

Notice of Annual General Meeting and Explanatory Memorandum

Afterpay Touch Group Limited

ACN 618 280 649

Date: Monday 20 November 2017

Time: 1.00pm (Melbourne time)

Venue: Baker McKenzie, Level 19, CBW, 181 William Street, Melbourne,
VIC 3000

NOTICE OF 2017 ANNUAL GENERAL MEETING

NOTICE is given that the 2017 Annual General Meeting of Afterpay Touch Group Limited ACN 618 280 649 will be held at Baker McKenzie, Level 19, CBW, 181 William Street, Melbourne VIC 3000 on Monday 20 November 2017 at 1.00pm (Melbourne time)

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

1. Financial and related reports

Financial and related reports	
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2017.

2. Adoption of Remuneration Report (non-binding resolution)

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2017 Annual Report and is available from the Company's website (www.afterpaytouch.com). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the directors or the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2017 be adopted."</i>
Voting Exclusion	<p>The Company will disregard any votes cast on this resolution by or on behalf of a member of Key Management Personnel (KMP) named in the remuneration report for the year ended 30 June 2017, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast.</p> <p>However, a person described above may cast a vote on this resolution if:</p> <ul style="list-style-type: none">▪ the person does so as a proxy that specifies how the proxy is to vote on the resolution; or▪ the person is the Chair and has been appointed as a proxy (expressly or by default) without being directed how to vote on the resolution; and▪ in either case, the vote is not cast on behalf of a member of KMP or their Closely Related Party.

3. Election of Directors

Resolution 2	Election of Mr Anthony Eisen as Director
Description	Mr Anthony Eisen, who was appointed as a Director on 5 July 2017, retires as a Director in accordance with clause 19.6 of the Constitution and, being eligible, offers himself for re-election under clause 20.7 of the Constitution.
Resolution (Ordinary)	To consider and, if thought fit, to pass the following resolution as an ordinary resolution : <i>“THAT Mr Anthony Eisen, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 19.6 of the Constitution and, being eligible, offers himself for election, be re-elected as a Director of the Company.”</i>

Resolution 3	Election of Mr Nicholas David Molnar as a Director
Description	Mr Nicholas D. Molnar, who was appointed as a Director on 5 July 2017, retires as a Director in accordance with clause 19.6 of the Constitution and, being eligible, offers himself for re-election under clause 20.7 of the Constitution.
Resolution (Ordinary)	To consider and, if thought fit, to pass the following resolution as an ordinary resolution : <i>“THAT Mr Nicholas Molnar, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 19.6 of the Constitution and, being eligible, offers himself for election, be re-elected as a Director of the Company.”</i>

Resolution 4	Election of Mr Michael Leslie Jefferies as Director
Description	Mr Michael Leslie Jefferies, who was appointed as a Director on 5 July 2017, retires as a Director in accordance with clause 19.6 of the Constitution and, being eligible, offers himself for re-election under clause 20.7 of the Constitution.
Resolution (Ordinary)	To consider and, if thought fit, to pass the following resolution as an ordinary resolution : <i>“THAT Mr Michael L. Jefferies, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 19.6 of the Constitution and, being eligible, offers himself for election, be re-elected as a Director of the Company.”</i>

4. Appointment of the Company's auditor

Resolution 5	Appointment of Ernst & Young as the Company's auditor
Description	<p>Ernst & Young (EY) was appointed by the Board to act as auditor of the Company in accordance with section 327A (1) of the Corporations Act. Under section 327A (2) of the Corporations Act, EY will hold office as auditor until the Company's first AGM. The purpose of this resolution is to seek shareholder approval for the ongoing appointment of EY as auditor under section 327B (1) of the Corporations Act.</p> <p>In accordance with section 328B of the Corporations Act, a written notice nominating EY as the Company's auditor has been given to the Company by Mr Anthony Eisen, a substantial shareholder of the Company. EY has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company.</p>
Resolution (Ordinary)	<p>To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:</p> <p><i>"THAT pursuant to section 327B of the Corporations Act and for all other purposes, Ernst and Young of 8 Exhibition Street, Melbourne VIC 3000, having been nominated by a shareholder and having given its consent in writing to act as auditor, be appointed as the auditor the Company to hold office from the conclusion of this Annual General Meeting until it resigns or is removed from the office of auditor of the Company; and that pursuant to section 331 and other applicable provisions of the Corporations Act, EY be paid remuneration as may be mutually agreed between the auditors and the Board of Directors of the Company."</i></p>

Dated 20 October 2017

BY ORDER OF THE BOARD OF AFTERPAY TOUCH GROUP LIMITED



Sophie Karzis
Company Secretary

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, Ernst & Young in relation to the conduct of the external audit for the year ended 30 June 2017, or the content of its audit report. Please send your questions to:

The Company Secretary, **Afterpay Touch Group Limited**

Via mail: Level 1, 61 Spring Street, Melbourne VIC 3000

Via email: sk@ccounsel.com.au

T. 03 9286 7500

F. 03 9662 1472

Written questions must be received by no later than **1.00pm (Melbourne time)** on **Monday 13 November 2017**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Company's Remuneration Report for the year ended 30 June 2017.

During the course of the Annual General Meeting, the Chair will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

VOTING INFORMATION

Entitlement to vote at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that the persons eligible to vote at the Annual General Meeting are those who are registered shareholders of the Company as at **7.00 pm (Melbourne time)** on **Saturday 18 November 2017**, subject to any applicable voting exclusion.

Voting by proxy

- (a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the Meeting.
- (c) A proxy need not be a shareholder of the Company.

- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.
- (e) A proxy form accompanies this notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority **by 1.00 pm (Melbourne time) on Saturday 18 November 2017**:
 - online by going to investorvote.com.au or by scanning the QR code, found on the enclosed proxy form with your mobile device
 - by post at GPO Box 242, Melbourne, Victoria 3001;
 - by personal delivery at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067;
 - by facsimile: Australia – 1800 783 447, overseas - +61 3 9473 2555; or
 - Custodian voting - For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Proxy voting by the Chair

The Corporations Act imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolution 1. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolution 1. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Company's Chairman, Mr Anthony Eisen, will chair the Meeting and intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1 he or she will not vote your proxy on that item of business.

EXPLANATORY MEMORANDUM TO NOTICE OF 2017 ANNUAL GENERAL MEETING

1. Financial and related reports

Financial and Related Reports	
Explanation	<p>Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2017 to be laid before the Company's 2017 Annual General Meeting. There is no requirement for a formal resolution on this item.</p> <p>The financial report contains the financial statements of the consolidated entity consisting of Afterpay Touch Group and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2017 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2017 Annual Report is available from the Company's website (www.afterpaytouch.com.au).</p> <p>The Chair of the Meeting will allow a reasonable opportunity at the Meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor Ernst & Young questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2017, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Ernst & Young in relation to the conduct of the audit.</p>

2. Adoption of Remuneration Report (non-binding resolution)

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
Explanation	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2017 Annual Report and is available from the Company's website (www.afterpaytouch.com.au).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> ▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; ▪ sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and ▪ explains the differences between the basis for remunerating non-executive directors and senior executives, including the Managing Director. <p>The vote on this item is advisory only and will not require the Company to alter the arrangements set out in the Remuneration Report if Resolution 1 is not passed. However, the Board will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p>

Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 1.

3. Election of Directors

Resolutions 2, 3 and 4	Election of Directors
Explanation	<p>Election of Directors</p> <p>Clause 19.6 of the Constitution provides that any Director, except the managing director, appointed under clause 19.5 after the Company is admitted to the Official List of the ASX must retire from office at, and will be eligible for re-election at, the next annual general meeting following that Director's appointment.</p> <p>Anthony Eisen, Michael Jefferies and Nicholas Molnar were appointed during the year as additional Directors pursuant to clause 19.5 of the Constitution.</p> <p>Accordingly, each of them retires as a Director of the Company in accordance with clause 19.6 of the Constitution and, being eligible under clause 19.6, offers themselves for election as Directors of the Company.</p>
About Anthony Eisen	<p>Mr Anthony Eisen is the Company's Executive Chairman and was appointed an executive director of the Company on 5 July 2017; immediately prior to his appointment, Mr Eisen was executive Chairman of Afterpay.</p> <p>Mr Eisen has over 20 years' experience in investing, public company directorships and providing corporate advice across a variety of sectors. Prior to co-founding Afterpay, he was the Chief Investment Officer at Guinness Peat Group (GPG). He was actively involved in a number of financial services, software and technology companies in which GPG was a major shareholder. Before joining GPG, Mr Eisen was involved in investment banking, specialising in mergers and acquisitions. He is currently also a director of Foundation Life (N.Z) Limited.</p> <p>Mr Eisen holds a relevant interest in the following securities in the Company:</p> <ul style="list-style-type: none"> • 25,000,000 ordinary shares in the Company, subject to ASX escrow until 4 May 2018. • 1,500,000 options over ordinary shares in the Company, exercisable at \$1.00 each, expiring on 31 December 2020 and subject to ASX escrow until 4 May 2018. <p>Due to his executive role within the Company, Mr Eisen is not considered to be an independent Director.</p>

<p>About Nicholas Molnar</p>	<p>Mr Nicholas Molnar, Executive Director & CEO of Afterpay was appointed a director of Afterpay Touch Group on 5 July 2017.</p> <p>Mr Molnar has extensive experience in online retail. Prior to co-founding Afterpay, he launched the leading American online jeweller, Ice.com, into Australia under the local brand Iceonline.com.au. Mr Molnar successfully grew Ice in Australia to become the largest online-only jewellery and watch retailer. Prior to launching Ice, Mr Molnar was an Investment Analyst at venture capital fund M. H. Carnegie & Co., where he was primarily responsible for growth stage investment opportunities in the technology sector. Mr Molnar holds a Bachelor of Commerce from Sydney University.</p> <p>Mr Molnar holds a relevant interest in the following securities in the Company:</p> <ul style="list-style-type: none"> • 25,000,000 ordinary shares in Afterpay Touch Group, subject to ASX escrow until 4 May 2018. • 1,500,000 options over ordinary shares in the Company, exercisable at \$1.00 each, expiring on 31 December 2020 and subject to ASX escrow until 4 May 2018. <p>Due to his executive role within the Company. Mr Molnar is not considered to be an independent director.</p>
<p>About Michael Jefferies</p>	<p>Mr Michael Jefferies was appointed a non-executive director of the Company on 5 July 2017 and immediately prior to the merger was executive Chairman of Touchcorp, and was also a non-executive director of Afterpay from August 2015 until 6 April 2017.</p> <p>Mr Jefferies is a chartered accountant with extensive experience in finance and investment including more than 20 years as an executive of GPG. In addition to his role with the Company, he is also a non-executive Chairman of Pantoro Limited and a non-executive Director of Homeloans Limited and Ozgrowth Limited and has previously been a director of a number of listed public companies in Australia and New Zealand including ClearView Wealth Limited, Tower Australia Limited, Metals X Limited and Tower Limited (New Zealand). Michael has over 30 years of public company and finance experience.</p> <p>Mr Jefferies is a member of Audit, Risk and Compliance and Remuneration & Nomination Committees. He holds a relevant interest in the following securities in the Company:</p> <ul style="list-style-type: none"> • 4,323,226 ordinary shares in the Company of which 200,000 ordinary shares are subject to ASX escrow until 4 May 2018. • 200,000 options over ordinary shares in the Company, exercisable at \$1.00 each, expiring on 31 December 2020 and subject to ASX escrow until 4 May 2018. <p>Mr Jefferies is considered to be an independent director by the Board.</p>
<p>Board Recommendation</p>	<p>The Board, with Anthony Eisen, Nicholas Molnar and Michael Jefferies abstaining on Resolutions 2, 3 and 4 respectively, recommends that shareholders vote in favour of these Resolutions.</p>

Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of Resolution 2, 3 and 4.
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4. Appointment of the Company's auditor

Resolution 5	Appointment of Ernst & Young as the Company's auditor
Explanation	<p>Ernst & Young was appointed by the Board to act as auditor of the Company on 5 July 2017 in accordance with section 327A (1) of the Corporations Act.</p> <p>Under section 327A (2) of the Corporations Act, Ernst & Young holds office until the Company's first annual general meeting. Under section 327B of the Corporations Act, a public listed company must appoint an auditor of the company at its first annual general meeting. This 2017 Annual General Meeting is the Company's first annual general meeting as a public listed company.</p> <p>The purpose of this resolution is to seek shareholder approval for the ongoing appointment of Ernst & Young as auditors of the Company.</p> <p>In accordance with section 328B of the Corporations Act, notice in writing nominating Ernst & Young as auditor has been given to the Company by a shareholder. A copy of this notice is included in this Notice of Meeting. The appointment of Ernst & Young will be by vote of shareholders as an ordinary resolution.</p> <p>Ernst & Young has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A (1) of the Corporations Act.</p>
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of this resolution.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this item of business.

Definitions

ASX	means ASX Limited (ACN 008 624 691) or the securities market which it operates, as the case may be.
Afterpay	means Afterpay Holdings Limited ACN 606 589 520.
Afterpay Touch Group or the Company	means Afterpay Touch Group Limited ACN 618 280 649.
Board	means the board of directors of the Company.
Constitution	means the Company's constitution.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Closely Related Party (of a member of KMP of an entity)	<p>has the definition given to it by section 9 of the Corporations Act, and means:</p> <ul style="list-style-type: none"> (a) a spouse or child of the member; or (b) a child of the member's spouse; or (c) a dependant of the member or of the member's spouse; or (d) 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 entity; or (e) a company the member controls; or (f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).
Director	means a director of the board of Afterpay Touch Group.
Key Management Personnel or KMP	means those people described as Key Management Personnel in the Remuneration Report and includes all directors
Listing Rules	means the Listing Rules of the ASX and any other rules of the ASX which apply while the Company is admitted to the Official List of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by ASX.
Meeting	means the Company's 2017 Annual General Meeting.
Official List	has the same meaning given to the term "official list" in the Listing Rules.

20 October 2017

Ms Sophie Karzis
Company Secretary
Afterpay Touch Group Limited
Level 5, 406 Collins Street
Melbourne VIC 3000

Dear Sophie

NOTICE OF NOMINATION OF AUDITOR

I am a shareholder of Afterpay Touch Group Limited ACN 618 280 649 (the **Company**), holding 25,000,000 ordinary fully paid shares in the Company.

I hereby give the Company notice under section 328B (1) of the *Corporations Act 2001* (Cth) of my nomination of Ernst & Young of 8 Exhibition Street, Melbourne Victoria 3000, for appointment as auditor of the Company at the First Annual General Meeting of the Company.

Yours sincerely



Anthony Eisen

AFTERPAY TOUCH GROUP LIMITED

ABN 30 618 280 649

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

APT
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 1.00pm (Melbourne time) on Sunday 18 November 2017**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Afterpay Touch Group Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Afterpay Touch Group Limited to be held at the offices of Baker McKenzie, Level 19, CBW, 181 William Street, Melbourne Victoria on Monday 20 November 2017 at 1.00pm (Melbourne time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Mr Anthony Eisen as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mr Nicholas David Molnar as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Mr Michael Leslie Jefferies as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Appointment of Ernst & Young as the Company's auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

A P T

2 3 0 8 6 4 A

Computershare +