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to Melbourne IT Share Registry  
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# Notice of Annual General Meeting

Notice is hereby given that the nineteenth Annual General Meeting of Melbourne IT Ltd will be held at the Victoria Suites, Sofitel Melbourne on Collins, 25 Collins Street Melbourne VIC 3000 on Wednesday, 27 May 2015 at 11:00 am (Melbourne time).

## Business

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### Item 1: Financial Statements and Report

To receive and consider the Annual Financial Report and the Reports of the Directors and Auditor for the financial year ended 31 December 2014.

Shareholders will be asked to consider and, if thought fit, to pass the resolutions below. Items 2 to 4 are proposed as ordinary resolutions..

### Item 2: Re-election of Directors

- (a) To re-elect Mr Simon Jones as a Director, who retires by rotation in accordance with rule 9.3 of the Company's Constitution and, being eligible, offers himself for re-election.
- (b) To re-elect Mr Tom Kiing as a Director, who retires by rotation in accordance with rule 9.3 of the Company's Constitution and, being eligible, offers himself for re-election.

### Item 3: Adoption of the Remuneration Report for the Year Ended 31 December 2014

To adopt the Remuneration Report for the year ended 31 December 2014.

### Item 4: LTI Plan – Grant of Performance Rights to the Managing Director and Chief Executive Officer

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the issue of 285,252 performance rights, and for the issue of shares on vesting of those rights, to the Managing Director and Chief Executive Officer under the Long Term Incentive Plan FY 2015 grant, on the terms summarised in Item 4 of the Explanatory Notes."*

The proposed items of business should be read in conjunction with the Explanatory Notes accompanying and forming part of this Notice of Meeting.

### Other Business

In accordance with the Corporations Act 2001 (*Cth*), a reasonable opportunity will be given to shareholders, as a whole, to ask questions or make comments at the meeting on the management of the Company, including asking questions of the auditor of the Company.

By order of the Board

A handwritten signature in black ink, appearing to read 'Edelvine Rigato'.

Edelvine Rigato  
Company Secretary  
24 April 2015

# Explanatory Notes

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The information below is an explanation of the business to be considered at the Annual General Meeting (AGM).

## Item 1: Financial Statements and Report

The Annual Financial Report and the reports of the Directors and the Auditor for the financial year ended 31 December 2014 will be presented for consideration. The Annual Report is available on the Company's corporate website (<http://melbourneit.info/>) (and will be mailed to shareholders who have elected to receive a hard copy).

## Item 2: Re-election of Directors

In accordance with rule 9.3 of the Company's Constitution:

- (a) Mr Simon Jones retires by rotation and, being eligible, offers himself for re-election.
- (b) Mr Tom Kiing retires by rotation and, being eligible, offers himself for re-election.

Personal particulars for Messrs Jones and Kiing are set out below.

### Item 2(a): Mr Simon Jones

#### Mr Simon Jones – Chairman and Non-Executive Director

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Mr Jones is a Chartered Accountant and a director of Canterbury Partners Pty Ltd which is a boutique corporate advisory business located in Melbourne. He has extensive experience in investment advisory, valuations, mergers and acquisitions, public offerings, audit and venture capital.

Mr Jones is Chairman of the Advisory Board of MAB Limited, Lead Independent Director of Computershare Limited and Chairman of the Advisory Board of Trawalla Group. Mr Jones is former Managing Director of N.M. Rothschild and Sons (Australia) - Melbourne office. He is also a former Head of Audit and Business Advisory (Australia & New Zealand) and Corporate Finance (Melbourne) of Arthur Andersen.

Mr Jones was appointed to the Board on 12 March 2003, and was appointed Chairman on 1 November 2009. He is a member of the Audit & Risk Management Committee (ARMC) and the Human Resources, Remuneration and Nomination Committee (HRRNC).

### Item 2(b): Mr Tom Kiing

#### Mr Tom Kiing – Non-Executive Director

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Mr Kiing is a director of Bridge Capital Pty Ltd, an Australian technology investment firm that manages a portfolio of investments in the IT sector. He currently sits on the Boards of: Primary Opinion Ltd, an ASX listed digital content company; and The Atomic Group, an integrated sports and health company in Australia. Mr Kiing is also co-founder of Tarazz.com, an Asian based ecommerce portal.

Mr Kiing has extensive experience in mergers and acquisitions, capital markets and corporate finance. He travels extensively through the ASEAN region to promote a wide range of Australian investment opportunities to Asian institutions and private investors.

Mr Kiing was appointed to the Board on 19 December 2002. He is a member of the HRRNC and served as the Chairman of that committee from 1 October 2013 until 1 March 2014.

Mr Kiing, through Sieana Pty Ltd and associated entities, is a substantial shareholder in Melbourne IT. He has a relevant interest in 5,721,488 shares (6.61%) in the Company as at the date of this Notice.

#### *Board recommendation*

The Board (other than Messrs Jones and Kiing, in relation to their own re-election) recommends that you vote in favour of these resolutions.

## Item 3: Adoption of Remuneration Report for the Year Ended 31 December 2014

The Remuneration Report is presented within the Directors' Report of the Company's 31 December 2014 Annual Report. It is also available on the Company's corporate website (<http://melbourneit.info/>).

Shareholders will be asked to vote on a resolution to adopt the Remuneration Report at the AGM. The vote on the resolution will be advisory only and will not bind the Directors or the Company. However, under the Corporations Act, if 25 per cent or more of the votes cast on the resolution at the AGM are against adoption of the Remuneration Report, then:

- if comments are made on the Remuneration Report at the AGM, the Company's Remuneration Report for the year ended 31 December 2015 (**2015 Remuneration Report**) will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this, and
- if, at next year's AGM, at least 25 per cent of the votes cast on the resolution for adoption of the 2015 Remuneration Report are against it, the Company will be required to put to shareholders a resolution proposing that an extraordinary general meeting (**EGM**) be called to consider the election of Directors (a 'spill resolution'). If a spill resolution is passed (i.e. more than 50 per cent of the votes cast are in favour of it), all of the Directors (other than the Managing Director & CEO) who were Directors when the resolution for adoption of the 2015 Remuneration Report was voted on will cease to hold office at the subsequent EGM and may present themselves for re-election at that EGM.

The Board will take the outcome of the vote on Item 3 into consideration when reviewing the remuneration policy for Directors and executives in the future.

A reasonable opportunity will be provided for shareholders to ask questions about or to make comments on the Remuneration Report at the AGM.

#### **Board recommendation**

The Board recommends that shareholders vote in favour of this resolution.

#### **Voting exclusion statement**

Please refer to Item 3 of 'Voting Exclusion Statements' in General Information below.

#### **Item 4: LTI Plan – Grant of Performance Rights to the Managing Director and Chief Executive Officer**

##### **Overview of Performance Rights grant under LTI component of remuneration**

The Company has established a long term incentive (LTI) plan (Plan) as part of its executive remuneration strategy. Under the Plan, eligible executives are offered performance rights to acquire shares in the Company subject to the satisfaction of certain performance conditions.

The Plan is the Company's principal vehicle to grant long term incentive awards and forms what the Board considers to be a key element of the Company's total remuneration strategy for executive Key Management Personnel (KMP) and other eligible senior executives. Awards under the Plan will be in the form of Performance Rights.

The primary objectives of the Plan are to:

- ensure focus on medium to long term performance and growth of the Company;
- create long term shareholder value;
- encourage alignment between remuneration outcomes and shareholder interests;
- clearly align remuneration outcomes with the strategic goals of the Company; and
- ensure executive KMP and other eligible senior executives are retained with the Company during key milestone initiatives.

##### **Why is shareholder approval being sought?**

ASX Listing Rule 10.14 requires shareholder approval in order for a director to be issued equity securities in the Company under an employee incentive scheme. It is intended that shares will be acquired on market to satisfy awards that vest under the Plan and therefore, shareholder approval for an issue of shares on vesting of the Performance Rights would not be required under the ASX Listing Rules. However, shareholder approval is being sought to preserve the flexibility for shares to be issued under the Plan.

Accordingly, shareholders are asked to approve the grant of 285,252 Performance Rights to Mr Mercer under the FY 2015 grant, on the terms and conditions set out in the Explanatory Notes. If shareholder approval is not obtained in relation to the proposed grant of Performance Rights to the Managing Director and Chief Executive Officer, the Company will provide Mr Mercer with an equivalent cash-based LTI award.

##### **Key terms of the Performance Rights grant**

A brief overview of the key terms of the proposed grants to Mr Mercer is set out below.

TERM	DETAIL
Details of the proposed LTI grant	<p>The proposed FY 2015 grant for Mr Mercer is for 285,252 Performance Rights.</p> <p>The grant represents the long term incentive component of Mr Mercer's remuneration package (LTI grant).</p> <p>The maximum number of performance rights has been calculated based on 65% of Mr Mercer's annual salary package (Salary Remuneration). The grant value has then been divided by the volume weighted average market price (VWAP) of the Company's shares over the 20 day trading period immediately preceding 1 January 2015.</p>
Entitlements	<p>Each Performance Right is a right to acquire one share in the Company (or an equivalent cash amount), subject to the achievement of the performance conditions set out below.</p> <p>Performance Rights do not carry any dividend or voting rights.</p> <p>Performance Rights are non-transferable, except in limited circumstances or with the consent of the Board.</p>
Date of grant	<p>If shareholder approval is obtained, the Performance Rights will be granted to Mr Mercer as soon as practicable after the AGM, but in any event, within 12 months of the AGM.</p>

TERM	DETAIL																				
Performance hurdles	<p>The Performance Rights are subject to two performance hurdles which are independent and will be tested separately.</p> <p>(1) EPS performance</p> <p>50% of the Performance Rights proposed to be granted will be subject to an Earnings Per Share (<b>EPS</b>) performance hurdle, based on the Company's growth in EPS over the Performance Period (<b>EPS Hurdle</b>).</p> <p>Broadly, EPS measures the earnings generated by the Company attributable to each share on issue.</p> <p>The growth in the Company's EPS over the relevant Performance Period will be measured by comparing the underlying base year and final year EPS results (i.e. FY 14 and FY 17 respectively) to determine annual compound growth.</p> <p>The percentage of Performance Rights subject to the EPS Hurdle that vest, if any, will be determined by reference to the EPS achieved over the Performance Period compared to the Company's targets, as follows:</p> <table border="1" data-bbox="534 801 1437 1182"> <thead> <tr> <th>Melbourne IT EPS growth</th> <th>Annual compound growth</th> <th>Performance Rights subject to EPS Hurdle that vest (%)</th> </tr> </thead> <tbody> <tr> <td>Maximum % or above</td> <td>&gt;20%</td> <td>100%</td> </tr> <tr> <td>Between threshold % and maximum %</td> <td>12% to 20%</td> <td>Progressive pro rata vesting between 50% to 100% (i.e. on a straight line basis)</td> </tr> <tr> <td>Less than the threshold %</td> <td>&lt;12%</td> <td>0%</td> </tr> </tbody> </table> <p>The Board retains a discretion to adjust the EPS Hurdle to ensure that Mr Mercer (and all other Plan participants) are neither advantaged nor disadvantaged by matters outside management's control that affect EPS (for example, by excluding one-off non-recurrent items or the impact of significant acquisitions or disposals).</p> <p>(b) TSR performance</p> <p>50% of the Performance Rights proposed to be granted will be subject to a TSR hurdle, based on the Company's relative total shareholder return (<b>TSR</b>) performance tested at the end of the applicable Performance Period (<b>TSR Hurdle</b>). The TSR Hurdle is tested by measuring the Company's TSR performance against the TSR performance of a peer group of companies from the S&amp;P/ASX Small Ordinaries index excluding any metals &amp; mining, energy and property trusts (selected by the Board at the time of each grant).</p> <p>The percentage of Performance Rights subject to the TSR Hurdle that vest, if any, will be determined by reference to the Company's performance against the comparator group over the Performance Period.</p> <table border="1" data-bbox="534 1713 1437 2040"> <thead> <tr> <th>Melbourne IT TSR performance Relative TSR ranking against peer group</th> <th>Performance Rights subject to TSR Hurdle that vest (%)</th> </tr> </thead> <tbody> <tr> <td>Above the 75th percentile</td> <td>100%</td> </tr> <tr> <td>50th to 75th percentile</td> <td>Progressive pro rata vesting between 50% to 100% (i.e. on a straight line basis)</td> </tr> <tr> <td>Below the 50th percentile</td> <td>0%</td> </tr> </tbody> </table> <p>The Board retains discretion to adjust the TSR Hurdle to ensure that Mr Mercer (and all other Plan participants) are neither advantaged nor disadvantaged by matters outside management's control that affect achievement of the hurdle.</p>	Melbourne IT EPS growth	Annual compound growth	Performance Rights subject to EPS Hurdle that vest (%)	Maximum % or above	>20%	100%	Between threshold % and maximum %	12% to 20%	Progressive pro rata vesting between 50% to 100% (i.e. on a straight line basis)	Less than the threshold %	<12%	0%	Melbourne IT TSR performance Relative TSR ranking against peer group	Performance Rights subject to TSR Hurdle that vest (%)	Above the 75th percentile	100%	50th to 75th percentile	Progressive pro rata vesting between 50% to 100% (i.e. on a straight line basis)	Below the 50th percentile	0%
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TERM	DETAIL
Performance Period and vesting	<p>The performance period is three years, commencing 1 January 2015 and ending on 31 December 2017. However, as the Company's full-year results will not be announced to the market until February following the end of the performance period, Performance Rights will not vest until on or around March 2018.</p> <p>Any Performance Rights that do not vest following testing of the performance hurdles at the end of the Performance Period will lapse.</p>
Allocation of shares upon vesting	<p>Following testing of the applicable performance conditions and determination of the level of vesting of Performance Rights, one fully paid share in the Company will be allocated in relation to each Performance Right which vests.</p> <p>The Company's obligation to allocate shares on vesting may be satisfied by issuing new shares, acquiring shares on market or transferring shares from an employee share trust.</p>
Trading restrictions	<p>Shares allocated on vesting of Performance Rights will not be subject to any further trading restrictions, subject to complying with the Company's Share Trading Policy.</p>
Price payable for securities	<p>No amount will be payable in respect of the allocation of Performance Rights, nor in respect of any shares granted upon vesting of the Performance Rights.</p>
Cessation of employment	<p>If Mr Mercer ceases employment with the Company before the end of the Performance Period, the treatment of the Performance Rights will depend on the circumstances of cessation.</p> <p>All unvested Performance Rights will lapse in the event of resignation or termination for cause. Where Mr Mercer ceases employment for any other reason, a pro-rata portion of unvested Performance Rights (based on the period of time employed during the vesting period) will generally continue on-foot and be tested at the end of the original vesting date against the relevant vesting conditions. However, the Board has discretion to apply another treatment that it deems appropriate in the circumstances.</p>
Other information	<p>No other director of the Company is eligible to participate in the Plan or any other employee incentive scheme of the Company.</p> <p>Since the establishment of the Plan in 2014, 659,913 Performance Rights have been granted under the Plan.</p> <p>No loans will be made available to Mr Mercer in connection with his participation in the Plan.</p>

#### ***Board recommendation***

The Board (other than Mr Martin Mercer who abstains from making a recommendation because of his interest in the resolution) unanimously recommends that shareholders vote in favour of Item 4.

#### ***Voting exclusion statement***

Please refer to Item 4 of 'Voting Exclusion Statements' in General Information below.

## General Information

### *Definitions*

**Closely Related Party**, in relation to a member of the KMP means the member's spouse, child or dependant (or a child or dependant of the member's spouse), anyone else in the member's family who may be expected to influence or be influenced by the member in the member's dealings with the Company or the Group, and any company the member controls.

**Company** means Melbourne IT Ltd ABN 21 073 716 793.

**Group** means the Company and its related bodies corporate from time to time (as that term is defined in the Corporations Act).

**Corporations Act** means the Corporations Act 2001 (*Cth*).

**KMP or Key Management Personnel** means those persons having authority and responsibility for planning, directing and controlling the activities of the Company or the Group, whether directly or indirectly, including any director (whether executive or otherwise) of the Group. Members of the KMP include directors (both executive and non-executive) and certain senior executives.

### *Voting Exclusion Statements*

#### Item 3: Adoption of Remuneration Report for the Year Ended 31 December 2014

In accordance with the Corporations Act, no vote may be cast (in any capacity) on this resolution by or on behalf of:

- any member of the KMP details of whose remuneration is included in the Remuneration Report for the year ended 31 December 2014, or
- a Closely Related Party of any such member of the KMP.

However, a KMP or a KMP's Closely Related Party may vote on this resolution as proxy if the vote is not cast on behalf of a KMP or a KMP's Closely Related Party and:

- the appointment of the proxy is in writing and specifies the way the proxy is to vote on this resolution; or
- the proxy is the Chairman of the AGM and the appointment of the Chairman of the AGM as proxy:
  - does not specify the way the proxy is to vote on this resolution; and
  - expressly authorises the Chairman of the AGM to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the KMP.

If you appoint the Chairman of the AGM as your proxy and you do not direct your proxy how to vote on this resolution, you will be expressly authorising the Chairman of the AGM to exercise your proxy even if this resolution is connected directly or indirectly with the remuneration of a member of the KMP, which includes the Chairman of the AGM.

#### Item 4 (LTI Plan – Grant of Performance Rights to the Managing Director and Chief Executive Officer)

The Company will disregard any votes cast on Item 4 by Mr Martin Mercer, any other Director of the Company (except one who is ineligible to participate in an employee incentive scheme in relation to the Company), or their associates.

Further, a vote must not be cast on Item 4 by any member of the KMP of the Company, or a Closely Related Party of any member of the KMP, that is appointed as proxy, if their appointment does not specify the way in which the proxy is to vote.

If you appoint the Chairman of the AGM as your proxy on Item 4 and you do not direct your proxy how to vote on Item 4, you will be expressly authorising the Chairman of the AGM to exercise your proxy, even if the resolution is connected, directly or indirectly, with the remuneration of the KMP. The Chairman intends to exercise any such proxies by voting in favour of Item 4.

### *How to vote*

As a shareholder, you can vote on the items of business by:

- attending the AGM;
- or appointing a proxy, representative or attorney to attend the AGM and vote on your behalf.

### *Proxies*

A member entitled to attend and vote at the AGM may appoint a person to attend and vote at the meeting as the member's proxy. If a member is entitled to cast two or more votes at the AGM, they may appoint two proxies. If you wish to appoint a second proxy you will need to complete a second form. Please contact Link Market Services Limited (**Link**) on 1300 55 44 74 or +61 (0)2 8280 7761 to obtain an additional proxy form.

A proxy need not be a member and can be an individual or a body corporate. If two proxies are appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If the vote split is not specified, it is deemed to be equally divided between the two proxies.

Proxies may only be appointed by returning the enclosed proxy form to Link **no later than 11:00am (Melbourne time) Monday, 25 May 2015**. Proxy forms can be sent to Link by facsimile on +61 (0)2 9287 0309, by post to Locked Bag A14, Sydney NSW 1235, or lodged online in accordance with the instructions below. If returning the proxy form by post, you may need to allow extra time for delivery to ensure it is received **no later than 11:00am (Melbourne time) Monday, 25 May 2015**.

The proxy form must be signed by the member or an attorney duly authorised in writing. If the member is a company, the form must be executed under the seal of the company or by its duly authorised officer or attorney. Where two or more persons are registered as members each person must sign the proxy form. If the proxy form is signed under a power of attorney on behalf of a shareholder, the attorney must ensure that either the original power of attorney or a certified copy is sent with the proxy form (unless it has already been provided to Link). A proxy cannot be appointed under a power or attorney (or similar authority) online.

The Company offers shareholders the ability to lodge proxy forms online. To lodge your proxy form online, please go to <http://melbourneit.info/investor-centre/shareholder-services>. Click on the link that states "Login to the secure Investor Centre". You will then need to enter your Security Reference Number (SRN) or Holder Identification Number (HIN), your surname or company name, and your postcode. Then choose "Proxy Voting" from the "Actions" drop down box and follow the online prompts. Note: If you lodge your proxy form online, you do not need to return a hard copy proxy form. You will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website.

### ***Voting by proxies***

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

Pursuant to the Corporations Act, if the appointment of a proxy specifies the way the proxy is to vote on a particular resolution:

- the proxy is not required to vote on a show of hands, but if the proxy does so, the proxy must vote as directed (subject to any applicable voting exclusions);
- if the proxy has two or more appointments that specify different ways to vote on the resolutions, the proxy must not vote on a show of hands;
- if the proxy is not the Chairman of the AGM, the proxy need not vote on a poll but if the proxy does so, the proxy must vote as directed (subject to any applicable voting restrictions); and
- if the proxy is the Chairman of the AGM, the proxy must vote on a poll and must vote as directed.

### ***Default to Chairman***

If:

- a poll has been called on a resolution; and
- a shareholder has appointed a proxy other than the Chairman of the AGM and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
- the shareholder's proxy is either:
  - not recorded as attending the AGM; or
  - attends the AGM but does not vote on the resolution,

then the Chairman of the AGM, will before voting on the resolution closes, be taken to have been appointed as the proxy for that shareholder for the purposes of voting on that resolution. In these circumstances, the Chairman of the AGM must vote in accordance with the written direction of that shareholder.

### ***Corporate Representatives***

For a Corporate Representative to vote, they will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act.

### ***Voting Entitlements***

On a show of hands, every member present in person or by proxy or by attorney or, in the case of a corporation, by duly appointed representative, shall have one vote and on a poll one vote for every share held. However if a member appoints two proxies or two attorneys, neither proxy nor attorney shall be entitled to vote on a show of hands.

In accordance with the Corporations Act, shares will be taken to be held by those persons recorded on the Company's register as at 11.00am (Melbourne time) on Monday, 25 May 2015.



MELBOURNE IT

ABN 21 073 716 793

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Melbourne IT Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: +61 1300 554 474

PROXY FORM

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

APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

Blank box for proxy name

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 11:00am on Wednesday, 27 May 2015 at the Victoria Suites of the Sofitel Melbourne on Collins, 25 Collins Street, Melbourne VIC 3000 (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 3 and 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 3 and 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel (KMP).

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an X

STEP 2

Resolutions

Table with 4 rows of resolutions and 3 columns: For, Against, Abstain\*

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Signature lines for Shareholder 1, Joint Shareholder 2, and Joint Shareholder 3

STEP 3

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



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

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

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the 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 placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

### SIGNING INSTRUCTIONS

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

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

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

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

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

### CORPORATE REPRESENTATIVES

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

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am on Monday, 25 May 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

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



#### BY MAIL

Melbourne IT Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138  
or  
Level 12  
680 George Street  
Sydney NSW 2000

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

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