

Wellcom Group Limited

ACN 114 312 542

Notice of Annual General Meeting

Notice is hereby given that the 2016 Annual General Meeting of Wellcom Group Limited (ACN 114 312 542) ('Company') will be held at the time and location, and to conduct the business, specified below:

| | |
|---------------------------|---|
| Date | 20 th October, 2016 |
| Registration | Commences at 10.00am |
| Meeting Start Time | 10.30am |
| Location | The Westin Melbourne, 205 Collins Street, Melbourne, Victoria |

Business

The following business will be conducted:

1. Chairman's Address and Report

2. Financial Statements and Reports

To receive and consider the reports of the Directors and the Auditor and the financial statements for the year ended 30 June 2016 for the Company and its controlled entities. (Refer to the Explanatory Statement annexed for further details).

3. Remuneration Report

To consider, and if thought fit, pass the following resolution as an Ordinary Resolution:

Resolution 1

"That the Remuneration Report for the financial year ended 30 June 2016 be adopted." (Refer to the Explanatory Statement annexed for further details).

Please note the vote on this resolution is advisory only and does not bind the Directors or the Company.

At this time Non-executive Director Kerry Smith will assume the Chairman's role for the passage of Resolution 2.

4. Election of Directors

To consider, and if thought fit, pass the following resolutions as Ordinary Resolutions:

Resolution 2

"That Mr Wayne Sidwell who, in accordance with clause 12.11 of the Constitution of the Company, retires from office and, being eligible, offers himself for re-election, be re-elected a Director of the Company." (Refer to the Explanatory Statement annexed for further details).

Resolution 3

"That Ms Janette Kendall (who was appointed a Director of the Company pursuant to clause 12.16 of the Constitution of the Company) and, being eligible, offers herself for re-election in accordance with clause 12.17 of the Constitution of the Company, be elected a Director of the Company". (Refer to the Explanatory Statement annexed for further details).

By order of the Board of Directors



Wayne Sidwell
Executive Chairman
16th September 2016

NOTES

The Explanatory Statement forms part of this Notice of Annual General Meeting and should be read in conjunction with it.

VOTING ENTITLEMENTS

Pursuant to regulation 7.11.37 of the *Corporations Regulations*, the Board has determined that, for the purpose of voting at the meeting, members are those persons who are the registered holders of shares at 7.00pm on 18th October, 2016.

PROXIES

In accordance with section 249L of the *Corporations Act 2001* (Cth):

A member who is entitled to attend and vote at the Annual General Meeting may appoint a proxy. A proxy can be either an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the *Corporations Act 2001* (Cth);
and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If satisfactory evidence of appointment as corporate representative is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.

If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. If the proxy appointments do not specify the proportion of the member's voting rights that each proxy may exercise, each proxy may exercise half of the member's votes. A proxy need not be a member.

To be effective, the proxy form (and, if the appointment is signed by the appointer's attorney, the authority under which it was signed or a certified copy of the authority) must be received by the Company's share registry, Link Market Services Limited, no later than 48 hours prior to the commencement of the Annual General Meeting (10.30am, 18th October 2016).

If you appoint a proxy, WLL encourages you to direct your proxy how to vote on each item of business.

The Chairman of the Meeting intends to vote undirected proxies able to be voted in favour of all items of business.

The completed proxy form may be:

Mailed/delivered to the Company's share registry, Link Market Services Limited at:

| | | |
|------------------------|------------------------|-------------------------------------|
| Street Address: | Postal Address: | Fax to |
| Level 12 | Locked Bag A14 | Link Market Services Limited |
| 680 George Street | Sydney South NSW 1235 | Fax: +61 2 9287 0309 |
| Sydney NSW 2000 | | |

Or lodged online at www.linkmarketservices.com.au

CORPORATE REPRESENTATIVES

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the *Corporations Act 2001* (Cth) in which case the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the *Corporations Act 2001* (Cth). The Certificate must be lodged with the Company before the meeting or at the registration desk on the day of the meeting. The Company will retain the certificate.

EXPLANATORY STATEMENT

Introduction

This Explanatory Memorandum has been prepared for the shareholders of Wellcom Group Limited (**Company**) to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held on the 20th October, 2016.

All of the resolutions are to be voted on and are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution.

ITEM 1 – Chairman’s Address and Report

The Chairman will address the meeting and comment on the performance of the Company for the Financial Year Ended 30 June 2016 as well as future strategic and operational initiatives. The Chairman will also respond to questions raised by Shareholders.

ITEM 2 – Financial Statements and Reports

As required by section 317 of the *Corporations Act 2001* (Cth), the annual accounts of the Company and the associated reports of the Directors and the Auditor for the most recent financial year will be laid before the meeting.

No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on all aspects of the accounts and reports.

ITEM 3 – Remuneration Report

Resolution 1 – Remuneration Report

The Board submits its Remuneration Report to shareholders for consideration and adoption by way of non-binding resolution. This resolution is advisory only and does not bind the Directors of the Company.

However, changes to the *Corporations Act 2001*(Cth) which came into effect on 1 July 2011, provide that if at least 25% of the votes cast on the resolution are voted against adoption of the Remuneration Report at the meeting, and then again at the 2017 AGM, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (spill resolution).

If more than 50% of shareholders vote in favour of the spill resolution, the Company must then convene an extraordinary general meeting (spill meeting) within 90 days of the 2017 AGM. All of the Directors who were in office when the 2017 Director’s Report was approved, other than the Managing Director, will cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting. Following the spill meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The Remuneration Report is set out in the Director’s Report in the 2016 Annual Report. The Report:

- Explains the Board’s policy for determining the nature and amount of remuneration of executive directors and senior executives of the Company;
- Sets out the actual remuneration for the financial year ended 30 June 2016 for each Director and each member of the Company’s senior executive management team; and
- Details and explains any performance hurdles applicable to the remuneration of Executive Directors and senior executives of the Company.

Shareholders will be given the opportunity to ask questions and to make comments on the reports.

The Directors unanimously recommend voting in favour of this resolution. The Chairman of the meeting will be voting any undirected proxies in favour of this resolution.

ITEM 4 – Re-election of Directors

Resolution 2 – Mr Wayne Sidwell

This resolution seeks approval for the re-election of Wayne Sidwell, a Director who is retiring by rotation under clause 12.11 of the Company's Constitution. This clause states that at each Annual General Meeting one third of Directors (or the number nearest one third, if their number is not three or a multiple of three) must retire from office. Mr Sidwell was appointed to the Board on 17th May, 2005. He is eligible for election under clause 12.13 and offers himself for re-election as Director of Wellcom Group Limited.

Mr Wayne Sidwell

Age: 66 years

Occupation: Executive Chairman

Business Experience:

Wayne Sidwell was the founder and Managing Director of the original Wellcom business, established in 2000 and acquired by the Company from Well.com Pty Ltd in 2005. Wayne has more than 40 years' experience in the graphic arts and pre-media industry and currently serves on the remuneration committee in addition to serving on the board of a number of private companies.

The Board recommends voting in favour of this resolution. The Chairman of the meeting will be voting any undirected proxies in favour of this resolution.

Resolution 3 – Ms Janette Kendall

This resolution seeks approval for the re-election of Ms Janette Kendall, a Director who was appointed to the Board on 27th January, 2016 in accordance with clause 12.16 of the Company's Constitution.

This clause states that the Board has the power to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director appointed under this clause may hold office only until the next Annual General Meeting and is then eligible for re-election at that meeting.

Ms Kendall is eligible for election under clause 12.17.1 and offers herself for election as a Director of Wellcom Group Limited.

Ms Janette Kendall

Age: 54 years

Occupation: Non-executive Director

Business Experience:

Janette holds a Bachelor of Business - Marketing, is a Fellow of the Australian Institute of Company Directors, and has over 30 years Marketing and Operational experience. Janette has held various senior management roles in her career, including Senior Vice President of Marketing Galaxy Entertainment Group in Macau, China; Executive General Manager of Marketing at Crown Melbourne; and Managing Director of Clemenger Digital and Clemenger Proximity. Janette's previous Board experience includes directorships with Australian United Retailers Limited, the Melbourne International Arts Festival and Clemenger BBDO Melbourne. She is currently a Director of the Melbourne Theatre Company.

The Board recommends voting in favour of this resolution. The Chairman of the meeting will be voting any undirected proxies in favour of this resolution.

Voting Exclusion Statement

Resolution 1 – Remuneration Report

A vote must not be cast (in any capacity) on Resolution 1 – Remuneration Report by or on behalf of a member of the Wellcom Group Limited's key management personnel ("**KMP**"), details of whose remuneration are included in the Remuneration Report, and their closely related parties, whether as a shareholder or as a proxy. However, a vote may be cast on Resolution 1 by a KMP, or a closely related party of a KMP, if:

- The vote is cast as a proxy:
- Appointed by writing that specifies how the proxy is to vote on Resolution 1; and
- The vote is not cast on behalf of KMP or a closely related party of a KMP.

Please note that the Chairman of the Meeting intends to vote undirected proxies in favour of all resolutions.

If the Chairman of the Meeting is appointed as your proxy, or if the Chairman of the Meeting becomes your proxy by default, and you do not provide a voting direction, you are expressly authorising the Chairman of the Meeting to exercise your proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Wellcom Group 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
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Wellcom Group 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

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 **10:30am on Thursday, 20 October 2016 at The Westin Melbourne, 205 Collins Street, Melbourne, Victoria (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 1: 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 Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's 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

Resolutions

| | For | Against | Abstain* |
|---|--------------------------|--------------------------|--------------------------|
| 1 Adoption of Remuneration report (Non binding advisory vote) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Re-election of Mr Wayne Sidwell as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Re-election of Ms Janette Kendall as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

 * 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

| Shareholder 1 (Individual) | Joint Shareholder 2 (Individual) | Joint Shareholder 3 (Individual) |
|--|---|----------------------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| Sole Director and Sole Company Secretary | Director/Company Secretary (Delete one) | Director |

This form should be signed by the shareholder. If a joint holding, all shareholders must 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 Resolution is 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, all shareholders must 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.

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 **10:30am on Tuesday, 18 October 2016**, 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

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

Wellcom Group 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*
Level 12
680 George Street
Sydney NSW 2000

* During 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.**