

Voltage IP Limited ABN 86 057 884 876

Notice of 2012 Annual General Meeting

Notice is given that a Meeting of Shareholders will be held at the offices of Sanston Securities Australia, Level 7, 564 St Kilda Road, Melbourne Victoria at 3.30pm AEDT on Friday 18th December 2015.

The business to be considered at the Meeting is set out below. Information on the resolutions to which the business relates is contained in the Explanatory Statement.

Ordinary business

Receipt and Consideration of Accounts and Reports

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2012.

Resolution 1 – Adoption of Remuneration Report

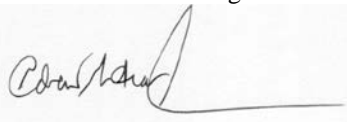
To consider, and if thought fit, pass the following non-binding resolution as an ordinary resolution:

“That for the purpose of section 250R(2) of the Corporations Act, the Remuneration Report of the Company for the financial year ended 30 June 2012 be adopted.”

Voting exclusion: The Company will disregard any votes cast on this resolution by certain persons. Details of the voting exclusions applicable to this Resolution are set out in the Explanatory Statement.

While noting that each Director has a personal interest in their remuneration, as described in the Remuneration Report, the Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

By order of the Board of Voltage IP Limited



Andrew Metcalfe, Company Secretary

Dated: 16th November 2015

SHAREHOLDER INFORMATION

1. Voting entitlement

For the purposes of the Meeting and in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), it has been determined that the Shareholders entitled to attend and vote at the Meeting shall be those persons who are recorded on the register of members at 7:00 p.m. (AEDT) on 16th December 2015.



2. Quorum

The Constitution provides that a quorum for a Meeting of Shareholders is five members entitled to vote or members present in person or by way of proxy, corporate representative or attorney holding 10% of issued share capital.

3. Proxies

- (a) Any Shareholder entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on their behalf. The person or persons so appointed need not necessarily be Shareholders.
- (b) Where two proxies are appointed, each proxy should be appointed to represent a specified portion or number of the Shareholder's voting rights (failing which each appointee will be entitled to cast half the Shareholder's votes).
- (c) A proxy form is enclosed. Please ensure that your proxy instructions are received not later than 3.30pm (AEDT) on 16th December 2015.

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

 By Fax	+ 61 2 9290 9655
<input checked="" type="checkbox"/> By Mail	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
 In Person	Level 12, 225 George Street, Sydney NSW 2000 Australia

- (d) A body corporate member may elect to appoint a representative, rather than appoint a proxy, in accordance with section 250D of the Corporations Act. Where a body corporate appoints a representative, the Company requires written proof of the representative's appointment to be lodged with or presented to the Company before the meeting.
- (e) If you return your proxy form but do not nominate a representative, the Chair of the Meeting will be your proxy and will vote on your behalf as you direct on the proxy form. If your nominated representative does not attend the meeting then your proxy will revert to the Chair of the Meeting and he will vote on your behalf as you direct on the proxy form. If a proxy is not directed how to vote on an item of business or Resolution, the proxy (including, if applicable, the Chair of the Meeting) may vote, or abstain from voting, as they think fit. For the avoidance of doubt, the Chair intends to vote all open proxies in favour of the applicable Resolutions.

Statement regarding undirected proxies

As disclosed on the proxy form it is the intention of the Chairman of the Meeting to vote all available proxies in favour of all resolutions. Pursuant to the ASX Listing Rules the proxy form is required to contain certain disclosures regarding the voting intentions of the Chairman regarding available proxies. Shareholders are advised to read the proxy form carefully

4. Voting exclusions

Voting exclusions apply to Resolution 1 contained in the Notice of Meeting.

EXPLANATORY STATEMENT

1. Introduction

This Explanatory Statement has been prepared to assist Shareholders to understand the Resolutions specified in the Notice of Meeting that will be put to Shareholders.

2. Financial statements and reports for the year ended June 2012

The Corporations Act requires the financial report (which includes the financial statements and directors' declaration), the directors' report and the auditor's report to be laid before the Meeting. Shareholders have

been provided with all relevant information concerning the Company's financial report, directors' report and auditor's report in the annual report of the company for the year ended 30 June 2012.

There is no requirement either in the Corporations Act or in the Company's constitution for members to approve the financial report, the directors' report or the auditor's report.

Shareholders will have a reasonable opportunity at the meeting to ask questions and make comments on these reports and on the business and operations of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the auditor's report and the conduct of the audit of the financial report.

3. Resolution 1 - Remuneration report

The directors' report for the year ended 30 June 2012 contains the Remuneration Report, which sets out the policy for the remuneration of the Directors and specified executives of the Company.

Members attending the Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast are against adoption of the Remuneration Report at the Meeting, and then again at the 2013 annual general meeting, the Company will be required to put a resolution to the 2013 annual general meeting, to approve calling a general meeting (**Spill Resolution**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene a general meeting (**Spill Meeting**) within 90 days of the 2013 annual general meeting. All of the Directors who were in office when the 2013 directors' report was approved, other than the managing director, will (if desired) need to stand for re-election at the Spill Meeting.

In relation to voting on this item of business, your attention is drawn to the voting instructions in this Notice of Meeting, in particular the disclosure in relation to voting of 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. If you intend to appoint the Chair of the Meeting as your proxy, you can direct him how to vote by either marking the boxes for Resolution 1 (for example if you wish to vote against or abstain from voting), or by marking the Chair's box on the proxy form (in which case the Chair of the Meeting will vote in favour of this Item of business).

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on this Resolution 1 (being item 2 of the Meeting – Adoption of Remuneration Report) by marking either "For", "Against" or "Abstain" on the proxy form for that item of business.

As the directors are precluded from voting on this item of business, they make no recommendation as to how Shareholders should vote on this Resolution.

The Chairman will be voting all open votes in favour of the resolution.

VOLTAGE IP LIMITED

ABN 86 057 884 876

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 3:30pm (AEDT) on Wednesday, 16 December 2015.**

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:

- (a) 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.
- (b) 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 **3:30pm (AEDT) on Wednesday, 16 December 2015.** 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:

📠 **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.

Voltage IP Limited – 2012 Annual General Meeting

ABN 86 057 884 876

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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 **Voltage IP Limited** (Company) and entitled to attend and vote hereby appoint:

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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 2012 Annual General Meeting of the Company to be held at **Sanston Securities Australia, Level 7, 564 St Kilda Road, Melbourne, Victoria on Friday, 18 December, 2015 at 3:30pm (AEDT)** 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 Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this/these Resolution even though Resolution 1 is 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 Resolution 1). 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.

Resolution 1 To Adopt the Remuneration Report

For Against Abstain*

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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 / / 2015