



Notice of Annual General Meeting and Explanatory Statement

The Annual General Meeting of

LATAM AUTOS LIMITED

ABN 12 169 063 414

*Will be held at
10.00 AM (AEST) on Friday 13 May 2016*

At

*Institute of Chartered Accountants,
Level, 3, 600 Bourke Street, Melbourne, Victoria, 3000*

<p>This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay</p>
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LATAM AUTOS LIMITED

ABN 12 169 063 414

Registered Office: Level 4, 100 Albert Road, South Melbourne VIC 3205

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of shareholders of LatAm Autos Limited ("LatAm Autos" or the "Company") will be held at the Institute of Chartered Accountants, Level, 3, 600 Bourke Street, Melbourne, Victoria, 3000, Victoria at 10.00 am (AEST) on Friday, 13 May 2016.

AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

ORDINARY BUSINESS

Receipt and consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the year ended 31 December 2015.

Note: Except for as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly no resolution will be put to shareholders on this item of business.

Resolution 1: Adoption of Remuneration Report

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

"That for the purpose of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report (included in the Directors' report) for the financial year ended 31 December 2015 be adopted."

Voting Exclusion

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

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

However, a person may cast a vote on this resolution if:

- (c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and*
- (d) the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above.*

Resolution 2: Re-election of Mr Simon Clausen as a Director of the Company

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

"That Mr Simon Clausen, being a director who retires pursuant to the Constitution of the Company and being eligible for re-election offers himself for re-election, be re-elected as a director of the Company."

Notes: The non-candidate directors unanimously support the election of Mr Simon Clausen. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Clausen's election.

Resolution 3: Re-election of Mr Michael Fitzpatrick as a Director of the Company

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

“That Mr Michael Fitzpatrick, being a director who retires pursuant to the Constitution of the Company and being eligible for re-election offers himself for re-election, be re-elected as a director of the Company.”

Notes: The non-candidate directors unanimously support the election of Mr Michael Fitzpatrick. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Fitzpatrick’s election.

Resolution 4: Approval to issue 2015 STI shares to Alternate Director – Mr Gareth Bannan

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

“That for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to issue 229,032 fully paid ordinary shares under the LAA Equity Incentive Plan to Mr Gareth Bannan, an Alternate Director of the Company, on the terms and conditions summarised in the Explanatory Statement accompanying and forming part of this Notice of Meeting.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution 4 by:

- (a) Any Director of the Company who is eligible to participate in the Plan; or*
- (b) an associate of such a Director.*

However, the Company need not disregard a vote on Resolution 4 if:

- (c) 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*
- (d) 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.*

Resolution 5: Approval to issue 2016 STI shares to Director – Mr Timothy Handley

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

“That for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to issue up to 580,645 fully paid ordinary shares under the LAA Equity Incentive Plan to Mr Timothy Handley, a Director of the Company, on the terms and conditions summarised in the Explanatory Statement accompanying and forming part of this Notice of Meeting.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution 5 by:

- (a) Any Director of the Company who is eligible to participate in the Plan; or*
- (b) an associate of such a Director.*

However, the Company need not disregard a vote on Resolution 5 if:

- (c) 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*
- (d) 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.*

Resolution 6: Approval to issue 2016 STI shares to Alternate Director – Mr Gareth Bannan

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

“That for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to issue up to 322,581 fully paid ordinary shares under the LAA Equity

Incentive Plan to Mr Gareth Bannan, a Director of the Company, on the terms and conditions summarised in the Explanatory Statement accompanying and forming part of this Notice of Meeting.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution 6 by:

- (a) Any Director of the Company who is eligible to participate in the Plan; or*
- (b) an associate of such a Director.*

However, the Company need not disregard a vote on Resolution 6 if:

- (c) 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*
- (d) 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.*

Resolution 7: Approval to issue Performance Rights to Mr Timothy Handley (or his nominee)

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

“That for the purposes of ASX Listing Rule 10.14, Chapter 2E of the Corporations Act 2001 (Cth), and for all other purposes, shareholders approve the grant to Mr Timothy Handley (a director of the Company), or his nominee, of 300,000 performance rights under the LAA Equity Incentive Plan, together with the allotment and issue of any ordinary shares upon vesting of any such performance rights, on the terms and conditions described in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution 7 by:

- (a) Any Director of the Company who is eligible to participate in the Plan; or*
- (b) an associate of such a Director.*

However, the Company need not disregard a vote on Resolution 7 if:

- (c) 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*
- (d) 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.*

Resolution 8: Approval to issue Performance Rights to Mr Gareth Bannan (or his nominee)

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

“That for the purposes of ASX Listing Rule 10.14, Chapter 2E of the Corporations Act 2001 (Cth), and for all other purposes, shareholders approve the grant to Mr Gareth Bannan (an Alternate Director of the Company), or his nominee, of 216,667 performance rights under the LAA Equity Incentive Plan, together with the allotment and issue of any ordinary shares upon vesting of any such performance rights, on the terms and conditions described in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution 8 by:

- (a) Any Director of the Company who is eligible to participate in the Plan; or*
- (b) an associate of such a Director.*

However, the Company need not disregard a vote on Resolution 8 if:

- (c) 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*
- (d) 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.*

SPECIAL BUSINESS

Resolution 9: Approval of 10% Placement Facility

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

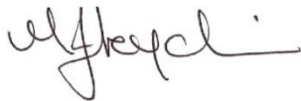
"That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, approval is given to the issue of such number of Equity Securities as permitted under the formula prescribed in ASX Listing Rule 7.1A.2 (being up to 10% of the issued capital of the Company (at the time of the issue)) in accordance with and on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of the Notice of Meeting."

Voting Exclusion :

The Company will disregard any votes cast on Resolution 9 by a person who may participate in a proposed issue of securities made under the 10% placement facility and a persons who may obtain a benefit thereunder, except a benefit solely in the capacity as a holder of ordinary securities if the resolution is passed, and any associate of that person. However the Company need not disregard a vote if:

- (a) It is cast, in accordance with the directions on the proxy form, by a person as proxy for a person who is entitled to vote; or*
- (b) It is cast, in accordance with the direction on the proxy form to vote as the proxy decides, by the person chairing the meeting as proxy for a person who is entitled to vote.*

By order of the Board



Melanie Leydin
Company Secretary

Dated: 6 April 2016

LATAM AUTOS LIMITED
ABN 12 169 063 414

EXPLANATORY STATEMENT

This Explanatory Statement accompanies and forms part of the Notice of Annual General Meeting dated 6 April 2016. The purpose of this Explanatory Statement is to provide Members with information that is reasonable and required by Members in order to decide how to vote on the resolutions set out in the Notice of Meeting. The Directors recommend that you read this Explanatory Statement, together with the Notice of Meeting, in its entirety, before making their decision on how to vote on the resolutions.

Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 31 December 2015 (which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report) and of the auditors) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all Shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at (03) 9692 7222, and you may request that this occurs on a standing basis for future years. Alternatively you may access the annual report at the Company's website: www.latamautos.com or via the Companies announcement platform on ASX. Except for as set out in Resolution 1, no resolution is required on these reports.

Resolution 1: Adoption of Remuneration Report – Non Binding Resolution

The Corporations Act, pursuant to sections 249L(2) and 250(2), requires that at a listed Company's Annual General Meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, section 250R(3) of the *Corporations Act 2001* expressly provides that the vote on such a resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing its remuneration practices and policies.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company (described as "**Key Management Personnel**") as required by section 300 of the Corporations Act. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 31 December 2015. It sets out a range of matters relating to the remuneration of the Directors and senior managers of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting, as required by section 250SA of the Corporations Act.

The Directors recommend that shareholders vote in favour of this resolution.

Important notice regarding appointment of proxies in relation to Resolution 1

The Company encourages all Shareholders to cast their votes in relation to Resolution 1 and if Shareholders intend to appoint a proxy, Shareholders should direct their proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the proxy form.

For the purposes of sections 250R(2) and 250BD(1) of the Corporations Act 2001 (Cth), a vote must not be cast (in any capacity) by or on behalf of the Company's Key Management Personnel (including the Directors), details of whose remuneration are included in the Remuneration Report or their closely related parties, whether as a shareholder or as a proxy. However, a vote may be cast on Resolution 1 by a member of the Company's Key Management Personnel, or their closely related party, if the vote is cast as a proxy, appointed in writing and which specifies how the proxy is to vote on Resolution 1 and the vote is not cast on behalf of a member of the Company's Key Management Personnel, or their closely related party.

If the Chairman of the Meeting is your proxy or is appointed as your proxy by default, and you do not direct your proxy how to vote in respect of Resolution 1 on the proxy form, you will be expressly authorising the Chairman of the Meeting to exercise your proxy even if Resolution 1 is connected

directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

The Chairman of the Meeting intends to vote any undirected proxies in favour of Resolution 1.

Resolution 2: Re-election of Mr Simon Clausen as a Director of the Company

The Constitution of the Company requires that at every annual general meeting, at least two directors shall retire from office and provides that such Directors are eligible for re-election at the meeting. Accordingly, Mr Simon Clausen retires by rotation and, being eligible, offers himself for re-election.

Simon has more than 18 years' experience in high growth technology businesses in both Australia, United States and Asia. His technical expertise includes proficiency in multiple software development languages, computer security and vulnerability analysis, and he is co-author and inventor of a number of technology patents.

Focusing on consumer-centric software and Internet-enabled technology he founded and was CEO of WinGuides, which later became PC Tools. With Simon as CEO PC Tools grew to over \$100m in revenue, more than 250 employees and offices in 7 countries. PC Tools was acquired by Symantec Corporation (NASDAQ:SYMC) in October 2008 in one of Australia's largest ever technology acquisitions at the time. Following the acquisition Simon became a Vice President at Symantec, before leaving in 2009 and founding Startive Ventures, a specialised technology venture fund.

In addition to numerous private company investments, Simon is a founding investor and non-executive director of Freelancer.com (ASX:FLN), the world's largest online marketplace for outsourcing, freelancing and crowdsourcing services.

The Directors (with Mr Clausen abstaining) recommend that shareholders vote in favour of this resolution.

Resolution 3: Re-election of Mr Michael Fitzpatrick as a Director of the Company

The Constitution of the Company requires that at every annual general meeting, at least two directors shall retire from office and provides that such Directors are eligible for re-election at the meeting. Accordingly, Mr Michael Fitzpatrick retires by rotation and, being eligible, offers himself for re-election.

After leaving professional football in 1983 and working for the Treasury of the State of Victoria and with investment banks in New York, Michael founded the pioneering infrastructure asset management company Hastings Funds Management Limited in 1994.

Michael is chairman of Treasury Group Limited, a Sydney-based incubator of fund management companies, chairman of the Australian Football League and a former chairman of the Australian Sports Commission.

The Directors (with Mr Fitzpatrick abstaining) recommend that shareholders vote in favour of this resolution.

Resolution 4: Approval to issue 2015 STI shares to Alternate Director – Gareth Bannan

Intended purpose of issuing Shares to Mr Bannan

The issue of the Shares is proposed to be made in accordance with the Plan as a Short Term Incentive (STI) in the form of bonus shares in recognition of Mr Bannan's achievement of agreed performance objectives during 2015 financial year. The Board has determined the amount of shares proposed to be issued to Mr Bannan in accordance with his achievement of previously-agreed performance criteria during the 2015 financial year and seeks the required shareholder approval for the share issue.

Requirement for Shareholder approval – ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires a listed company to obtain shareholder approval prior to the issue of equity securities under an employee incentive scheme to a director of the company.

The Company seeks approval under Listing Rule 10.14 to issue shares under the Company's Equity Incentive Plan (**Plan**) to Mr Gareth Bannan, who is a director of the Company by virtue of the fact that he is an Alternate Director for Mr Timothy Handley.

ASX Listing Rule 10.15 sets out a number of matters which must be included in a notice of meeting for a proposed approval under ASX Listing Rule 10.14. The following information is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- the maximum number of shares (being the Directors Shares) to be issued is 229,032;
- the Directors Shares to be issued are fully paid ordinary shares and will rank equally in all respects with the Company's existing shares on issue;
- The Directors Shares will be issued for no consideration;
- The information required by Listing Rule 10.15.4 is as follows:

Directors who received securities under the Plan since the last approval of the Plan on 8 May 2015	Number of securities received	Acquisition price for each security
Tim Handley	416,667 Performance Rights	Nil
Tim Handley	125,000 Service Rights	Nil
Gareth Bannan	333,334 Performance Rights	Nil
Tim Handley	241,935 Fully Paid Ordinary Shares (issued upon vesting of the 125,000 Service Rights and their conversion to Shares)	Nil

- All persons referred to in Listing Rule 10.14 entitled to participate in the Plan, being directors holding salaried employment within the Group, are Mr Tim Handley and Mr Gareth Bannan;
- Date by which the securities will be issued: expected to be within one month of the date of the Meeting.

Voting exclusion statement

The Company will disregard any votes cast on Resolution 4 by any Director of the Company who is eligible to participate in the Plan or an associate of such a Director.

However, the Company need not disregard a vote on Resolution 4 if:

- (a) 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
- (b) 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.

Recommendation

The Board recommends that you cast your vote in favour of Resolution 4. Mr Gareth Bannan makes no recommendation regarding resolution 4.

Resolutions 5 and 6: Approval to issue 2016 STI shares to Directors – Tim Handley and Gareth Bannan

These issues of Shares are proposed to be made to Executive Directors Mr Timothy Handley and Mr Gareth Bannan (**Executive Directors**) after the completion of the 2016 financial year accordance with the Plan as Short Term Incentives (**STIs**) in the form of bonus shares in recognition of Mr Handley's and Mr Bannan's respective achievements of their agreed performance objectives during the 2016 financial year.

The Board has reviewed the performance objectives of these employees, including a review of industry averages for STIs, and determined the maximum amounts of shares proposed to be issued to Mr Handley and Mr Bannan in accordance, assuming that they fully achieve their 2016 performance objectives. These are:

- Mr Handley: 580,645 shares (current value based on deemed issue price of 31 cents per share: \$180,000); and
- Mr Bannan: 322,581 shares (current value based on deemed issue price of 31 cents per share: \$100,000).

The actual amounts of shares to be issued will be determined by the Board following the end of the 2016 financial year and will be dependent upon the extent to which the Executive Directors achieve their respective performance objectives.

The Board therefore seeks the required shareholder approval for the respective share issues at this time, so that these shares can be issued to the Executive Directors on a timely basis following the end of the 2016 financial year and the Board's review of their achievements of their respective performance objectives.

Requirement for Shareholder approval – ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires a listed company to obtain shareholder approval prior to the issue of equity securities under an employee incentive scheme to a director of the company.

The Company seeks approval under Listing Rule 10.14 to issue shares under the Company's Equity Incentive Plan (**Plan**) to Mr Timothy Handley, a director of the Company, and Mr Gareth Bannan, who is a director of the Company by virtue of the fact that he is an Alternate Director for Mr Timothy Handley.

ASX Listing Rule 10.15 sets out a number of matters which must be included in a notice of meeting for a proposed approval under ASX Listing Rule 10.14. The following information is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- the maximum number of shares (being the Directors Shares) to be issued is:
 - o Mr Handley: 580,645 shares; and
 - o Mr Bannan: 322,581 shares;
- the Directors Shares to be issued are fully paid ordinary shares and will rank equally in all respects with the Company's existing shares on issue;
- The Directors Shares will be issued for no consideration;
- The information required by Listing Rule 10.15.4 is as follows:

Directors who received securities under the Plan since the last approval of the Plan on 8 May 2015	Number of securities received	Acquisition price for each security
Tim Handley	416,667 Performance Rights	Nil
Tim Handley	125,000 Service Rights	Nil
Gareth Bannan	333,334 Performance Rights	Nil
Tim Handley	241,935 Fully Paid Ordinary Shares (issued upon vesting of the 125,000 Service Rights and their conversion to Shares)	Nil

- All persons referred to in Listing Rule 10.14 entitled to participate in the Plan, being directors holding salaried employment within the Group, are Mr Tim Handley and Mr Gareth Bannan;
- Date by which the securities will be issued: 31 March 2017.

Voting exclusion statement

The Company will disregard any votes cast on Resolutions 5 or 6 by any Director of the Company who is eligible to participate in the Plan or an associate of such a Director.

However, the Company need not disregard a vote on Resolutions 5 or 6 if:

- (a) 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
- (b) 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.

Recommendation

The Board, excluding Mr Handley, recommends that you cast your vote in favour of Resolutions 5 and 6. Mr Handley and Mr Bannan make no recommendation regarding these resolutions.

RESOLUTIONS 7 AND 8: GRANTS OF PERFORMANCE RIGHTS TO:

- **EXECUTIVE CHAIRMAN: MR TIMOTHY HANDLEY**
- **ALTERNATIVE DIRECTOR, MR GARETH BANNAN**

General

The Company proposes, subject to Shareholder approval, to grant:

- To Mr Handley 300,000 performance rights which upon vesting will result in the issue of 300,000 Shares; and
- To Mr Bannan 216,667 performance rights which upon vesting will result in the issue of 216,667 Shares

(the **Performance Rights**) under the LAA Equity Incentive Plan (**Plan**).

The remuneration arrangements for Mr Handley and Mr Bannan (the **Executive Directors**) are based on the Company's 'Total Annual Reward' (**TAR**) framework. TAR seeks to provide fair and appropriate rewards, comprised of fixed and 'at risk' elements, designed to attract, retain and motivate employees. The provision of Performance Rights to the Executive Directors under the Plan comprises the majority of their 'at risk' remuneration.

As with all other executives of the Company, the performance of the Executive Directors has been reviewed under the Company's performance review process. That review process has led to a recommendation to seek shareholder approval to grant Performance Rights under the Company's Plan as outlined below. These Performance Rights are intended to reward the recipients for their contribution to the Group's long term performance for the period commencing in the 2016 financial year and to incentivise the recipients accordingly.

The Non-executive Directors have concluded that the remuneration package for the Executive Directors (including the proposed grants of Performance Rights) is reasonable and appropriate having regard to the circumstances of the Company and their respective duties and responsibilities.

The Non-executive Directors have approved the issue of performance rights for other non-Director executives within the Group and now seeks shareholder approval for the issue of Performance Rights to the Executive Directors.

ASX Listing Rules

ASX Listing Rule 10.14 prohibits a listed company from issuing equity securities under an employee incentive scheme to a director without the approval of holders of the company's ordinary shares.

Accordingly, as the Executive Directors are Directors of the Company, Resolutions 7 and 8 seek Shareholder approval for the purposes of ASX Listing Rule 10.14 for the respective issue of the Performance Rights to Mr Handley and Mr Bannan under the Plan.

In addition, Shareholder approval is sought under section 200E of the Corporations Act for the pro rata vesting of the Performance Rights to be issued to the Executive Directors in the event of cessation of their employment in certain limited circumstances.

ASX Listing Rule 10.15 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to ASX Listing Rule 10.14 for Resolutions 7 and 8.

Maximum number of securities which may be acquired

Resolution 7 seeks Shareholder approval for the issue to Mr Handley of 300,000 Performance Rights, which upon vesting will entitle him to receive up to 300,000 Shares.

Resolution 8 seeks Shareholder approval for the issue to Mr Bannan of 216,667 Performance Rights, which upon vesting will entitle him to receive up to 216,667 Shares.

Price of the securities

The Performance Rights to be granted to the Executive Directors under Resolutions 7 and 8 (and any securities to be issued upon vesting of those rights) shall be issued for no consideration.

Issues of securities to Directors and their associates under the Plan since last approval of the Plan

The Plan was approved by Shareholders on 8 May 2015.

Directors who received securities under the Plan since the last approval of the Plan on 8 May 2015	Number of securities received	Acquisition price for each security
Tim Handley	416,667 Performance Rights	Nil
Tim Handley	125,000 Service Rights	Nil
Gareth Bannan	333,334 Performance Rights	Nil
Tim Handley	241,935 Fully Paid Ordinary Shares (issued upon vesting of the 125,000 Service Rights and their conversion to Shares)	Nil

Persons referred to under ASX Listing Rule 10.14 entitled to participate in the Plan

The Plan provides that a director of a Group Company (being the Company and any related body corporate) who holds a salaried employment or salaried office in a Group Company is eligible to participate in the Plan (however, the Plan specifically excludes participation by a non-executive director of the Company).

Accordingly, Mr Tim Handley and Mr Gareth Bannan (as alternate director for Mr Tim Handley) are the only current Directors that are entitled to participate in the Plan.

The date by which the securities will be issued

The Performance Rights will be issued to the Executive Directors, or their respective nominees, within one month of the date of Shareholder approval being received for Resolutions 7 and 8.

Conditions and hurdles for Performance Rights

Performance Rights	
Vesting Date:	31 December 2019
Exercise Price:	Nil
Expiry Date:	31 January 2020, unless lapsed earlier in accordance with the terms of the Plan.
Vesting Conditions:	<p>The vesting of any of the Performance Rights is dependent on Mr Handley and Mr Bannan meeting their respective Service Vesting Condition and LatAm Autos meeting the Performance Vesting Conditions.</p> <p>Collectively these conditions are known as the Vesting Conditions.</p>
Service Vesting Condition:	Continuous employment by Mr Handley and Mr Bannan in their respective current positions (or equivalent) from Grant Date to Vesting Date.
Performance Condition 1: Up to 50% of the Performance Rights granted (Mr Handley: 150,000; Mr Bannan: 108,334) will vest in the following proportions if the Total Shareholder Return for LatAm Autos Limited (LAA TSR) outperforms the TSR of the constituent companies of 2016 LTI Peer Group over the Measurement Period:	
LAA TSR Result	% of Performance Rights subject to this Performance Condition that will vest
LAA TSR < 50 th percentile	0%
LAA TSR =/> 50 th percentile	50%
LAA TSR > 75 th percentile	100% (Straight line interpolation between 50 th and 75 th percentile)
The 2016 LTI Peer Group consists of nine ASX listed companies that the Board consider to be the most comparable companies in Australia, by industry type and business model, to LatAm Autos.	
Any companies within the 2016 LTI Peer Group that are no longer listed (for any reason) at the end of the Measurement Period shall still be included in the final test with the TSR value as at delisting date used as the final TSR value.	
Performance Condition 2: Up to 50% of the Performance Rights granted (Mr Handley: 150,000; Mr Bannan: 108,333) will vest in the following proportions if the Total Shareholder Return for LatAm Autos Limited (LAA TSR) outperforms the TSR of the constituent companies of 2016 LTI GICS Group (Software & Services) over the Measurement Period:	
LAA TSR Result	% of Performance Rights subject to this Performance Condition that will vest
LAA TSR < 50 th percentile	0%
LAA TSR =/> 50 th percentile	50%
LAA TSR > 75 th percentile	100% (Straight line interpolation between 50 th and 75 th percentile)
The 2016 LTI GICS Group consists of 30 ASX listed companies that share the same GICS (Global Industry Classification Standard) code as LatAm Autos, being 'Software and Services'. The 30 companies were chosen based on their market capitalisation relative to LatAm Autos on 1 January 2016. The 15 closest companies above and 15 closest companies below LatAm Autos' market capitalisation make up the group.	
Any companies within the 2016 LTI GICS Group (Software & Services) that are no longer listed (for any reason) at the end of the Measurement Period shall still be included in the final test with the TSR value as at delisting date used as the final TSR value.	

- TSR is defined as the total return of a share to an investor (capital gain plus dividends reinvested as at the ex-dividend date).
- For the purposes of calculation of the **LAA 2016 TSR Hurdle:**

- The measurement period will commence on 1 January 2016 and end on the Vesting Date, being 31 December 2019 (the Measurement Period); and
 - the Share price of LatAm Autos at the commencement of the Measurement Period will be deemed to be \$0.30. This was the LAA share closing market price on 31 December 2015.
- Any Performance Rights which fail to vest on or before the Vesting Date will immediately lapse. The Board's determination will be final.

Other information

- The Company will not apply to the ASX for official quotation of the Performance Rights granted under the Plan. Shares issued pursuant to the vesting of Performance Rights will rank equally with Shares then on issue.
- There is no loan scheme in relation to the Performance Rights or the Plan.
- Mr Handley and Mr Bannan are each prohibited from hedging the share price exposure in respect of the Performance Rights during the vesting period applicable to those Performance Rights.
- Further detailed information on the Performance Rights granted to Mr Handley and Mr Bannan will be provided in the Remuneration Report.

Other required information: section 200E Corporations Act

The value of the Performance Rights that may vest on cessation of employment cannot currently be ascertained.

The circumstances that may affect the calculation of this value include:

- The market price of LAA Shares at the time the employment ceases;
- the performance against the performance hurdles at the time the employment ceases;
- the part of the service period has elapsed at the time the employment ceases; and
- the number of Performance Rights that lapse on cessation of employment.

Voting Exclusion

The Company will disregard any votes cast on Resolutions 7 or 8 by:

- (a) Any Director of the Company who is eligible to participate in the Plan; or
- (b) an associate of such a Director.

However, the Company need not disregard a vote on Resolutions 7 or 8 if:

- (a) 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
- (b) 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.

Recommendation

The Non-Executive Directors recommend that shareholders vote in favour of Resolutions 7 and 8.

Resolution 9: Approval of 10% Placement Facility

Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (10% Placement

Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility.

The exact number of equity securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

The Company continues to review potential investments. Should the Company utilise the 10% Placement Facility, it intends to use the funds to acquire new investments, to conduct further improvements to its existing businesses or to meet additional working capital requirements.

The Directors of the Company believe that Resolution 9 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Description of Listing Rule 7.1A

(a) Shareholder approval

The ability of the Company to issue equity securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company.

As at the date of the Notice of Meeting, the Company has on issue two classes of equity securities, Shares (ordinary shares) and Performance Rights. As the Shares are the only existing quoted class of equity securities of the Company, only Shares can be issued under the 10% Placement Facility.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, in a period of up to 12 months after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

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

A is the number of fully paid Shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid Shares that became fully paid in the 12 months;
- plus the number of fully paid Shares issued in the 12 months with approval of holders of Shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- less the number of fully paid shares cancelled in the 12 months.

[Note: A has the same meaning as in Listing Rule 7.1 when calculating an entity's 15% placement capacity.]

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue equity securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 310,071,267 Shares and therefore has a capacity to issue:

- (i) 46,510,690 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being sought under Resolution 9, 31,007,126 Equity Securities under Listing Rule 7.1A.

The actual number of equity securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of any issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2.

(e) Minimum Issue Price

The issue price of equity securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average price of equity securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the equity securities are to be issued is agreed; or
- (ii) if the equity securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (**10% Placement Period**).

Listing Rule 7.1A

The effect of Resolution 9 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 9 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The equity securities will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities over the 15 trading days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the equity securities are to be issued is agreed; or

- (ii) if the equity securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.
- (b) If Resolution 9 is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
- (i) the market price for the Company's Shares may be significantly lower on the date of the issue of the equity securities than on the date of the Meeting; and
 - (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's Shares on the issue date or the equity securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the equity securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of ordinary shares and the current number of ordinary shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice, subject to the assumptions listed below.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary shares has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.125 50% decrease in Issue Price	\$0.25 Issue Price	\$0.500 100% increase in Issue Price
Current Variable A 310,029,745 Shares	10% Voting Dilution	31,002,975 Shares	31,002,975 Shares	31,002,975 Shares
	Funds raised	\$3,875,372	\$7,750,744	\$15,501,487
50% increase in current Variable A 465,044,618 shares	10% Voting Dilution	46,504,462 Shares	46,504,462 Shares	46,504,462 Shares
	Funds raised	\$5,813,058	\$11,626,115	\$23,252,231
100% increase in current Variable A 620,059,4908 Shares	10% Voting Dilution	62,005,949 Shares	62,005,949 Shares	62,005,949 Shares
	Funds raised	\$7,750,744	\$15,501,487	\$31,002,975

The table has been prepared on the following assumptions:

- The Company issues the maximum number of equity securities available under the 10% Placement Facility.
- 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%.
- 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 Facility, based on that Shareholder's holding at the date of the Meeting.

- The table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - The issue of equity securities under the 10% Placement Facility consists only of Shares. If the issue of equity securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
 - The shares amounts shown in the table do not include any shares proposed to be issued pursuant to proposed resolutions to be put to the Meeting;
 - No other options are exercised into Shares before the date of the issue of the equity securities. It should be noted that, as at the date of this notice of meeting, the Company has not issued any option.
 - The issue price is \$0.25 being the closing price of the Shares on the ASX on 31 March 2016.
- (c) The Company will only issue and allot the equity securities during the 10% Placement Period. The approval under Resolution 9 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the equity securities for the following purposes:
- (i) non-cash consideration for the acquisition of the new assets / investments or the pursuit of new business opportunities. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration for similar opportunities (in such circumstances, the Company would use the funds raised to pay the cash consideration for the acquisition and/or expenses associated with such acquisition), continued development of technologies, feasibility studies and/or general working capital.

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

- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (ii) the effect of the issue of the equity securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new investors who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, allottees under the 10% Placement Facility may be the vendors of the new assets or investments.

Additional Disclosure under Listing Rule 7.3A.6

Information under Listing Rule 7.3A.6(a):

The table below shows the total number of equity securities⁺ issued in the past 12 months preceding the date of the AGM and the percentages those issues represent of the total number of equity securities on issue at the commencement of the 12 month period.

Equity securities ⁺ on issue 12 months preceding the date of the meeting	241,317,888
Equity securities ⁺ issued in the prior 12 month period	74,011,861
Percentage the issued equity securities represent of total number of equity securities on issue at commencement of 12 month period	30.67%

⁺ - Equity securities of the Company comprise fully paid ordinary shares and performance rights

Information under Listing Rule 7.3A.6(b):

Details of issues of all equity securities made in the previous 12 months:

Date of issue:	6 July 2015
Number issued:	873,886
Class of equity security:	Fully paid ordinary shares
Recipient of securities:	Mr Roberto Garcia Gonzalez
Price:	\$0.345 per share (34.5 cents per share)
Consideration paid:	Issue was non-cash consideration for satisfaction of: deferred consideration payable to the recipient as vendor of the Seminuevos business previously acquired by the Group; and transition services fees payable to the recipient.
Valuation of non-cash consideration:	\$270,441, being the total of the book value of the deferred consideration payable and services to be provided by the recipient.
Date of issue:	27 July 2015
Number issued:	3,700,004
Class of equity security:	Performance rights
Recipients of securities:	Employees of the Group
Price:	N/A
Consideration details:	Securities issued as long term incentives to company employees.
Date of issue:	1 October 2015
Number issued:	1,122,842
Class of equity security:	Fully paid ordinary shares
Recipient of securities:	Vendors of Todoautos.com.pe
Price:	\$0.3005 per share (30.05 cents per share)
Consideration paid:	Issue was non-cash consideration for satisfaction of deferred consideration payable to the recipients as vendors of the Todoautos.com.pe business previously acquired by the Group.
Valuation of non-cash consideration:	\$337,414, being the total of the book value of the deferred consideration payable to the recipient.
Date of issue:	5 November 2015
Number issued:	58,064,515
Class of equity security:	Fully paid ordinary shares
Recipients of securities:	Sophisticated and institutional investors participating in share placement
Price:	\$0.31 per share (31 cents per share) (3% discount to closing market price on date of issue)
Consideration:	\$18,000,000 cash.
Use of Cash:	To strengthen the Company's balance sheet and support its ongoing strategies; to fund expenditure in marketing, sales and technology in the Group's Latin American markets.
Date of issue:	20 January 2016
Number issued:	6,935,485
Class of equity security:	Fully paid ordinary shares
Recipients of securities:	Company directors, being sophisticated investors participating in share placement, pursuant to shareholder approval of share issue
Price:	\$0.31 per share (31 cents per share)
Consideration:	\$2,150,000 cash.
Use of Cash:	To strengthen the Company's balance sheet and support its ongoing strategies; to fund expenditure in marketing, sales and technology in the Group's Latin American markets.

Date of issue:	18 March 2016
Number issued:	1,600,000
Class of equity security:	Performance rights
Recipients of securities:	Employees of the Group
Price:	N/A
Consideration details:	Non-cash consideration. Securities issued as long term incentives to Group employees.
Date of issue:	18 March 2016
Number issued:	1,795,038
Class of equity security:	Fully paid ordinary shares
Recipients of securities:	Employees of the Group
Price:	1,492,293 shares at deemed issue price of \$0.31 per share (31 cents per share) 302,745 shares at deemed issue price of \$0.30 per share (30 cents per share)
Consideration details:	Non-cash consideration. Securities issued as short term incentives to Group employees
Date of issue:	21 March 2016
Number issued:	10,091
Class of equity security:	Fully paid ordinary shares
Recipients of securities:	Employees of the Group
Price:	Deemed issue price of \$0.301 per share (30 cents per share)
Consideration details:	Non-cash consideration. Securities issued as short term incentives to Group employees

Voting Prohibition Statement – Resolution 9

A vote in respect of Resolution 9 must not be cast by or on behalf of any of the following persons:

- (a) a person who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed; or
- (b) an associate of that person,
unless:
- (c) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (d) it is cast by the Chairman 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.

At the date of this Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

PROXY AND VOTING INSTRUCTIONS

1. For the purposes of the Corporations Act, the Company has determined that all securities of the Company recorded on the Company's register as at 7.00pm (AEST) on the date 48 hours before the date of the Annual General Meeting will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time.
2. The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and forms part of this Notice of Meeting.
3. A shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
4. If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting on that resolution as they think fit.
5. If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
6. Shareholders who return their proxy forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf.
7. If a proxy form is returned but the nominated proxy does not attend the meeting, or does not vote on the resolution, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions.
8. Proxy appointments in favour of the Chairman of the meeting, the secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the resolutions proposed in this Notice. You should note that if you appoint the Chairman as your proxy, or the Chairman is appointed your proxy by default, you will be taken to authorise the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
9. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person excluded from voting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form, or where it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.
10. Key Management Personnel and their closely related parties will not be able to vote your proxy on Resolution 1 unless you direct them how to vote. This does not apply to the Chairman, who is able to vote undirected proxies. If you intend to appoint a member of the Key Management Personnel as your proxy, please ensure that you direct them how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the proxy form. If you intend to appoint the Chairman of the meeting as your proxy, you can direct him to vote by either marking the box for Resolution 1 by marking either "For", "Against" or "Abstain" on the proxy form or by marking the Chairman's box on the proxy form (in which case the Chairman of the meeting will vote in favour of this item of business).
11. A proxy form is attached. If required it should be completed, signed and returned to Boardroom Pty Limited in accordance with the instructions set out in the proxy form by no later than 10.00am (AEST) on 11 May 2016.

GLOSSARY

The following terms have the following meanings in this Explanatory Memorandum:

“\$” means Australian Dollars;

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect of the period ended 31 December 2015;

“**ASIC**” means the Australian Securities and Investments Commission;

“**associate**” has the meaning given to it in the Listing Rules;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**Auditor’s Report**” means the auditor’s report on the Financial Report, in respect of the period ended 31 December 2015;

“**AEST**” means Australian Eastern Standard Time;

“**Board**” means the Directors acting as the board of Directors of the Company;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Closely Related Party**” has the meaning given in section 9 of the Corporations Act;

“**Company**” or “**LatAm Autos**” means LatAm Autos Limited ACN 169 063 414;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the *Corporations Act 2001* (Cth);

“**Director**” means a Director of the Company;

“**Directors’ Report**” means the directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities, in respect of the period ended 31 December 2015;

“**Plan**” means the Latam Autos Limited LAA Equity Incentive Plan, as approved by the shareholders of the Company on 8 May 2015;

“**Explanatory Memorandum**” means the explanatory memorandum which forms part of the Notice;

“**Financial Report**” means the financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities, in respect of the period ended 31 December 2015;

“**Group**” means the Company and its subsidiaries;

“**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise);

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Memorandum;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Remuneration Report**” means the remuneration report, which forms part of the Directors’ Report and which is set out in the Annual Report;

“**Resolution**” means a resolution referred to in the Notice;

“**Share**” means a fully paid ordinary share in the capital of the Company; and

“**Shareholder**” means shareholder of the Company.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am AEST on Wednesday 11 May 2016.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/latamagm2016
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am AEST on Wednesday, 11 May 2016**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** www.votingonline.com.au/latamagm2016
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **LatAm Autos Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair 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 below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne, Victoria on Friday, 13 May, 2016 at 10:00am AEST** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1,4,5,6,7 and 8. I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1,4,5,6,7 and 8 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1,4,5,6,7 and 8). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

Ordinary Resolutions

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Simon Clausen as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Michael Fitzpatrick as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue 2015 STI shares to Alternate Director – Mr Gareth Bannan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to issue 2016 STI shares to Director – Mr Timothy Handley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to issue 2016 STI shares to Alternate Director – Mr Gareth Bannan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval to issue Performance Rights to Mr Timothy Handley (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval to issue Performance Rights to Mr Gareth Bannan (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution				
Resolution 9	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2016