



Notice of annual general meeting and explanatory memorandum

KNeoMedia Limited

ACN 009 221 783

Date: Friday 23 November 2018

Time: 1.30 pm (AEDT)

Place: Baker McKenzie,
Level 19, 181 William Street
Melbourne, Victoria, 3000

NOTICE OF 2018 ANNUAL GENERAL MEETING

NOTICE is given that the 2018 Annual General Meeting of KNeoMedia Limited will be held at the offices of Baker McKenzie, Level 19, 181 William Street, Melbourne, Victoria on Friday 23 November 2018 at 1.30 pm (AEDT).

BUSINESS OF THE MEETING

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

1. Financial and related reports

Item 1	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 2018.

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

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
Description	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2018 Annual Report and is available from the Company's website (www.kneomedia.com).</p> <p>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.</p>
Resolution (Ordinary)	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>"THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2018 be adopted."</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on this resolution:</p> <ul style="list-style-type: none">by or on behalf of a member of Key Management Personnel (KMP) named in the remuneration report for the year ended 30 June 2018, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; andas a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party. <p>However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution:</p> <ul style="list-style-type: none">in accordance with the directions of how to vote on the Proxy Form; orby the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.

3. Re-election of Director

Resolution 2	Re-election of Mr Franklin Lieberman as Director
Description	Mr Franklin Lieberman, who was appointed as a Director on 9 February 2015 retires as a Director of the Company in accordance with clauses 15.3(a) and 15.3(b) of the Company's constitution and, being eligible, offers himself for re-election under clause 15.3(c) of the constitution.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Mr Franklin Lieberman, having retired from his office as a Director in accordance with clauses 15.3(a) and 15.3(b) of the Company's constitution and, being eligible under clause 15.3(c) of the constitution, having offered himself for re-election, be re-elected as a Director of the Company."</i>

4. Approval of issue of Shares

Resolution 3	Approval of issue of Shares to Director in lieu of fees
Description	The Company seeks shareholder approval for the issue of Shares to Mr Jeffrey Bennett, Non-Executive Director, in lieu of outstanding Director's fees owing to Mr Bennett, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue 229,774 Shares to Mr Jeffrey Bennett or his nominee(s) in lieu of Director's fees, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."</i>
Voting Exclusion	<p>The Company will disregard any votes cast:</p> <ul style="list-style-type: none"> ▪ in favour of this resolution by or on behalf of Mr Bennett and any of his associates, regardless of the capacity in which the vote is cast; and ▪ on this resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party. <p>However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution:</p> <ul style="list-style-type: none"> ▪ in accordance with the directions of how to vote on the Proxy Form; or ▪ by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.

5. Approval of 10% Placement Capacity

Resolution 4	Approval of 10% Placement Capacity under Listing Rule 7.1A
Description	The Company seeks approval of shareholders to be able to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its 15% Placement Capacity under ASX Listing Rule 7.1A.
Resolution (Special)	To consider and, if thought fit, pass the following resolution as a special resolution : <i>"THAT, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12-month period, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."</i>
Voting Exclusion	<p>The Company will disregard any votes cast in favour of this resolution by any person who is expected to participate in the issue of Equity Securities under this resolution and a person who will obtain a material benefit as a result of the proposed issue, except a benefit solely in the capacity of a holder of Shares, if the resolution is passed, and any associates of those persons.</p> <p>However, the Company need not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> ▪ a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or ▪ the Chairman of the Meeting, as proxy for a person entitled to vote, in accordance with a direction on a Proxy Form to vote as the proxy decides.

6. Repeal and replacement of Company Constitution

Resolution 5	Repeal and replacement of Company Constitution
Description	The Company's current constitution has not been renewed or amended since 2007. There have been substantial changes to the applicable laws and regulations since that time, and the Company seeks to repeal its current constitution and replace it with an updated constitution that is consistent with the current applicable laws, regulations and corporate governance practices.
Resolution (Special)	To consider and, if thought fit, pass the following resolution as a special resolution : <i>"THAT, for the purposes of section 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Constitution be repealed and replaced by a new constitution, the terms of which are summarised in the Explanatory Memorandum accompanying this Notice."</i>

7. Removal of Auditor

Resolution 6	Removal of Grant Thornton Audit Pty Ltd as the Company's auditor
Description	On 18 October 2018, a notice of request to convene a meeting to consider a resolution to remove the Company's auditor, Grant Thornton Audit Pty Ltd, was served on the Company pursuant to s.329(1A) of the Corporations Act.
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 Grant Thornton Audit Pty Ltd, the current auditor of the Company, be removed as the auditor of the Company effective from the date of the Meeting."</i></p>

8. Appointment of Auditor

Resolution 7	Appointment of William Buck Audit (Vic) Pty Ltd as the Company's auditor
Description	<p>s.327D of the Corporations Act provides that when an auditor is removed from the company, the company may appoint a new auditor at a general meeting by special resolution. Resolution 7 provides for the auditor vacancy to be filled if Resolution 6 is passed.</p> <p>The Directors propose that William Buck Audit (Vic) Pty Ltd be appointed as the Company's auditor effective from the date of this meeting. William Buck Audit (Vic) Pty Ltd has given written consent to act as the Company's auditor in-accordance with s.328A(1) of the Corporations Act.</p>
Resolution (Special)	<p>To consider and, if thought fit, to pass, with or without amendment, the following resolution as a special resolution:</p> <p><i>"THAT subject to the passing of Resolution 6, William Buck Audit (Vic) Pty Ltd of Level 20, 181 William Street, Melbourne being qualified to act as auditor of the Company, and having consented to act, be appointed as the auditor of the Company effective from the date of the Meeting and the Directors be authorised to agree the remuneration."</i></p>

Dated: 24 October 2018

By order of the Board of KNeoMedia Limited



Sophie Karzis
Company Secretary

IMPORTANT INFORMATION

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, Grant Thornton, in relation to the conduct of the external audit for the year ended 30 June 2018, or the content of its audit report. Please send your questions to:

The Company Secretary, **KNeoMedia Limited**
Level 7, 333 Collins Street, Melbourne VIC 3000

T. 03 8622 3352

E. sk@ccounsel.com.au

Written questions must be received by no later than **1:30 pm (AEDT) on Friday 16 November 2018**. 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 Remuneration Report.

During the course of the Annual General Meeting, the Chairman 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

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 or authority by **1.30 pm (AEDT) on Wednesday 21 November 2018** at the share registry, being the office of Automic Registry Services:
 - by **post** at:
Share Registry – Automic Registry Services
GPO Box 5193
Sydney NSW 2001

- by **personal delivery** at:
 Share Registry – Automic Registry Services
 Level 5
 126 Phillip Street
 Sydney NSW 2000; or
- by **voting on-line** at: <https://investor.automic.com.au/#/loginsah>

Voting and other entitlements at the Meeting

A determination has been made by the Board under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that shares in the Company which are on issue at **7.00pm (AEDT) on Wednesday 21 November 2018** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the Meeting).

Proxy voting by the Chair

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth) 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 Chairman 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 Chairman to exercise your proxy on Resolutions 1 and 3. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolutions 1 and 3. If you wish to appoint the Chairman of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Chairman of the Meeting 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 Resolutions 1 and 3, he or she will not vote your proxy on those items of business.

EXPLANATORY MEMORANDUM TO NOTICE OF 2018 ANNUAL GENERAL MEETING

1. Financial and related reports

Item 1: 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 2018 to be laid before the Company's 2018 Annual General Meeting. There is no requirement for a formal resolution on this item. The financial report contains the financial statements of the consolidated entity consisting of the Company and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2018 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2018 Annual Report is available from the Company's website (www.kneomedia.com).</p> <p>The Chairman 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 questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2018, 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 Grant Thornton 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 2018 Annual Report and is available from the Company's website (www.kneomedia.com).</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 Chief Executive Officer. <p>The vote on this item is advisory only and does not bind the Directors. The Board will take into account the 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.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

3. Re-election of Director

Resolution 2: Re-election of Mr Franklin Lieberman as Director	
Explanation	<p>Clause 15.3(a)(ii) of the Company's Constitution requires at least one Director to retire at each annual general meeting of the Company. Under clause 15.3(b) of the Constitution, the Director to retire under clause 15.3(a)(ii) is the person who has held office as Director for the longest period of time since their last election to office.</p> <p>Mr Franklin Lieberman has held office as Director for the longest period of time since his last re-election to office in 2016, and accordingly retires as a Director at the 2018 Annual General Meeting. Mr Lieberman, being eligible under clause 15.3(c) of the constitution, offers himself for re-election as Director.</p>
About Mr Franklin Lieberman	<p>Mr Lieberman was appointed to the Company's Board as an Executive Director on 9 February 2015. Due to his executive role in the Company Mr Lieberman is not considered to be an independent Director.</p> <p>Mr Lieberman has been in the media business for 45 years, producing motion pictures and TV programs for Warner Bros., NBC, CBS, ABC, and PBS, and then running Miracle Factory, a strategic marketing company with clients that included AT&T, IBM, PepsiCo, Pfizer, Johnson & Johnson, Coca Cola, and Universal Pictures. He and his team have developed educational initiatives for the KNeoWORLD Games Based Learning platform in the US. Frank sits on the board of Council for Unity, a public school anti-bullying program, and for 10 years has worked with the United Federation of Teachers and American Federation of Teachers on educational initiatives.</p> <p>Mr Lieberman has a relevant interest in 2,166,666 Shares and 2,627,795 Performance Rights in the capital of the Company.</p>
Board Recommendation	The Board, with Mr Franklin Lieberman abstaining, recommends that shareholders vote in favour of this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

4. Approval of issue of Shares

Resolution 3: Approval of issue of Shares to Director in lieu of fees	
Explanation	<p>Mr Jeffrey Bennett, a Non-Executive Director of the Company, is currently entitled to receive remuneration of \$42,000.00 per annum for his services as Non-Executive Director.</p> <p>As previously advised to shareholders, in order to preserve the Company's funds, where practicable the Board seeks to make payment of Non-Executive Director fees in Shares instead of cash, subject to obtaining the prior approval of shareholders. This is considered by the Board as an appropriate and responsible measure to reduce the cash burn rate of the Company, and concurrently further aligns the interests of Non-Executive Directors with that of shareholders.</p> <p>During the period from 1 March 2018 and 30 June 2018, the total fees which have accrued and are owing to Mr Bennett is \$15,400.00. The Board intends to make payment of the outstanding fees in Shares.</p>

	<p>The Shares proposed to be issued to Mr Bennett will be issued at an average deemed issue price of \$0.067 per Share, and accordingly the total deemed value of the Shares to be issued to Mr Bennett will be \$15,400.00. The deemed issue price of \$0.067 has been calculated on the basis of the average monthly volume weighted average price (VWAP) of the Company's Shares between 1 March 2018 and 30 June 2018.</p> <p>If shareholder approval is received for Resolution 3 and the Company issues the Shares the subject of this resolution to Mr Bennett, there will be no outstanding fees owed by the Company to Mr Bennett as at 30 June 2018.</p> <p>The Share issue proposed under Resolution 3 is the result of Mr Bennett agreeing to forego cash payments (\$15,400.00) for part of his normal remuneration, and does not constitute an additional payment to Mr Bennett.</p> <p>An alternative to the issue of the shares to Mr Bennett would be to make full payment of his outstanding fees in cash. Whilst the Board remains mindful of the need to minimise dilution to shareholders, the Board considers that the issue of Shares to Mr Bennett in lieu of fees is an appropriate and responsible cash-free method of reducing corporate overhead expenditure, whilst concurrently aligning the interests of Mr Bennett with that of shareholders.</p> <p>The Shares are to be issued to Mr Bennett or his nominee(s) in lieu of his outstanding fees, and as such the Shares will be issued for nil consideration and no funds will be raised as a result.</p>
Approval not sought under Chapter 2E of the Corporations Act	<p>For the purposes of Chapter 2E, Mr Bennett is a related party of the Company by virtue of section 228(2) of the Corporations Act.</p> <p>A "financial benefit" is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is ordinarily prohibited by Chapter 2E of the Corporations Act.</p> <p>The exceptions to the general prohibition are where the benefit is given with the approval of shareholders or the benefit is given in one or more of the limited circumstances in which the giving of a financial benefit to a related party of a public company is permitted.</p> <p>One exception to the general rule is where the benefit constitutes "reasonable remuneration" in respect of the duties and responsibilities of the related party in the management of the public company.</p> <p>In the view of the Board, the Shares to be issued to Mr Bennett in lieu of his foregone cash fees constitute "reasonable remuneration" and, as the provision of such benefits is expressly permitted by section 211(1) of the Corporations Act, the Board does not consider the Company is required to seek shareholder approval under Chapter 2E of the Corporations Act in order to give Mr Bennett the financial benefit that is inherent in the issue to him of the Shares.</p>
ASX Listing Rules	<p>ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities to a related party of the company. As a Director, Mr Bennett is a related party of the Company and accordingly Resolution 3 seeks the shareholder approval required by ASX Listing Rule 10.11 to allow the issue of shares to Mr Bennett.</p> <p>If shareholder approval is given for the purposes of Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1, and the Shares issued pursuant to Resolution 4C will not deplete the Company's 15% Placement Capacity.</p>

Specific information for Resolution 4C	<p>In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to shareholders:</p> <p>Maximum no. of securities to be issued 229, 744 Shares</p> <p>Date by which securities will be issued If shareholder approval is obtained for Resolution 3, the Company will issue the Shares as soon as is practicable after the Meeting, and in any event no later than 1 month after the date of the Meeting.</p> <p>Issue price per security The Shares will be issued at nil cash consideration, and at an average deemed issue price of \$0.067]per Share, being the average monthly VWAP of the Company's Shares between 1 March 2018 and 30 June 2018, with the following calculation:</p> <table border="1" data-bbox="831 689 1449 882"> <thead> <tr> <th>Month</th><th>30-trading day VWAP</th></tr> </thead> <tbody> <tr> <td>March 2018</td><td>\$0.0931</td></tr> <tr> <td>April 2018</td><td>\$0.0721</td></tr> <tr> <td>May 2018</td><td>\$0.0711</td></tr> <tr> <td>June 2018</td><td>\$0.0476</td></tr> <tr> <td>Average</td><td>\$0.0670</td></tr> </tbody> </table> <p>Recipient of issue Mr Jeffrey Bennett or his nominee(s).</p> <p>Terms of securities The Shares will be fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</p> <p>Use of funds raised No funds will be raised by the issue of shares to Mr Bennett or his nominee(s), although the Company's liability to Mr Bennett in relation to his outstanding Director's fees accrued between 1 March 2018 and 30 June 2018 (\$15,400) will be fully satisfied by the issue of the Shares, thus preserving the Company's cash to that extent.</p>	Month	30-trading day VWAP	March 2018	\$0.0931	April 2018	\$0.0721	May 2018	\$0.0711	June 2018	\$0.0476	Average	\$0.0670
Month	30-trading day VWAP												
March 2018	\$0.0931												
April 2018	\$0.0721												
May 2018	\$0.0711												
June 2018	\$0.0476												
Average	\$0.0670												
Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.												
Board Recommendation	Mr Bennett declines to make a recommendation to shareholders in relation to this resolution due to his interest in the outcome of the resolution. The other Directors, who do not have a material interest in the outcome of this resolution, recommend that shareholders vote in favour of this resolution.												
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.												

5. Approval of 10% Placement Capacity

Resolution 4: Approval of 10% placement capacity	
General	Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12 month period. ASX Listing Rule 7.1A permits eligible small and mid-cap ASX-listed entities, subject to shareholder approval, to issue Equity Securities of up to an additional 10% of its issued capital

	<p>by way of placements over a 12 month period, in addition to its ability to issue securities under Listing Rule 7.1 (10% Placement Capacity).</p> <p>The Company seeks shareholder approval under ASX Listing Rule 7.1A for the 10% Placement Capacity. The effect of this resolution will be to allow the Company, subject to the conditions set out below, to issue Equity Securities under the 10% Placement Capacity without using the Company's 15% placement capacity under ASX Listing Rule 7.1.</p> <p>Resolution 4 is a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed.</p>
Eligibility	<p>ASX-listed entities which have a market capitalisation of \$300 million or less, and which are not included in the S&P/ASX 300 Index will be considered eligible to seek shareholder approval under ASX Listing Rule 7.1A.</p> <p>As at the date of this Notice, the Company, which has a market capitalisation of less than \$300 million, is not included in the S&P/ASX 300 Index. Accordingly, the Company is considered eligible to seek shareholder approval under ASX Listing Rule 7.1A.</p>
Formula	<p>The exact number of additional Equity Securities that the Company may issue under the 10% Placement Capacity will be determined by a formula set out ASX Listing Rule 7.1A.2 as follows:</p> $(A \times D) - E$ <p>Where:</p> <p>A is the number of shares on issue 12 months before the date of issue or agreement:</p> <ul style="list-style-type: none"> plus the number of fully paid shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2; plus the number of partly paid shares that became fully paid in the previous 12 months (there are presently no partly paid shares on issue in the Company); plus the number of shares issued in the previous 12 months with approval of shareholders under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without shareholder approval; and less the number of shares cancelled in the previous 12 months. <p><i>'A' has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity</i></p> <p>D is 10%.</p> <p>E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rule 7.1 or 7.4.</p>
Conditions of issue under the 10% Placement Capacity	<p>There are a number of conditions applicable to the issue of Equity Securities under ASX Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions is as follows:</p> <p>(a) Equity Securities issued under the 10% Placement Capacity can only be in a class of securities already quoted. At the date of this Notice, the Company only has one class of securities which are quoted, being ordinary shares.</p> <p>(b) The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the volume weighted average market</p>

	<p>price (VWAP) for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ul style="list-style-type: none"> i. the date on which the price at which the Equity Securities are to be issued is agreed; or ii. if the Equity Securities are not issued within 5 trading days of the date in paragraph (i), the date on which the securities are issued.
Period of validity of shareholder approval	<p>In the event that the Company obtains shareholder approval for Resolution 4, such approval will cease to be valid upon the earlier of:</p> <ul style="list-style-type: none"> (a) 12 months after the date of this Annual General Meeting, being 23 November 2019; or (b) if applicable, the date on which the Company's shareholders approve a change to the nature or scale of the Company's activities under ASX Listing Rule 11.1.2, or the disposal of the Company's main undertaking under ASX Listing Rule 11.2. <p>(Placement Period)</p>

INFORMATION TO BE PROVIDED TO SHAREHOLDERS UNDER ASX LISTING RULE 7.3A

Minimum issue price	<p>The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the VWAP for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ul style="list-style-type: none"> i. the date on which the price at which the Equity Securities are to be issued is agreed; or ii. if the Equity Securities are not issued within 5 trading days of the date in paragraph (i), the date on which the securities are issued.
Risk of dilution to shareholders	<p>If Resolution 4 is approved by shareholders, any issue of Equity Securities under the 10% Placement Capacity may present a risk of economic and voting dilution of existing shareholders, including the risk that:</p> <ul style="list-style-type: none"> ▪ the market price of the Company's Equity Securities may be significantly lower on the relevant issue date than on the date of this Meeting; and ▪ the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date. <p>The table below shows the potential dilution of existing shareholders under various scenarios on the basis of:</p> <ul style="list-style-type: none"> ▪ an issue price of \$0.026 per Share which was the closing price of the Company's shares on the ASX on 2 October 2018; and ▪ the variable 'A' being calculated as the number of fully paid ordinary shares on issue on the date of this Notice, being 638,987,847. <p>The table also shows:</p> <p>(a) two examples where variable 'A' has increased by 50% and 100%. The number</p>

	<p>of shares on issue in the Company may increase as a result of the issue of shares that do not require approval of shareholders (for example, pro-rata entitlement issues or scrip issues under takeover offers) or future placements of shares under ASX Listing Rule 7.1 of up to 15% of issued capital that are approved at future general meetings of shareholders; and</p> <p>(b) two examples of where the issue price of shares has decreased by 50% and increased by 100%.</p> <table><tr><th rowspan="2">VARIABLE 'A'</th><th rowspan="2"></th><th colspan="3">Dilution</th></tr><tr><th>50% decrease in issue price \$0.013</th><th>Issue price \$0.026</th><th>100% increase in issue price \$0.052</th></tr><tr><td rowspan="2">Current Variable 'A' 638,987,847 shares</td><td>10% voting dilution</td><td>63,898,785 shares</td><td>63,898,785 shares</td><td>63,898,785 shares</td></tr><tr><td>Funds raised</td><td>\$830,684</td><td>\$1,661,368</td><td>\$3,322,737</td></tr><tr><td rowspan="2">50% increase in current Variable 'A' 958,481,771 shares</td><td>10% voting dilution</td><td>95,848,177 shares</td><td>95,848,177 shares</td><td>95,848,177 shares</td></tr><tr><td>Funds raised</td><td>\$1,246,026</td><td>\$2,492,053</td><td>\$4,984,105</td></tr><tr><td rowspan="2">100% increase in current Variable 'A' 1,277,975,694 shares</td><td>10% voting dilution</td><td>127,797,569 shares</td><td>127,797,569 shares</td><td>127,797,569 shares</td></tr><tr><td>Funds raised</td><td>\$1,661,368</td><td>\$3,322,737</td><td>\$6,645,474</td></tr></table> <p>The table has been prepared on the following assumptions:</p> <p>(a) the Company issues the maximum number of shares available under the 10% Placement Capacity;</p> <p>(b) no options to acquire shares on issue in the Company are exercised and no convertible notes on issue are converted;</p> <p>(c) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;</p> <p>(d) the table does not show an example of dilution that may be caused to a particular shareholder as a result of placements under the 10% Placement Capacity based on that shareholder's holding at the date of the Meeting.</p> <p>(e) the table shows only the effect of issues of Equity Securities under the 10% Placement Capacity in accordance with ASX Listing Rule 7.1A and not under the 15% placement capacity under ASX Listing Rule 7.1.</p> <p>(f) the issue of Equity Securities under the 10% Placement Capacity consists only of shares.</p> <p>(g) the issue price is \$0.026, being the closing price of the Company's shares on the ASX on 2 October 2018.</p>	VARIABLE 'A'		Dilution			50% decrease in issue price \$0.013	Issue price \$0.026	100% increase in issue price \$0.052	Current Variable 'A' 638,987,847 shares	10% voting dilution	63,898,785 shares	63,898,785 shares	63,898,785 shares	Funds raised	\$830,684	\$1,661,368	\$3,322,737	50% increase in current Variable 'A' 958,481,771 shares	10% voting dilution	95,848,177 shares	95,848,177 shares	95,848,177 shares	Funds raised	\$1,246,026	\$2,492,053	\$4,984,105	100% increase in current Variable 'A' 1,277,975,694 shares	10% voting dilution	127,797,569 shares	127,797,569 shares	127,797,569 shares	Funds raised	\$1,661,368	\$3,322,737	\$6,645,474
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Period of validity	The Company will only issue and allot the Equity Securities during the Placement Period. The approval under Resolution 4 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).																																			
Reason for issue of shares under 10% Placement Capacity	<p>The Company may seek to issue the Equity Securities for the following purposes:</p> <p>(a) non-cash consideration for the acquisition of new assets, businesses or investments, in which event the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or</p>																																			

	<p>(b) cash consideration, the proceeds of which will be applied to fund the Company's existing and future activities, including research and development and commercialisation of the Company's product offerings; marketing activities, appraisal of corporate opportunities, investment in new businesses (if any), the costs incurred in undertaking placement(s) of shares under ASX Listing Rule 7.1.A and for general working capital.</p> <p>The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.</p>																		
Allocation policy	<p>The Company may not issue any or all the Equity Securities for which approval is given and may issue the Equity Securities progressively as the Company places the Equity Securities with investors. The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors such as:</p> <ol style="list-style-type: none"> 1. fund raising options (and their viability) available to the Company at the relevant time; 2. the effect of the issue of the Equity Securities on the control of the Company; 3. the financial situation of the Company and the urgency of the requirement for funds; and 4. advice from the Company's corporate, financial, legal and broking advisers. <p>The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice. It is intended that the allottees will be suitable professional and sophisticated investors, and other investors not requiring a disclosure document under section 708 of the Corporations Act, that are known to the Company and/or introduced by third parties.</p> <p>The allottees may include existing substantial shareholders and/or new shareholders, but the allottees will not be related parties of the Company. In the event that the shares under the 10% Placement Capacity are issued as consideration for the acquisition of businesses, assets or investments, it is likely that the allottees will be the vendors of such businesses, assets or investments.</p>																		
Previous approval	<p>The Company previously obtained approval under ASX Listing Rule 7.1A on 15 November 2017. In accordance with ASX Listing Rule 7.3A.6, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1A, the following information is provided to shareholders:</p> <p>As at 23 November 2017, being the date that is 12 months prior to the 2018 Annual General Meeting, the Company had the following Equity Securities on issue:</p> <table border="1"> <thead> <tr> <th>Class of Equity Securities</th><th>Number</th></tr> </thead> <tbody> <tr> <td>Fully paid ordinary shares</td><td>588,168,644</td></tr> <tr> <td>Convertible notes</td><td>5</td></tr> <tr> <td>Options expiring 26 June 18 exercisable at \$0.045</td><td>15,185,185</td></tr> <tr> <td>Options expiring 3 May 2018, exercisable at \$0.025</td><td>30,289,428</td></tr> <tr> <td>Options expiring 21 November 2018 exercisable at \$0.025</td><td>26,155,358</td></tr> <tr> <td>Options expiring 20 November 2020 exercisable at \$0.0585</td><td>5,000,000</td></tr> <tr> <td>Performance rights</td><td>10,511,180</td></tr> <tr> <td>TOTAL</td><td>675,309,800</td></tr> </tbody> </table>	Class of Equity Securities	Number	Fully paid ordinary shares	588,168,644	Convertible notes	5	Options expiring 26 June 18 exercisable at \$0.045	15,185,185	Options expiring 3 May 2018, exercisable at \$0.025	30,289,428	Options expiring 21 November 2018 exercisable at \$0.025	26,155,358	Options expiring 20 November 2020 exercisable at \$0.0585	5,000,000	Performance rights	10,511,180	TOTAL	675,309,800
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The table below shows the number and type of Equity Securities issued by the Company in the 12 months preceding the Meeting, and the percentage they represent of the total number of Equity Securities on issue at 23 November 2017 (being 675,309,800).

Date of issue	Class of Equity Securities	No. issued	% of total number of Equity Securities	Reason for issue	Recipient of issue	Issue price per security (\$)	Discount to market price on date of issue	Total cash consideration (\$)	Use of funds
14/05/2018	Shares	23,335,929	3.46%	Option Exercise	Option Holders	0.025	68%	583,398	Working capital
14/05/2018	Shares	2,500,000	0.37%	Conversion of Convertible Notes	Convertible Note Holders	0.02	74%	N/A. Shares issued in conversion of Convertible Notes (face value \$50,000)	None raised
14/05/2018	Shares	97,228	0.01%	Conversion of interest accrued on Convertible Notes	Convertible Note Holders	0.06782	13%	N/A. Shares issued in conversion of interest of \$6,594	None raised
14/05/2018	Shares	2,500,000	0.37%	Exercise of subscription entitlements of Convertible Note Holders	Convertible Note Holders	0.02	74%	50,000	Working capital
29/03/2018	Shares	178,571	0.03%	Option Exercise	Option Holders	0.025	70%	4,464	Working capital
14/03/2018	Shares	1,250,000	0.19%	Conversion of Convertible Note	Convertible Note Holder	0.02	80%	N/A. Shares issued in conversion of Convertible Notes (face value \$25,000)	None raised
14/03/2018	Shares	500,000	0.07%	Option Exercise	Option Holders	0.025	75%	12,500	Working capital
20/02/2018	Shares	1,857,142	0.28%	Option Exercise	Option Holders	0.025	73%	46,429	Working capital
11/01/2018	Shares	7,358,930	1.09%	Option Exercise	Option Holders	0.025	80%	183,973	Working capital
29/12/2017	Shares	1,678,500	0.25%	Option Exercise	Option Holders	0.025	79%	41,963	Working capital
5/12/2017	Shares	4,500,000	0.67%	Option Exercise	Option Holders	0.025	83%	112,500	Working capital
5/12/2017	Shares	2,500,000	0.37%	Conversion of Convertible Notes	Convertible Note Holders	0.02	86%	N/A. Shares issued in conversion of Convertible Notes (face value \$50,000)	None raised
5/12/2017	Shares	62,903	0.01%	Conversion of interest accrued on Convertible Notes	Convertible Note Holders	0.13014	10%	N/A. Shares issued in conversion of interest of \$8,186	None raised
5/12/2017	Shares	2,500,000	0.37%	Exercise of subscription entitlements of Convertible Note Holders	Convertible Note Holders	0.02	86%	50,000	Working capital
TOTAL		50,819,203	7.53%					\$1,085,227	

Terms of Equity Securities issued in preceding 12 months	All Shares issued by the Company in the 12 months preceding the Meeting have the same terms and rank equally in all respects with existing shares in the Company.
Application of funds raised through issue of Equity Securities	The Company has raised a total of \$1,085,227 in cash through the issue of Equity Securities during the 12 months preceding the Meeting. The Company has applied the funds in full towards the repayment of debt, research, development and marketing of its products, and its working capital requirements including its corporate and administrative overheads.
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 this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

6. Repeal and replacement of Company Constitution

Resolution 5	Repeal and Replacement of Company Constitution
Explanation	<p>Resolution 5 is a special resolution which seeks approval of shareholders for the Company to repeal its existing Constitution and replace it with a new constitution, the key terms of which are set out in Annexure 1 (New Constitution).</p> <p>In accordance with section 136(2) of the Corporations Act, a company may only modify or repeal its constitution by a special resolution of its members.</p> <p>The existing Constitution has not been amended since 2007. Since that date, there have been ongoing developments in the corporate principles and general corporate commercial practice for ASX listed companies.</p> <p>In this regard, the New Constitution is intended to reflect contemporary corporate and commercial practice and principles of good governance and to facilitate the efficient operations of the Company.</p> <p>Resolution 5 is a special resolution. Therefore, at least 75% of the votes cast by shareholders present and eligible to vote (in person or by proxy) at the Meeting must be in favour of the resolution for it to be passed.</p>
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of Resolution 5.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 5.

7. Removal of Auditor

Resolution 6	Removal of Grant Thornton Audit Pty Ltd as the Company's auditor
Explanation	<p>On 18 October 2018, a notice of request to convene a meeting to consider a resolution to remove the Company's auditor, Grant Thornton Audit Pty Ltd, was served on the Company pursuant to s.329(1A) of the Corporations Act (Notice of Intention).</p> <p>Grant Thornton Audit Pty Ltd is entitled to make representations under s.329(3) of the Corporations Act within 7 days of receipt of the Notice of Intention in writing and to have those representations sent to members prior to the meeting.</p> <p>Grant Thornton Audit Pty Ltd did not make any representations pursuant to s.329(3) of the Corporations Act.</p> <p>The Notice of Intention is set out as Annexure 2 to this Notice of Meeting.</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 resolution.

8. Appointment of Auditor

Resolution 7	Appointment of William Buck Audit (Vic) Pty Ltd as the Company's auditor
Explanation	<p>s.327D of the Corporations Act provides that when an auditor is removed from the company, the company may appoint a new auditor at a general meeting by special resolution. Resolution 7 provides for the auditor vacancy to be filled if Resolution 6 is passed.</p> <p>The Directors propose that William Buck Audit (Vic) Pty Ltd be appointed as the Company's auditor effective from the date of this meeting. William Buck Audit (Vic) Pty Ltd has given written consent to act as the Company's auditor in accordance with s.328A(1) of the Corporations Act.</p> <p>On 18 October 2018, a notice of nomination of William Buck Audit (Vic) Pty Ltd as the Company's new auditor was served with the Company under section 328B(1) of the Corporations Act, which is set out as Annexure 3 to this Notice of Meeting.</p> <p>If this special resolution is not passed, the Company will hold an adjourned meeting no less than 20 days and no greater than 30 days following this meeting. At this meeting, the William Buck Audit (Vic) Pty Ltd can be appointed by an ordinary resolution provided that the Company receives a notice of nomination of William Buck Audit (Vic) Pty Ltd from a member of the Company at least 14 days before the date of the adjourned meeting.</p>

Annexure 1 – New Constitution

A summary of the key terms of the new constitution which the Company proposes to adopt pursuant to the passing of Resolution 5 (**New Constitution**) is set out below. The provisions of the New Constitution outlined below must be read subject to the Corporations Act and the ASX Listing Rules. This summary is not intended to be exhaustive and does not constitute a definitive statement of all the rights, liabilities and obligations set out in the New Constitution.

Issue	Details of New Constitution
Ranking	The shares will be fully paid ordinary shares and will rank equally in all respect with the existing fully paid ordinary shares in the Company.
Reports and notices	Shareholders are entitled to receive all notices, reports, accounts and other documents required to be provided to members as set out in the New Constitution and the Corporations Act.
General meetings	Shareholders are entitled to be present in person, or by proxy, attorney or representative (where the Shareholder is a body corporate) to speak and to vote at general meetings of the Company. Shareholders may requisition general meetings in accordance with the Corporations Act and the New Constitution.
Voting rights	<p>Subject to any rights or restrictions from time to time attaching to any class or classes of shares in the Company, at a general meeting of the Company:</p> <ul style="list-style-type: none">• every holder of a share present in person or by proxy, attorney or representative has one vote on a show of hands; and• upon a poll every holder of a share present in person or by proxy, attorney or representative has one vote for every fully paid share held.
Dividends	The Directors may declare and authorise the distribution of dividends in accordance with section 254T of the Corporations Act and in a manner consistent with the rights of the relevant Shareholder.
Winding up	Subject to any specific rights attaching to any class or classes of shares, holders of shares will be entitled in a winding up to share in any surplus assets of the Company in the proportion to the shares held by them respectively, less any amounts which remains unpaid on their shares at the time of distribution.
Transfer of shares	<p>Subject to the New Constitution and any restrictions attached to a holder's shares, a holder of shares may transfer any of its shares by a proper ASTC Transfer (as defined by the <i>Corporations Regulations 2001</i> (Cth)), a written instrument of transfer in the usual form or in any other form approved by the Directors.</p> <p>The Directors may decline to register a transfer of shares or apply for a holding lock to prevent a transfer in accordance with the Corporations Act or the Listing Rules, including where:</p> <ul style="list-style-type: none">• the transfer is not in registrable form;• the Company has a lien on any of the Shares to be transferred;• the registration of the transfer may breach an Australian law or a Court order;• the registration of the transfer will create a new holding of shares which at the time of the transfer is lodged less than a marketable parcel;• the transfer does not comply with the terms of an employee incentive scheme; or• the Company is otherwise permitted or required to do so pursuant to the terms of issue of the shares.

Issue and allotment of securities	The allotment and issue of shares is under the control of the Directors. Subject to restrictions on the allotment of shares to Directors or their Associates contained in the New Constitution, the Corporations Act and the Listing Rules, the Directors may allot or otherwise dispose of Shares on such terms and conditions as they see fit.
Variation of rights	The rights, privileges and restrictions attaching to shares can be altered with the approval of a resolution passed at a general meeting of the holders of shares by a 75% majority of those holders, who being entitled to do so, vote at that meeting, or with written consent of the holders of at least 75% of the shares on issue.
Directors	The New Constitution of the Company contains provisions relating to the rotation of Directors (other than a managing director). A Director must retire from office no later than the longer of the third annual general meeting of the Company or 3 years, following that Director's last election or appointment.
Non-Executive Director fee cap	The Company's existing constitution provides that the Company may pay to the Non-Executive Directors an aggregate annual maximum amount determined by the Company in general meeting. An aggregate maximum amount has not been determined by the Company in general meeting since the date the existing constitution was adopted. The New Constitution provides that the Company may pay or provide to the Non-Executive Directors fees in an amount or value determined by the Board which does not in any financial year exceed \$300,000, or such aggregate maximum amount determined by the Company in general meeting from time to time.

Annexure 2 – Notice of Intention to Remove Auditor

18 October 2018

Sophie Karzis
Company Secretary
KNeoMedia Limited
Level 7, 333 Collins Street
Melbourne VIC 3000

Dear Ms Karzis

NOTICE OF INTENTION TO REMOVE AUDITOR

I, Furneaux Management Pty Ltd, a member of KneoMedia Limited (the **Company**) request the directors of the Company to convene a general meeting of the Company no later than 30 November 2018 (being less than 2 months from the date of this letter) to consider, and if thought fit, pass the resolution that Grant Thornton Audit Pty Ltd be removed as auditor of the company.

Yours faithfully



James Kellett
Director
Furneaux Management Pty Ltd

Annexure 3 – Notice of Nomination of Auditor

18 October 2018

Sophie Karzis
Company Secretary
KNeoMedia Limited
Level 7, 333 Collins Street
Melbourne VIC 3000

Dear Ms Karzis

NOTICE OF NOMINATION OF AUDITOR

I, Furneaux Management Pty Ltd, a member of KneoMedia Limited (the **Company**) hereby gives the Company notice under section 328B(1) of the Corporations Act 2001 (Cth) of the nomination of William Buck Audit (Vic) Pty Ltd of Level 20, 181 William Street, Melbourne, Victoria 3000, for appointment as auditor of the Company at the 2018 Annual General Meeting of the Company or at any adjournment thereof.

Yours faithfully



James Kellett
Director
Furneaux Management Pty Ltd

DEFINITIONS

10% Placement Capacity	Means the Company's capacity to issue quoted Equity Securities under ASX Listing Rule 7.1A.
15% Placement Capacity	Means the Company's capacity to issue Equity Securities under ASX Listing Rule 7.1.
Corporations Act	Means the <i>Corporations Act 2001</i> (Cth).
Company or KNeoMedia	Means KNeoMedia Limited ACN 009 221 783.
Closely Related Party (of a member of KMP of an entity)	Has the definition given to it by section 9 of the Corporations Act, and means: 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).
Equity Security	Means: a) a share; b) a right to a share or option; c) an option over an issued or unissued security; d) a convertible security; e) any security that ASX decides to classify as an equity security.
Key Management Personnel or KMP	Means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.
Option	Means an Option to acquire a Share.
Share	Means a fully paid ordinary share in the capital of the Company.

-ENDS-

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

SAMPLE ONLY

Holder Number:

Vote by Proxy: KNM

Your proxy voting instruction must be received by **1.30pm (AEDT) on 21, November 2018**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE 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 these 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 Voting Form, including where the Resolutions are 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 marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

Joint holding: Where the holding is in more than one name, all of the Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



