

## ASX Release | 20 August 2012

### Securityholders vote in favour of Schemes and Talent2 EGM

Talent2 International Limited (ASX:TWO) (**Talent2**) is pleased to announce that the requisite majorities of Talent2 securityholders voted in favour of the members' scheme of arrangement (**Scheme**) at the scheme meeting, and the option scheme of arrangement (**Option Scheme**) at the option scheme meetings, held in Sydney today. Talent2 shareholders also agreed today, at an extraordinary general meeting, to a number of resolutions incidental to the Scheme. A full copy of the official results from the Talent2 extraordinary general meeting, scheme meeting and option scheme meetings are attached in Annexure A.

The Scheme and Option Scheme remain subject to the approval of the Federal Court of Australia (**Court**) at a court hearing currently scheduled for 23 August 2012.

#### Key dates

Key events and the indicative timing in relation to the approval and implementation of the Scheme and Option Scheme are set out in the table below (terms defined below are those defined in Talent2's scheme booklet dated 17 July 2012):

Event	Indicative date
Second Court Hearing for approval of the Scheme and Option Scheme	Thursday, 23 August 2012
Effective Date	
Option Scheme Effective Date	Thursday, 23 August 2012
Talent2 shares are suspended from trading on the ASX	
Special Dividend Record Date to identify shareholders entitled to the Special Dividend <i>(if the Scheme becomes Effective and the Special Dividend is paid)</i>	Monday, 3 September 2012
Special Dividend Payment Date <i>(if the Scheme becomes Effective and the Special Dividend is paid)</i>	Friday, 7 September 2012
Scheme Record Date and Option Scheme Record Date for determining entitlements	7.00pm on Monday, 10 September 2012
Implementation Date for despatching Scheme consideration	
Option Scheme Implementation Date for despatching Option Scheme consideration	Thursday, 13 September 2012

All dates in the above timetable are indicative only and are subject to change. Any changes will be announced by Talent2 on ASX and published on Talent2's website at [www.talent2.com](http://www.talent2.com).

### **About Talent2**

Talent2 was founded in 2003, is listed on the Australian Stock Exchange (ASX:TWO) and operates from 45 offices, delivering services in 31 countries across the Asia Pacific region, Middle East, UK and USA. It is the leading HR BPO organisation in the Asia Pacific region, working with clients across diverse organisation types and industries to deliver end-to-end talent management solutions that put people first. These include HR Advisory, Payroll, Recruitment and Learning. Talent2's end-to-end talent management solution gives it a unique capacity to fulfil the rapidly evolving business needs for talent management, to help organisations to improve the power and productivity of their people.

### **For further information please contact:**

#### **Investor**

Talent2

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## Annexure A

20 August 2012

The Chairman  
Talent2 International Limited  
Level 4, 77 Pacific Highway  
North Sydney, NSW 2000

## Poll Report

I, the Returning Officer appointed by you in connection with the voting by poll on the motions set out below at the Extraordinary General Meeting of Talent2 International Limited held at Talent2's office located on Level 12, 179 Elizabeth Street, Sydney NSW on Monday, 20 August 2012 at 10:00 am (Sydney time), report as follows:

### Extraordinary General Meeting

- 1 "That, subject to Talent2 Shareholders agreeing to the Scheme in accordance with subparagraph 411(4)(a)(ii) of the *Corporations Act 2001* (Cth), and for the purposes of item 7 of section 611 of the *Corporations Act 2001* (Cth), and as outlined in the Scheme Booklet accompanying this notice of meeting, approval is given for the acquisition by Perbec Pty Limited (ACN 158 551 574), Pergal Pty Limited (ACN 158 366 155) and Allegis (and their respective Related Bodies Corporate) of a Relevant Interest in 32,105,226 Talent2 Shares in which MBI has a Relevant Interest, which acquisition arises out of the entry into the Joint Bid Framework Deed dated 25 May 2012 between MBI, Allegis, Perbec Pty Limited (ACN 158 551 574) and Pergal Pty Limited (ACN 158 366 155) as more particularly summarised in the Scheme Booklet of which this notice of meeting forms part."

	<b>Number of Shares</b>	<b>%</b>
Votes cast 'FOR' the motion	72,143,593	98.17%
Votes cast 'AGAINST' the motion	1,345,195	1.83%
<b>TOTAL VOTES CAST</b>	<b>73,488,788</b>	<b>100.00%</b>
Votes "Abstained"	22,555	

The resolution was carried by the required majority.

- 2 "That, conditional on and subject to the Scheme becoming Effective, approval is given under subsection 260B(1) of the *Corporations Act 2001* (Cth) for the giving of financial assistance in the manner outlined in the Scheme Booklet accompanying this notice of meeting under subsection 260B(4) of the *Corporations Act 2001* (Cth), such financial assistance being the declaration and payment of the Special Dividend by Talent2 as outlined in the Scheme Booklet accompanying this notice of meeting."

	<b>Number of Shares</b>	<b>%</b>
Votes cast 'FOR' the motion	72,243,569	98.31%
Votes cast 'AGAINST' the motion	<u>1,243,314</u>	<u>1.69%</u>
TOTAL VOTES CAST	<u>73,486,883</u>	<u>100.00%</u>
Votes "Abstained"	17,555	

The resolution was carried by the required majority.

Yours sincerely



David Squires  
*Returning Officer*  
Computershare Investor Services Pty Limited

20 August 2012

The Chairman  
 Talent2 International Limited  
 Level 4, 77 Pacific Highway  
 North Sydney, NSW 2000

**Poll Report**

I, the Returning Officer appointed by you in connection with the voting by poll on the motions set out below at the Share Scheme Meeting of Talent2 International Limited held at Talent2's office located on Level 12, 179 Elizabeth Street, Sydney NSW on Monday, 20 August 2012 at 10:15 am (Sydney time), report as follows:

**Share Scheme Meeting**

- 1** "That, pursuant to and in accordance with the provisions of section 411 of the *Corporations Act 2001* (Cth), the scheme of arrangement proposed between Talent2 International Limited and the holders of its ordinary shares (other than Excluded Shareholders), as contained in and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is approved, with or without alterations or conditions as approved by the Federal Court of Australia to which Talent2 International Limited, Morgan & Banks Investments Pty Limited, Allegis Group, Inc. and Perbec Pty Limited agree."

	<b>Number of Shares</b>	<b>%</b>	<b>Number of Holders*</b>	<b>% of Holders who voted</b>
Votes cast 'FOR' the motion	69,477,352	98.09%	267	86.69%
Votes cast 'AGAINST' the motion	1,350,560	1.91%	41	13.31%
<b>TOTAL VOTES CAST</b>	<b>70,827,912</b>	<b>100.00%</b>	<b>308</b>	<b>100.00%</b>
Votes "Abstained"	1,150,729		6	

The resolution was carried by the required majorities.

Yours sincerely



David Squires  
 Returning Officer  
 Computershare Investor Services Pty Limited

\* Note: 14 Like Holders have been identified and removed from the "Number of Holders" in the final poll figures.

20 August 2012

The Chairman  
 Talent2 International Limited  
 Level 4, 77 Pacific Highway  
 North Sydney NSW 2060

**Poll Report**

I, the Returning Officer appointed by you in connection with the voting by poll on the motion set out below at the Option Scheme Meeting 1 of Talent2 International Limited held at Talent2's office located on Level 12, 179 Elizabeth Street, Sydney NSW on Monday, 20 August 2012 at 10:30 am (Sydney time), report as follows:

**Option Scheme Meeting 1**

- 1 "That, pursuant to and in accordance with the provisions of section 411 of the *Corporations Act 2001* (Cth), the scheme of arrangement proposed between Talent2 International Limited and Talent2 Optionholders (other than Excluded Optionholders), as contained in and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is agreed to, with or without alterations or conditions as approved by the Federal Court of Australia to which Talent2 International Limited, Morgan & Banks Investments Pty Limited, Allegis Group, Inc. and Perbec Pty Limited agree."

	<b>Total amount of debts and claims</b>	<b>%</b>	<b>Number of Holders</b>	<b>%</b>
Votes cast 'FOR' the motion	\$ 115,425.50	100.00%	34	100.00%
Votes cast 'AGAINST' the motion	\$ -	0.00%	0	0.00%
<b>TOTAL VOTES CAST</b>	<b>\$ 115,425.50</b>	<b>100.00%</b>	<b>34</b>	<b>100.00%</b>
Votes "Abstained"	\$ 2,600.00		1	

NB: The results for this resolution are represented by the total amount of the debts and claims where the debt and claim is the total amount of the Option Scheme Consideration payable to the Talent2 option holder for the cancellation of the Scheme Options held.

The resolution was carried by the required majorities.

Yours sincerely



David Squires  
 Returning Officer  
 Computershare Investor Services Pty Limited

20 August 2012

The Chairman  
 Talent2 International Limited  
 Level 4, 77 Pacific Highway  
 North Sydney NSW 2060

**Poll Report**

I, the Returning Officer appointed by you in connection with the voting by poll on the motion set out below at the Option Scheme Meeting 2 of Talent2 International Limited held at Talent2's office located on Level 12, 179 Elizabeth Street, Sydney NSW on Monday, 20 August 2012 at 10:45 am (Sydney time), report as follows:

**Option Scheme Meeting 2**

- 1** "That, pursuant to and in accordance with the provisions of section 411 of the *Corporations Act 2001* (Cth), the scheme of arrangement proposed between Talent2 International Limited and Talent2 Optionholders (other than Excluded Optionholders), as contained in and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is agreed to, with or without alterations or conditions as approved by the Federal Court of Australia to which Talent2 International Limited, Morgan & Banks Investments Pty Limited, Allegis Group, Inc. and Perbec Pty Limited agree."

	<b>Total amount of debts and claims</b>	<b>%</b>	<b>Number of Holders</b>	<b>%</b>
Votes cast 'FOR' the motion	\$ 326,000.00	100.00%	46	100.00%
Votes cast 'AGAINST' the motion	\$ -	0.00%	0	0.00%
<b>TOTAL VOTES CAST</b>	<b>\$ 326,000.00</b>	<b>100.00%</b>	<b>46</b>	<b>100.00%</b>
Votes "Abstained"	\$ -		0	

NB: The results for this resolution are represented by the total amount of the debts and claims where the debt and claim is the total amount of the Option Scheme Consideration payable to the Talent2 option holder for the cancellation of the Scheme Options held.

The resolution was carried by the required majorities.

Yours sincerely



David Squires  
 Returning Officer  
 Computershare Investor Services Pty Limited