr Nicholas Bowen
<b>Price:</b>	Nil, the Options were issued as attaching options approved in the last annual general meeting on 2 May 2013
<b>Discount to market price:</b>	Not applicable
<b>Current value of the non-cash consideration:</b>	The Company has valued the Options as at 2 April 2014 at 1.42 cents per Option using the Black-Scholes method. Therefore, the current value of the 5,847,954 Options is \$82,900

<b>Date of Issue:</b>	10 May 2013 (Date of Appendix 3B 14 May 2013)
<b>Number of Equity Securities:</b>	275,000
<b>Summary of terms:</b>	Unlisted Options issued under the Tempo Employee Share Option Plan (ESOP) 22 January 2013 can only be exercised on the achievement of certain vesting conditions attached to the options and have an exercise price of 15.00 cents per ordinary share, expiring 8 April 2015
<b>Recipient(s):</b>	Mr Daniel Hibbs
<b>Price:</b>	Nil, the Options were issued under the Tempo ESOP plan 22 January 2013 approved in the last annual general meeting on 2 May 2013
<b>Discount to market price:</b>	Not applicable
<b>Current value of the non-cash consideration:</b>	The Company has valued the Options as at 2 April 2014 at 0.7 cent per Option using the Black-Scholes method. Therefore, the current value of the 275,000 Options is \$1,921

<b>Date of Issue:</b>	10 May 2013 (Date of Appendix 3B 14 May 2013)
<b>Number of Equity Securities:</b>	250,000
<b>Summary of terms:</b>	Unlisted Options issued under the Tempo Employee Share Option Plan (ESOP) 22 January 2013 can only be exercised on the achievement of certain vesting conditions attached to the options and have an exercise price of 15.00 cents per ordinary share, expiring 8 April 2015
<b>Recipient(s):</b>	Mr Giuseppe Leone
<b>Price:</b>	Nil, the Options were issued under the Tempo ESOP plan 22 January 2013 approved in the last annual general meeting on 2 May 2013
<b>Discount to market price:</b>	Not applicable
<b>Current value of the non-cash consideration:</b>	The Company has valued the Options as at 2 April 2014 at 0.7 cent per Option using the Black-Scholes method. Therefore, the current value of the 275,000 Options is \$1,746

<b>Date of Issue:</b>	28 February 2014 (Date of Appendix 3B 28 February 2014)
<b>Number of Equity Securities:</b>	3,106,000
<b>Summary of terms:</b>	Unlisted Options issued under the Tempo Employee Share Option Plan (ESOP) 22 January 2013 can only be exercised on the achievement of certain vesting conditions attached to the options and have an exercise price of 10.00 cents per ordinary share, expiring 28 March 2016
<b>Recipient(s):</b>	Mr Daniel Hibbs
<b>Price:</b>	Nil, the Options were issued under the Tempo ESOP plan 22 January 2013 approved in the last annual general meeting on 2 May 2013
<b>Discount to market price:</b>	Not applicable
<b>Current value of the non-cash consideration:</b>	The Company has valued the Options as at 2 April 2014 at 2.44 cents per Option using the Black-Scholes method. Therefore, the current value of the 275,000 Options is \$75,830



Tempo Australia Limited  
ABN 51 000 689 725

## LODGE YOUR VOTE



ONLINE >

www.linkmarketservices.com.au



By mail:  
Tempo Australia Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1300 554 474

## SHAREHOLDER PROXY FORM

I/We being a member(s) of Tempo Australia Limited and entitled to attend and vote hereby appoint:

### STEP 1

### APPOINT A PROXY

☐

the Chairman  
of the Meeting  
(mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 2:00 pm (WST) on Thursday, 29 May 2014, at BDO Building, Ground Level, 38 Station Street, Subiaco, Perth WA 6008 and at any adjournment or postponement of the meeting. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

### STEP 2

### VOTING DIRECTIONS

#### Resolution 1

Adoption of Remuneration Report

☐☐☐

#### Resolution 4

Approve the issue of Options to Philip Loots

☐☐☐

#### Resolution 2

Re-Election of Carmelo Bontempo as a Director

☐☐☐

#### Resolution 5

Approve the issue of Options to Nick Bowen

☐☐☐

#### Resolution 3

Election of Philip Loots as a Director

☐☐☐

#### Resolution 6

Approval of additional capacity to issue shares under ASX Listing Rule 7.1A

☐☐☐

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

### STEP 3

### SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

TPP PRX401R



## HOW TO COMPLETE THIS PROXY FORM

### Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

### Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in 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 a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### Signing Instructions

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

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

### Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry.

### Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00 pm (WST) on Tuesday, 27 May 2014**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



**ONLINE** > [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



**by mail:**

Tempo Australia Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



**by fax:**

+61 2 9287 0309



**by hand:**

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.  
This will assist in registering your attendance.**



All Registry communications to:  
Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia  
Telephone: +61 1300 554 474  
Facsimile: +61 2 9287 0303  
ASX Code: TPP  
registrars@linkmarketservices.com.au  
Site: www.linkmarketservices.com.au

Everyone benefits from electronic securityholder communications. As an investor you will benefit from secure, convenient and prompt delivery of information by electing to receive your communications electronically which helps reduce the impact on the environment and costs associated with printing and sending materials by mail.

To receive your securityholder communications electronically via your nominated email address you can log on to the website: **[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)** and follow the instructions provided. Alternatively please tick the option below, insert your email address in the space provided and return the form.

If you do not select the option you will receive your securityholder communications (excluding annual report) by post and we will advise you when the annual report is available on our website.

**ONLINE**

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

## OPTION

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All communications electronically, including notification of the annual report and payment statements (if applicable). I have provided my email address below.

**My email address is:**

**Personal Information Collection Notification Statement:** Link Group advises that personal information it holds about you (including your name, address, date of birth and details of the financial assets) is collected by Link Group organisations to administer your investment. Personal information is held on the public register in accordance with Chapter 2C of the *Corporations Act 2001*. Some or all of your personal information may be disclosed to contracted third parties, or related Link Group companies in Australia and overseas. Your information may also be disclosed to Australian government agencies, law enforcement agencies and regulators, or as required under other Australian law, contract, and court or tribunal order. For further details about our personal information handling practices, including how you may access and correct your personal information and raise privacy concerns, visit our website at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) for a copy of the Link Group condensed privacy statement, or contact us by phone on +61 1800 502 355 (free call within Australia) 9am–5pm (Sydney time) Monday to Friday (excluding public holidays) to request a copy of our complete privacy policy.

**TPP CPE003**