

Notice of Annual General Meeting



3 October 2014

www.altium.com

t +61 2 8622 8100

f +61 2 8622 8140

3 Minna Close

Belrose NSW 2085

PO Box 6006

Frenchs Forest NSW 2086

Australia

ACN 009 568 772

ALT I U M L I M I T E D

Dear Shareholder,

The Altium Limited Board ('Board') would like to invite you, or your representatives, to attend the 2014 Annual General Meeting ('Meeting') of Altium Limited ('Company'). The Meeting will be held in the **Yuan Room, Level 2, Christie Conference Centre, 3 Spring Street, Sydney NSW 2000 on Thursday 6 November 2014 at 10am.**

General Business

Financial statements and reports

1. To receive the Financial Report, Directors' Report and Auditor's Report for the Company for the financial year ended 30 June 2014.

Remuneration report

2. To receive, consider and adopt the Remuneration Report of the Company for the financial year ended 30 June 2014, which forms part of the Directors' Report. Please note that the vote on the Remuneration Report is advisory only and does not bind the Directors or the Company.

Election of directors

3. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
Aram Mirkazemi, a director retiring from office in accordance with Articles 7.2 - 7.4 of the Constitution of the Company, is re-elected as a director of the Company.
4. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
Carl Rooke, a director retiring from office in accordance with Articles 7.2 - 7.4 of the Constitution of the Company, is re-elected as a director of the Company.

Dated 3 October 2014

By Order of the Board

A handwritten signature in black ink, appearing to read "Alison Raffin".

Alison Raffin
Company Secretary

Notes to the Notice of Meeting

- **Explanatory Notes**

The Company's shareholders should read the Explanatory Notes accompanying, and forming part of, this Notice of Meeting for more details on the resolutions to be voted on at the Meeting. The information provided is intended to assist shareholders in understanding the reasons for and the effect of the resolutions, if passed.

- **Voting Exclusion**

The Company will disregard any votes cast on Item 2, by or on behalf of Key Management Personnel ("KMP") and closely related parties of KMP, whether the votes are cast as a shareholder, proxy or in any other capacity. However, the Company will not disregard a vote cast by a KMP or closely related party, if the vote is cast:-

- a) in their capacity as proxy for a person who is entitled to vote on that Resolution, in accordance with the written direction on the Proxy Form; or
- b) in their capacity as the Chairman of the Meeting as a proxy, provided that the proxy form specifies how the Chairman is to vote on Item 2, and the vote is not cast on behalf of a KMP or a closely related party of a KMP.

If the Chairman is your proxy or is appointed as your proxy by default, and you do not direct your proxy how to vote on Item 2 on the proxy form (this is known as an "undirected proxy"), you are directing the Chairman to vote in favour of Item 2, even if that resolution is connected directly or indirectly with the remuneration of the KMPs. Therefore, if you do not wish to have the Chairman voting in favour of Item 2 as a result of your undirected proxy, you should direct the Chairman to vote "against" or "abstain".

For the purposes of these voting exclusion statements:

- KMP includes employees and officers of the Company who have authority and responsibility for planning, directing and controlling the activities of the Company either directly or indirectly, including the Company's Directors (whether executive or otherwise): and
- Closely related parties of a member of the KMP include any of the following:
 - a) the spouse, children or dependents of a member;
 - b) the children or dependents of the member's spouse;
 - c) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or
 - d) a company controlled by the member.

If you cannot attend the meeting and plan to appoint a proxy to attend and vote on your behalf, please note that recent changes to the Corporations Act apply to this meeting and could affect whether or not your proxy is able to vote on your behalf, particularly in relation to Item 2. Please read this Notice of Meeting carefully and consider directing your proxy on how to vote on each resolution by marking the appropriate box on the proxy form.

- **Proxies**

If you are unable to attend and vote at the Meeting and wish to appoint a person who is attending as your proxy, please complete the enclosed Form of Proxy. The instrument appointing a proxy must be in writing under the hand of the appointer or their attorney duly authorised in writing, or if such appointer is a corporation, under its common seal or under the hand of its duly authorised officer or attorney. A shareholder entitled to attend and vote is entitled to appoint a proxy and if entitled to cast two or more votes at the Meeting, may 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 no such proportion or number is specified, each proxy may exercise half of the shareholder's votes. A proxy can be an individual or a body corporate and need not be a member of the Company.

Subject to any applicable voting restrictions, where an appointment specifies the way the proxy is to vote on the resolution:

- the proxy is not required to vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- if the proxy has two or more appointments that specify different ways to vote on the resolutions, the proxy must not vote on a show of hands;
- if the proxy is not the Chairman, the proxy need not vote on a poll but if the proxy does so, the proxy vote must vote that way; and
- if the proxy is the Chairman, the proxy must vote on a poll and must vote that way.

In addition, there are now some circumstances where the Chairman will be taken to have been appointed as a shareholder's proxy for the purposes of voting on a particular resolution even if the shareholder has not expressly appointed the Chairman as their proxy. This will be the case where:

- the appointment of proxy specifies the way the proxy is to vote on a particular resolution;
- the Chairman is not named as the proxy;
- a poll is being called on the resolution; and
- either of the following applies:
 - (i) the proxy is not recorded as attending the Meeting; or
 - (ii) the proxy attends the Meeting but does not vote on the resolution.

Shareholders should consider directing their proxy as to how to vote on each resolution by crossing either a "For" or "Against" box when lodging their proxy form to ensure that their proxy is permitted to vote on their behalf in accordance with their instructions.

The proxy form together with the authority (if any) under which it is signed or a notarially certified copy of that authority must be received at the Company's registered office or by the Company's share register, Computershare Investor Services Pty Ltd (Ph: 1300 850 505) no later than **10am (AEST), Tuesday, 4 November 2014**.

The completed Form of Proxy may be lodged:

IN PERSON:	Share Registry	Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067 Australia
	Registered Office	Altium Limited 3 Minna Close Belrose NSW 2085
BY MAIL:	Share Registry	Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001, Australia
BY FAX:	Share Registry	(within Australia) 1800 783 447 (overseas) +61 3 9473 2555

Voting Entitlement Cut-offs

Pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 and Article 6.1 of the Company's Constitution, the time nominated by the Board for the purposes of determining the voting entitlements at the Meeting is **7pm (AEST), Tuesday, 4th November 2014**

Explanatory Notes

Item 1: Financial statements and reports

As required by section 317 of the Corporations Act 2001 (Cth) ("Corporations Act"), the Financial Report, Directors' Report and Auditor's Report of Altium Limited ("Altium" or the "Company") for the financial year ended 30 June 2014 will be laid before the Meeting. There is no requirement for a formal resolution on this item. Shareholders will be given reasonable opportunity to ask questions and make comments on these reports at the Meeting.

Item 2: Remuneration Report

Section 300A of the Corporations Act requires listed companies to include a Remuneration Report within the directors' report. The Remuneration Report must be put to a vote of members at the Meeting. The vote on the resolution will be advisory only and will not bind the directors or the Company. However, under changes to the Corporations Act which came into effect on 1 July 2011, if the Remuneration Report receives a "no" vote of at least 25% at the Meeting, and then again at the 2015 Annual General Meeting, a resolution will be required to be put to shareholders at the 2015 Annual General Meeting as to whether another meeting of shareholders should be held within 90 days at which all Directors (other than the Chief Executive Officer) who were in office at the date of the relevant Directors' Report must stand for re-election.

Shareholders will be given reasonable opportunity to ask questions and make comments on these reports at the Meeting.

Recommendation

Noting that each director has a personal interest in their own remuneration from the Company, as described in the Remuneration Report, the Board unanimously recommends the adoption of the Remuneration Report.

The Chair of the Meeting intends to vote undirected proxies in favour of Item 2

Items 3 - 4: Election of directors

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third Annual General Meeting (AGM) following the director's appointment or three years, whichever is longer. However, a director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next AGM of the entity. This rule does not apply to the Chief Executive Officer.

Retirement and re-election

Articles 7.2 and 7.3 of the Constitution requires that at each Annual General Meeting each Director who has held office for two years or more must retire from office and is eligible for re-election. Aram Mirkazemi and Carl Rooke retire by rotation under Article 7.2 and offer themselves for re-election.

Candidate information

Aram Mirkazemi BE, Chief Executive Officer

Aram joined Altium in 1991 serving as Director of Research and Development from 1992 until 1999 and as a member of Altium's Board from 1992 to 2000. Following Altium's successful IPO in 1999 Aram left to explore his interest in web based software systems and went on to found Morfik Technology. Aram returned to Altium in 2010 as part of the Morfik acquisition and was appointed as Head of Engineering and later as a Director and Chief Technology Officer in October 2012 before his appointment as Chief Executive Officer on the 16th January 2014. Aram brings to the group over 20 years' experience in executive and senior management roles at the forefront of CAD software development and web-based technology, and has extensive experience in directing complex software engineering projects and products.

Carl Rooke CA FAICD Non-executive Independent Director

Carl Rooke joined the Board of Altium in 1990 as a Non-executive Director and was appointed Chairman in 1999 a position he held until October 2007. Carl is a former Chairman of Horwath Australia and currently acts as a consultant to BDO (TAS) Pty Ltd. Carl is a Fellow of the Institute of Chartered Accountants and the Institute of Company Directors and is also a director on a number of large private company boards. He has many years of proven experience in management, accounting and finance. Carl is also Chairman of the Audit and Risk Management Committee and member of the Human Resources Committee.

Recommendation

The Board has significantly benefited from the contribution of Mr Mirkazemi and Mr Rooke. The Board (other than each director in relation to their own election) unanimously recommends that shareholders vote in favour of Items 3 & 4.

The Chair of the Meeting intends to vote undirected proxies in favour of Items 3 & 4.

AGM Proxy

Proxy Form 2014 AGM

Altium

Mark this box with an 'X' if you have made any changes to your address details (see reverse)

☐

All Correspondence to:
Computershare Investor Services Pty Limited
GPO Box 242, Melbourne
VIC 3001 Australia
Enquiries (within Australia) 1300 850 505
www.computershare.com
All Proxies Facsimile to 61 3 9473 2555
Securityholder Reference Number (SRN)

Appointment of Proxy

I/We being a member/s of Altium Limited and entitled to attend and vote hereby appoint

The Chairman
of the Meeting

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate you are appointing as your proxy.

Failing the individual or body corporate named, or if no individual or body corporate is named, I/We appoint the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Altium Limited to be held at the **Yuan Room, Level 2, Christie Conference Centre, 3 Spring St, Sydney NSW 2000, on Thursday, 6 November 2014 at 10:00am** and at any adjournment or postponement of that Meeting.

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 on Item 2 below, you are expressly authorising the Chairman of the Meeting to vote in favour of Item 2, even if that item is connected directly or indirectly with the remuneration of a member of the key management personnel. Therefore, if you do not wish to have the Chairman voting in favour of Item 2 as a result of your undirected proxy, you should direct the Chairman to vote "against" or "abstain".

The Chairman intends to vote undirected proxies in favour of items 2 - 4

Voting Directions to your proxy – please mark ☐ or the percentage or number of shares you wish to vote to indicate your directions

Items	For	Against	Abstain*
2. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Director – Aram Mirkazemi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Director – Carl Rooke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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.

Appointing a second proxy

I/We being a member/s of Altium Limited and entitled to attend and vote hereby appoint a second proxy.

☐ Mark with an 'X' if you wish to appoint a second proxy

The percentage of my/our voting rights or number of shares for this Proxy form is:

 %

OR

State the percentage of your voting rights or the number of shares for this Proxy Form

PLEASE SIGN HERE This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

In addition to signing the proxy form in the above box(es) please provide the information below in case we need to contact you.

Contact Name

Contact Daytime Telephone

Date

How to complete the Proxy Form

1. 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 mark the box and make the correction on the form. Shareholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your shares using this form.**

2. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box on the left. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting 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 Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company. Do not write the name of the Company or the registered shareholder in the space.

3. Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three 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 a given item, your proxy may vote as they choose. If you mark more than one box on an item, your vote on that item will be invalid.

4. 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.

To appoint a second proxy you must:

- (a) Indicate that you wish to appoint a second proxy by marking the box.
- (b) 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 (together being no more than 100% of your total shareholding). 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
- (c) Return both forms together.

5. 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 Company's share 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.

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. A form of the certificate may be obtained from the Company's share registry or at www.computershare.com

6. Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below no later than **10:00am (AEST), Tuesday, 4 November 2014**. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Documents may be lodged:

- IN PERSON:** Share Registry – Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067 Australia
- BY MAIL:** Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001, Australia
- BY FAX:** Share Registry – (within Australia) 1800 783 447 (overseas) +61 3 9473 2555