

# Notice of Annual General Meeting

Notice is hereby given that the thirteenth Annual General Meeting of Melbourne IT Ltd will be held at the Theatrette, No. 1 Spring Street, Melbourne, Victoria on Tuesday, 26 May 2008 at 11:00am (Melbourne time).

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## Business and Special Business

### Financial Statements and Report

To receive and consider the Financial Statements and the Reports of the Directors and Auditor for the financial year ended 31 December 2008.

### Resolution 1: Re-election and Election of Directors

- (a) Ms Lucy Turnbull retires by rotation in accordance with rule 9.3 of the Company's Constitution and, being eligible, offers herself for re-election.
- (b) Professor Iain Morrison retires by rotation in accordance with rule 9.3 of the Company's Constitution and, being eligible, offers himself for re-election.
- (c) Mr Andrew Walsh was appointed by the Board as a Director of the Company in accordance with rule 9.9 to hold office until the next shareholder meeting. Mr Andrew Walsh, being eligible, now offers himself for election.

### Resolution 2: Adoption of the Remuneration Report for the Year Ended 31 December 2008

To adopt the Remuneration Report for the year ended 31 December 2008.

### Other Business

In accordance with the Corporations Act, 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.

By order of the Board



Ashe-lee Jegathesan  
Company Secretary  
23 April 2009

# Explanatory Notes

## Business and Special Business

### Financial Statements and Report

The Annual Report, Financial Statements and the reports of the Directors and the auditor for the year ended 31 December 2008 will be presented for consideration. The Annual Report is available on Melbourne IT's corporate website (<http://corporate.melbourneit.com.au>).

### Resolution 1: Re-election and Election of Directors

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

- (a) Ms Lucy Turnbull retires by rotation and, being eligible, offers herself for re-election.
- (b) Professor Iain Morrison retires by rotation and, being eligible, offers himself for re-election.

In accordance with rule 9.9 of the Company's Constitution:

- (c) Mr Andrew Walsh was appointed by the Board as a Director of the Company to hold office until the next shareholder meeting, Mr Walsh, being eligible, offers himself for election.

Personal particulars for Ms Turnbull, Professor Morrison and Mr Walsh are set out below.

#### Resolution 1(a): Ms Lucy Turnbull

Ms Turnbull has extensive experience in commercial legal practice and investment banking. From 2003-2004, Ms Turnbull was Lord Mayor of the City of Sydney and from 1999-2003 was Deputy Lord Mayor of the City of Sydney. Ms Turnbull served as a Director of WebCentral Group between August 1997 and September 2006. She served as Chair of the WebCentral Group Board from August 1997 until her resignation in November 2001 and was reappointed to this position between July 2004 and September 2006. She is a board member of the Australian Technology Park at Redfern and the Redfern Waterloo Authority. Ms Turnbull is active in the not-for-profit sector and currently holds a number of positions including Chair of the Salvation Army City of Sydney Red Shield Appeal, Deputy Chair of the Committee for Sydney as well as directorships of the Centre for Independent Studies and the US Studies Centre at Sydney University.

Ms Turnbull was appointed to the Board in September 2006.

#### Resolution 1(b): Professor Iain Morrison

Professor Morrison is Head of Bond University's School of Information Technology. His research and teaching interests span the design and development of large-scale distributed information systems and their application to e-Commerce, HealthCare and Education. He is a founding director of Melbourne IT and was a founding director of AuDA until his resignation in November 2001. Professor Morrison served for 10 years on the Board of AARNet, the Australian Academic and Research Network. His earlier career path encompassed senior IT management roles and he brings particular expertise in project planning and management, business continuity planning, process engineering and IT audit and control. He serves as an advisor to government and the higher education sector on telecommunications, copyright, online legislation and applications of IT.

Professor Morrison was appointed to the Board in 1996.

#### Resolution 1(c): Mr Andrew Walsh

Mr Walsh has extensive experience in the global internet industry, primarily in the development of successful online businesses and expanding into new geographies. Prior to joining the Melbourne IT Board, Mr Walsh spent seven years as President, CEO & Director of leading online competitive intelligence firm Hitwise Inc. His previous industry experience includes his role as COO of Australian internet pioneer, Sausage Software Limited (now SMS Management & Technology Ltd), where he was responsible for sales, marketing, product development and customer service. Early in his career, Mr Walsh worked as Senior Manager with Coopers & Lybrand (now PricewaterhouseCoopers). Mr Walsh holds a Bachelor of Business (Accounting) from Swinburne University and is a Member of the Institute of Chartered Accountants.

Mr Walsh was appointed to the Board on 6 June 2008.

The Board recommends that you vote in favour of resolutions 1(a), (b) and (c).

## **Resolution 2: Adoption of Remuneration Report by ordinary resolution**

In accordance with the requirements of the Corporations Act, the Board is submitting its Remuneration Report to shareholders for consideration and adoption by way of advisory resolution. This resolution does not bind the Directors of the Company. The Remuneration Report sets out the remuneration policy for the Company and explains the remuneration arrangements in place for the managing director, senior executives and non-executive directors.

The Remuneration Report is presented within the Directors' Report of the Melbourne IT Limited 31 December 2008 Annual Report. It is also available on Melbourne IT's corporate website (<http://corporate.melbourneit.com.au>).

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

The Board recommends that shareholders vote in favour of resolution 2.

## **General Information**

### **Proxies**

A member entitled to attend and vote at the AGM may appoint one or two persons to attend and vote at the meeting as the member's proxy. If you wish to appoint a second proxy you will need to complete a second form. Please contact Link Market Service Ltd ("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. 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 11am on Sunday, 24 May 2009. The Proxy Form can be sent by facsimile to Link on +61 (0)2 9287 0309. 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.

Melbourne IT offers shareholders the ability to lodge proxy forms online. To lodge your proxy form online, please go to <http://corporate.melbourneit.com.au/investor-relations>. Choose "Shareholder Services" from the menu on the left hand side. Click on the link that states "Login to the secure shareholder services console". 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.

### **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 provided that 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 7.00pm Melbourne time on Friday, 22 May 2009.



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