

Wellcom Group Limited

ACN 114 312 542

Notice of Annual General Meeting

Notice is hereby given that the 2017 Annual General Meeting of Wellcom Group Limited (ACN 114 312 542) ('**Company**') will be held at the time and location, and to conduct the business, specified below:

Date	19 th October, 2017
Registration	Commences at 10.00am
Meeting Start Time	10.30am
Location	The Westin Melbourne, 205 Collins Street, Melbourne, Victoria

Business

The following business will be conducted:

1. Chairman's Address and Report

2. Financial Statements and Reports

To receive and consider the reports of the Directors and the Auditor and the financial statements for the year ended 30 June 2017 for the Company and its controlled entities. *(Refer to the Explanatory Statement annexed for further details).*

3. Remuneration Report

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

Resolution 1

"That the Remuneration Report for the financial year ended 30 June 2017 be adopted." *(Refer to the Explanatory Statement annexed for further details).*

Please note the vote on this resolution is advisory only and does not bind the Directors or the Company.

4. Election of Directors

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

Resolution 2

"That Mr Charles Anzarut who, in accordance with clause 12.11 of the Constitution of the Company, retires from office and, being eligible, offers himself for re-election, be re-elected a Director of the Company." *(Refer to the Explanatory Statement annexed for further details).*

5. Approval of Wellcom Group Limited Long Term Incentive Plan

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

Resolution 3

"That for the purpose of ASX Listing Rule 7.2, exception 9 and all other purposes, the Wellcom Group Limited Long Term Incentive Plan accompanying the Notice of Meeting be approved for the issue of securities under the Wellcom Group Limited Long Term Incentive Plan." *(Refer to the Explanatory Statement annexed for further details).*

By order of the Board of Directors



Wayne Sidwell
Executive Chairman
15th September 2017

NOTES

The Explanatory Statement forms part of this Notice of Annual General Meeting and should be read in conjunction with it.

VOTING ENTITLEMENTS

Pursuant to regulation 7.11.37 of the *Corporations Regulations*, the Board has determined that, for the purpose of voting at the meeting, members are those persons who are the registered holders of shares at 7.00pm on 17th October, 2017.

PROXIES

In accordance with section 249L of the *Corporations Act 2001* (Cth):

A member who is entitled to attend and vote at the Annual General Meeting may appoint a proxy. A proxy can be either an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the *Corporations Act 2001* (Cth); and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If satisfactory evidence of appointment as corporate representative is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.

If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. If the proxy appointments do not specify the proportion of the member's voting rights that each proxy may exercise, each proxy may exercise half of the member's votes. A proxy need not be a member.

To be effective, the proxy form (and, if the appointment is signed by the appointer's attorney, the authority under which it was signed or a certified copy of the authority) must be received by the Company's share registry, Link Market Services Limited, no later than 48 hours prior to the commencement of the Annual General Meeting (10.30am, 17th October 2017).

If you appoint a proxy, WLL encourages you to direct your proxy how to vote on each item of business.

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

The completed proxy form may be:

Mailed/delivered to the Company's share registry, Link Market Services Limited at:

Street Address:	Postal Address:	Fax to
Level 12	Locked Bag A14	Link Market Services Limited
680 George Street	Sydney South NSW 1235	Fax: +61 2 9287 0309
Sydney NSW 2000		

Or lodged online at www.linkmarketservices.com.au

CORPORATE REPRESENTATIVES

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the *Corporations Act 2001* (Cth) in which case the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the *Corporations Act 2001* (Cth). The Certificate must be lodged with the Company before the meeting or at the registration desk on the day of the meeting. The Company will retain the certificate.

EXPLANATORY STATEMENT

Introduction

This Explanatory Memorandum has been prepared for the shareholders of Wellcom Group Limited (**Company**) to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held on the 19th October, 2017.

All of the resolutions are to be voted on and are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution.

ITEM 1 – Chairman's Address and Report

The Chairman will address the meeting and comment on the performance of the Company for the Financial Year Ended 30 June 2017 as well as future strategic and operational initiatives. The Chairman will also respond to questions raised by Shareholders.

ITEM 2 – Financial Statements and Reports

As required by section 317 of the *Corporations Act 2001* (Cth), the annual accounts of the Company and the associated reports of the Directors and the Auditor for the most recent financial year will be laid before the meeting.

No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on all aspects of the accounts and reports.

ITEM 3 – Remuneration Report

Resolution 1 – Remuneration Report

The Board submits its Remuneration Report to shareholders for consideration and adoption by way of non-binding resolution. This resolution is advisory only and does not bind the Directors of the Company.

However, Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**spill resolution**) if, at two consecutive AGMs, at least 25% of the votes cast on the resolution are voted against adoption of the Remuneration Report and at the first of those AGMs a spill resolution was not put to vote. If required, the spill resolution must be put to vote at the second of those AGMs.

If more than 50% of shareholders vote in favour of the spill resolution, the Company must then convene an extraordinary general meeting (spill meeting) within 90 days of the second AGM. All of the Directors who were in office when the Director's Report (as included in the Company's Annual Report for the financial year ended immediately before the second AGM) was approved, other than the Managing Director, will cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting. Following the spill meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The Remuneration Report is set out in the Director's Report in the 2017 Annual Report. The Report:

- Explains the Board's policy for determining the nature and amount of remuneration of executive directors and senior executives of the Company;
- Sets out the actual remuneration for the financial year ended 30 June 2016 for each Director and each member of the Company's senior executive management team; and
- Details and explains any performance hurdles applicable to the remuneration of Executive Directors and senior executives of the Company.

Shareholders will be given the opportunity to ask questions and to make comments on the reports.

The Directors unanimously recommend voting in favour of this resolution. The Chairman of the meeting will be voting any undirected proxies in favour of this resolution.

ITEM 4 – Re-election of Director

Resolution 2 – Mr Charles Anzarut

This resolution seeks approval for the re-election of Charles Anzarut, a Director who is retiring by rotation under clause 12.11 of the Company's Constitution. This clause states that at each Annual General Meeting one third of directors (or the number nearest one third, if their number is not three or a multiple of three) must retire from office. Mr Anzarut was appointed to the Board on 17th May, 2005. He is eligible for election under clause 12.13 and offers himself for re-election as Director of Wellcom Group Limited.

Mr Charles Anzarut

Age: 62 years

Occupation: Lawyer

Academic and professional qualifications: LLB, MBA (University of Melbourne)

Business Experience:

Charles was a partner at Phillips Fox Lawyers from 1993-2005. In September 2005 he founded Anzarut & Partners. Charles specializes in corporate and commercial law and has practiced for over 30 years.

The Board recommends voting in favour of this resolution. The Chairman of the meeting will be voting any undirected proxies in favour of this resolution.

Resolution 3 – Approval of Wellcom Group Limited Long Term Incentive Plan

ASX Listing Rule 7.1 prohibits an entity from issuing more than 15% of its securities in any 12 month period, without obtaining shareholder approval (unless an exception applies).

ASX Listing Rule 7.2, Exception 9, provides that an issue of securities under an employee incentive scheme will not count towards the 15% placement capacity if, within 3 years before the date of the issue, holders of ordinary securities have approved the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

If the Wellcom Group Limited Long Term Incentive Plan (the **Plan**) is approved by shareholders, issues under the Plan over the next three years will fall under this ASX Listing Rule exception and will not affect the Company's ability to separately issue up to 15% of its total ordinary securities in any 12 month period (without having to obtain further shareholder approval).

However the exception does not apply to Directors and their associates, who are deemed related parties of the Company and issues to such persons will require separate approval under Listing Rule 10.14.

Purpose of the Plan

The Plan is a long term incentive plan which is:

- Established to assist in the reward, retention and motivation of Eligible Participants (being full time employees (including executive directors) who are selected by the Board to participate in the Plan from time to time); and
- Designed to align the interests of Eligible Participants with shareholders of the Company by enabling the participants to receive an equity interest in the Company.

In accordance with ASX Listing Rule 7.2, a summary of the key terms of the Plan is set out in Attachment 1. This is the first time that shareholders have been asked to approve the Plan for the purposes of ASX Listing Rule 7.2, exception 9.

The Board recommends voting in favour of this resolution. The Chairman of the meeting will be voting any undirected proxies in favour of this resolution.

Voting Exclusion Statement

Resolution 1 – Remuneration Report

A vote must not be cast (in any capacity) on Resolution 1 – Remuneration Report by or on behalf of a member of the Wellcom Group Limited's key management personnel ("**KMP**"), details of whose remuneration are included in the Remuneration Report, and their closely related parties, whether as a shareholder or as a proxy. However, a vote may be cast on Resolution 1 by a KMP, or a closely related party of a KMP, if:

- The vote is cast as a proxy:
- Appointed by writing that specifies how the proxy is to vote on Resolution 1; and
- The vote is not cast on behalf of KMP or a closely related party of a KMP.

Please note that the Chairman of the Meeting intends to vote undirected proxies in favour of all resolutions.

If the Chairman of the Meeting is appointed as your proxy, or if the Chairman of the Meeting becomes your proxy by default, and you do not provide a voting direction, you are expressly authorising the Chairman of the Meeting to exercise your proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 3 – Approval of Wellcom Group Limited Long Term Incentive Plan

A vote must not be cast (in any capacity) on Resolution 3 - Approval of Wellcom Group Limited Long Term Incentive Plan by or on behalf of a member of the Wellcom Group Limited's KMP, who is eligible to participate in the Wellcom Group Limited Long Term Incentive Plan, and their closely related parties, whether as a shareholder or as a proxy. However, a vote may be cast on Resolution 3 by a KMP, or a closely related party of a KMP, if:

- The vote is cast as a proxy:
- Appointed by writing that specifies how the proxy is to vote on Resolution 3; and
- The vote is not cast on behalf of KMP or a closely related party of a KMP.

Please note that the Chairman of the Meeting intends to vote undirected proxies in favour of all resolutions.

If the Chairman of the Meeting is appointed as your proxy, or if the Chairman of the Meeting becomes your proxy by default, and you do not provide a voting direction, you are expressly authorising the Chairman of the Meeting to exercise your proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Attachment 1

Summary of key terms of the Wellcom Group Limited Long Term Incentive Plan (the Plan)

Feature	Terms of the Plan
Purpose	<p>The purpose of the Plan is to:</p> <ul style="list-style-type: none"> (a) assist in the reward, retention and motivation of Eligible Participants; and (b) align the interests of Eligible Participants with shareholders of the Group.
Eligibility	<p>Eligible Participant means a person who is a full-time employee (including executive director) of any Group Company who has been determined or selected by the Board to be eligible to participate in the Plan from time to time.</p>
Form of Equity	<p>Under the Plan, Awards of performance rights or options can be made to acquire one or more Shares by one or more methods determined in the absolute discretion of the Board and as specified in the Invitation to an Eligible Participant to apply for Awards (Invitation).</p>
Terms of Award	<p>A grant of an Award under the Plan is subject to both the Rules of the Plan and the Invitation, which may be made on such terms and conditions as the Board decides from time to time.</p>
Vesting	<p>Awards made pursuant to an Invitation are subject to the vesting conditions set out that Invitation.</p> <p>If the Vesting Conditions are satisfied and/or otherwise waived by the Board in accordance with the Rules, a Vesting Notice will be issued.</p> <p>A Vesting Condition for an Award may, subject to the Corporations Act, the Listing Rules and any other applicable laws and regulations, be waived by the Board by written notice to the relevant Participant and on such terms and conditions as determined by the Board.</p>
Exercise Condition	<p>Exercise Condition means, in relation to an Award, any condition to exercise of that Award as specified in the relevant Invitation.</p> <p>An Award may only be exercised when all Vesting Conditions and all Exercise Conditions are satisfied or have been waived by the Company, and the Company has provided a Confirmation Notice to the Participant.</p> <p>An Exercise Condition for an Award may, subject to the Corporations Act, the Listing Rules and any other applicable laws and regulations, be waived by the Board by written notice to the relevant Participant and on such terms and conditions as determined by the Board and set out in that notice.</p>
Exercise Price	<p>Exercise Price means the price to be paid by the Participant when exercising an Award as specified in the relevant Invitation. For the avoidance of doubt, the Exercise Price for an Award may be nil.</p>

Feature	Terms of the Plan
Exercise	<p>Following the issue (or deemed issue) of a Confirmation Notice in respect of an Award, a Participant may exercise that Award by:</p> <ul style="list-style-type: none"> (a) delivering an Exercise Notice to (or as directed by) the Company; and (b) paying the Exercise Price (if any) to (or as directed by) the Company, <p>at any time:</p> <ul style="list-style-type: none"> (c) between the date of provision of the Confirmation Notice and the Expiry Date relating to that Award; and (d) when the Participant is permitted to trade securities under the Company's Securities Trading Policy, <p>OR</p> <p>if the Participant's Invitation requires that an Award is automatically exercised, that Award will be deemed exercised on the date of provision of the Confirmation Notice or, if the Participant is not permitted to trade securities under the Company's Securities Trading Policy on such date, the first subsequent day that the Participant is permitted to trade such securities.</p> <p>If a Participant does not exercise an Award by the Expiry Date, that Award will automatically lapse and be forfeited.</p>
Delivery of Shares on Exercise of Awards or Cash Settlement	<p>As soon as practicable, after the valid exercise or deemed exercise of an Award by a Participant, the Company will:</p> <ul style="list-style-type: none"> (a) issue, allocate or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Rules ; and/or (b) where permitted in the relevant Invitation, pay a cash amount to that Participant. <p>Where an Award may be Cash Settled or Equity Settled (rather than just Equity Settled), the Board may determine the preferred settlement mechanic in its absolute discretion. The Company will also issue a substitute Certificate for any remaining unexercised Awards of that Participant.</p>
Shares	<p>Resulting Shares means all Shares issued, transferred or allocated to a Participant upon the valid exercise of an Award.</p> <p>All Resulting Shares will rank <i>pari passu</i> in all respects with the Shares of the same class for the time being on issue except for any rights attaching to the Shares by reference to a record date prior to the date of the allotment or transfer of the Resulting Shares.</p> <p>If Resulting Shares are in the same class as Shares which are listed on the ASX, the Company will apply for quotation of the Resulting Shares issued (or any unquoted Resulting Shares transferred) within the time required by the Listing Rules after the date of allotment.</p>

Feature	Terms of the Plan
Change of Control Event	<p>A Change of Control Event includes:</p> <ul style="list-style-type: none"> (a) any compromise or arrangement in connection with a scheme which results in any person owning more than 50% of the issued capital of the Company; (b) a person becoming the legal or beneficial owner of, or entitled to acquire, hold or has an equitable interest in, more than 50% of the issued capital of the Company; (c) where a takeover bid is made and the takeover bid becomes unconditional and the bidder (together with associates) has a relevant interest in more than 50% of the issued capital of the Company; (d) the winding-up of the Company; or (e) any other event determined by the Board in good faith to constitute a “Change of Control Event” for the purposes of the Rules, <p>but, for the avoidance of doubt, does not include any internal reorganisation of the structure, business and/or assets of the Group.</p>
Occurrence of Change of Control Event	<p>Subject to applicable laws and the terms of a Participant’s Invitation, if a Change of Control Event occurs, or the Board determines that such event is likely to occur, the Board may in its absolute discretion determine the manner in which any or all of the Participant’s Awards will be dealt with.</p> <p>The Board may deal with the Awards in a manner that allows the relevant Participants to participate in and/or benefit from the Change of Control Event on any terms it deems fit including determining that some or all of a Participant’s unvested Awards are deemed to have vested.</p>

Feature	Terms of the Plan
Forfeiture	<p>Clause 9 of the Rules sets out when a Participant may forfeit their Awards, including in the following circumstances:</p> <p>If a Participant becomes a Leaver (as defined in the Rules), unless otherwise determined by the Board;</p> <ul style="list-style-type: none"> (a) s/he will retain all vested Awards; and (b) all unvested Awards will be compulsorily divested on a date determined by the Board. <p>A Participant will also forfeit Awards:</p> <ul style="list-style-type: none"> (a) if the Board determines (acting reasonably and in good faith) that any applicable Vesting Conditions or Exercise Conditions relevant to that Award have not been met or cannot be met by the relevant date; (b) as a result of fraudulent or dishonest actions; or (c) if the Participant becomes Insolvent (as defined in the Rules); or (d) if the Participant is in material breach of the Rules or the Invitation, and is unable to remedy that breach to the satisfaction of the Board within 20 Business Days of receiving notice from the Company, <p>unless otherwise determined by the Board.</p>
Effect of Forfeiture	<p>Where an Award has been forfeited in accordance with the Rules:</p> <ul style="list-style-type: none"> (a) the Award will automatically lapse; (b) the Participant must sign any documents required by the Company to effect the forfeiture of that Award; and (c) the Company will not be liable for any damages or other amounts to the Participant in respect of that Award.

Feature	Terms of the Plan
Adjustment of Awards	<p>Reorganisation</p> <p>If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital), the number of Awards to which each Participant is entitled or the Exercise Price, or both as appropriate, will be adjusted in the manner specified by the Listing Rules.</p> <p>Bonus Issue</p> <p>If Shares are issued by the Company pro rata to shareholders generally by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Awards is entitled, upon exercise of the Awards, to receive, in addition to the Shares in respect of which the Awards are exercised and without the payment of any further consideration, an allotment of as many additional Shares as would have been issued to a shareholder who, on the date for determining entitlements under the bonus issue, held Shares equal in number to the Shares in respect of which the Awards are exercised.</p> <p>Rights Issue</p> <p>Unless otherwise determined by the Board, a holder of Awards does not have the right to participate in a pro rata issue of Shares made by the Company or to receive or sell renounceable rights.</p>
Non-transferable Awards	<p>A Participant may not sell, assign, transfer, grant a Security Interest over or otherwise deal with an Award granted to them, unless the Board in its absolute discretion so approves or the relevant dealing is effected by force of law on death or legal incapacity to the Participant's legal personal representative.</p> <p>The Company may require that an Award be forfeited if a sale, assignment, transfer, dealing or grant of a Security Interest occurs or is purported to occur other than in accordance with the Rules.</p>
Administration of the Plan	<p>The Plan will be administered by the Board. The Board may make further provisions for the operation of the Plan which are consistent with the Rules.</p>

Feature	Terms of the Plan
Amendment	<p>The Board may:</p> <ul style="list-style-type: none"> (a) at any time amend any provisions of the Rules, including (without limitation) the terms and conditions upon which any Awards have been granted under the Plan; and (b) determine that any amendments to the Rules be given retrospective effect, immediate effect or future effect. <p>No amendment to any provision of the Rules may be made if the amendment materially adversely affects the rights of any Participant as they existed before the date of the amendment, other than an amendment:</p> <ul style="list-style-type: none"> (a) introduced primarily: <ul style="list-style-type: none"> (i) for the purposes of complying with or conforming to present or future legislation governing the Plan; (ii) to correct any manifest error or mistake; (iii) to allow the implementation of an employee share trust arrangement; (iv) to enable the Plan or any Group Company to comply with its constituent documents, and applicable laws and regulations; and/or (v) to take into consideration possible adverse taxation implications in respect of the Plan; or (b) notified in writing to all Participants whose rights will be materially adversely affected by the amendment, and agreed to in writing by those Participants holding at least 75% of the Awards: <ul style="list-style-type: none"> (i) that are on issue at the relevant time; and (ii) whose rights will be materially adversely affected by the amendment. <p>As soon as reasonably practicable after making any amendment to any provision of the Rules, the Board will give notice of the amendment to each Participant affected by the amendment. Failure by the Board to notify a Participant of any amendment will not invalidate the amendment as it applies to that Participant.</p>

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474

PROXY FORM

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

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am on Thursday, 19 October 2017 at The Westin Melbourne, 205 Collins Street, Melbourne, Victoria (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

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

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

Resolutions

	For	Against	Abstain*
1 Adoption of Remuneration report (Non binding advisory vote)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Charles Anzarut as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Wellcom Group Limited Long Term Incentive Plan	<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.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am on Tuesday, 17 October 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**