



ADSLOT LIMITED

ABN 70 001 287 510

NOTICE OF MEETING

26 November 2013 at 10.00am

TO BE HELD AT

**The offices of Grant Thornton
Level 30, 525 Collins Street, Melbourne, Victoria**

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss any matters relating to this Notice of Meeting please contact Brendan Maher, Company Secretary on +61 (0)3 8695 9104.

ADSLOT LIMITED
ABN 70 001 287 510

NOTICE OF ANNUAL GENERAL MEETING
Tuesday 26 November 2013

Notice is given that the Annual General Meeting of the Shareholders of Adslot Limited ('Company' or 'Adslot') will be held at the offices of Grant Thornton, Level 30, 525 Collins Street, Melbourne, Victoria, on Tuesday 26 November 2013 at 10:00am.

ORDINARY BUSINESS

1. Financial statements and reports

To receive and consider:

- the Financial Report;
- the Directors' Report; and
- the Auditor's Report,

for the financial year ended 30 June 2013.

2. Remuneration report (Resolution 1)

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

That the Remuneration Report as set out in the Annual Report of the Company for the financial year ended 30 June 2013 be adopted.

Note: The vote on this resolution is advisory only and does not bind the Company or its directors.

3. Re-election of Mr Chris Morris as director (Resolution 2)

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

That Mr Chris Morris, a director retiring by rotation in accordance with clause 58.1 of the Company's constitution, and being eligible, be re-elected as a director of the Company.

PROXY NOTES

- A member entitled to attend and vote at the meeting has a right to appoint a proxy.
- The proxy need not be a member of the Company.
- A member who is entitled to cast two or more votes may appoint up to two proxies and, in the case of such an appointment, may specify the proportion or number of votes each proxy is appointed to exercise.
- If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes which each proxy may exercise, each proxy may exercise half of the votes.
- The proxy form included in this Notice of Annual General Meeting must be signed by the member or the member's attorney. Proxies given by corporations must be signed under the hand of a duly authorised officer or attorney.
- To be valid, the form appointing the proxy and the power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be lodged with the Share Registry - Computershare Investor Services Pty Limited at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067, using the reply paid envelope supplied or by facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) or online at www.investorvote.com.au as soon as possible and in any event not later than 48 hours prior to the time appointed for the Annual General Meeting.
- Shareholders should refer to the Explanatory Statement, which accompanies and forms part of this Notice of General Meeting for information regarding each Resolution.

DIRECTED AND UNDIRECTED PROXIES

- A proxy may decide whether to vote on any Resolution, except where the proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit (other than as noted below).
- If you choose to appoint a proxy, the Board encourages you to direct your proxy how to vote on each Resolution by marking either "For", "Against" or "Abstain" for this item of business on the proxy form.
- If you sign the enclosed proxy form and do not specify an individual or body corporate as your proxy, you will have appointed the chairperson of the Annual General Meeting as your proxy. In that case, your Shares will only be voted on Resolution 1 (Remuneration Report) if you expressly authorise or direct the chairperson to do so by marking one of the appropriate boxes on the proxy form.
- The chairperson (if required, where authorised to do so) will vote undirected proxies on, and in favour of, all of the proposed Resolutions.
- If you appoint as your proxy any other director of the Company, any other of the Company's key management personnel or any of their closely related parties, they will vote undirected proxies in favour of all of the proposed resolutions except Resolution 1 (Remuneration Report). They will not cast any votes in respect of Resolution 1 (Remuneration Report) that arise from undirected proxies they hold.
- "Key management personnel" of the Company for the financial year ended 30 June 2013 are identified in the Remuneration Report, which forms part of the Company's 2013 Annual Report. The "closely related parties" of the Company's key management personnel are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

DETERMINATION OF VOTING ENTITLEMENTS

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, for the purpose of the meeting, only persons holding Shares at 7.00pm (AEDT) on 24 November 2013 will be treated as Shareholders. This means that only those persons who are the registered holders of Shares at that time will be entitled to attend and vote at the Annual General Meeting.

VOTING EXCLUSION STATEMENT

In accordance with the Corporations Act 2001 or the ASX Listing Rules (as applicable), the Company will disregard any votes cast on the Remuneration report (Resolution 1) by the Company's key management personnel or any of their closely related parties.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the chairperson of the meeting as proxy for a person who is entitled to vote, in accordance with a direction (or authorisation, in the case of Resolution 1) on the proxy form to vote as the proxy decides.

REQUIRED VOTING MAJORITIES

All Resolutions are proposed as ordinary resolutions. Accordingly, the passage of each Resolution requires approval by a simple majority of the votes cast by members present and voting at the Annual General Meeting, whether in person or by proxy.

Dated: 23 October 2013

By Order of the Board
Brendan Maher
Company Secretary

ADSL0T LIMITED

ABN 70 001 287 510

EXPLANATORY STATEMENT**PURPOSE OF INFORMATION**

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Annual General Meeting dated 23 October 2013) is to provide Shareholders with an explanation of the business and the Resolutions to be proposed and considered at the Annual General Meeting (**Meeting**) of the Company which is to be held on Tuesday 26 November 2013 at 10:00am at the offices of Grant Thornton, Level 30, 525 Collins Street, Melbourne, Victoria. The information in the Explanatory Statement will also assist Shareholders to determine how they wish to vote on each Resolution.

FINANCIAL STATEMENTS AND REPORTS

Pursuant to the Corporations Act, the directors of a public company that is required to hold an annual general meeting must table the financial statements and reports of the Company (including the Directors' Report and Auditor's Report) for the previous financial year before the Shareholders at that annual general meeting.

Shareholders have been provided with all relevant information concerning the Company's financial statements, the Directors' Report and Auditor's Report in the Annual Report of the Company for the year ended 30 June 2013. A copy of the Annual Report has been forwarded to each Shareholder (other than those Shareholders who have previously elected not to receive the Annual Report, whether in paper form or electronically). Any Shareholder who has made this election and now wishes to receive a paper or electronic copy of the Annual Report should contact the Company to arrange receipt.

The Annual Report can also be viewed, printed and downloaded from the Company's website www.adslot.com. A copy of the financial statements, the Directors' Report and the Auditor's Report will be tabled at the meeting.

Shareholders should note that the sole purpose of tabling the financial statements and the reports of the Company at the Meeting is to provide Shareholders with the opportunity to ask questions or discuss matters arising from the financial statements and/or the reports at the meeting. It is not the purpose of the meeting that the financial statements or the reports be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt, receive or consider the Company's financial statements or the reports (other than the Remuneration Report) will be put to the Shareholders at the Meeting.

Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on the financial statements and the reports. The Company's auditor will also be available to receive questions and comments from Shareholders about the preparation and content of the financial statements and the Auditor's report and the conduct of the audit generally.

Further, any Shareholder entitled to cast a vote at the Meeting may submit written questions to the auditor if:

- (a) the question is relevant to:
 - (i) the content of the Auditor's report to be considered at the Meeting; or
 - (ii) the conduct of the audit of the 2013 financial report to be considered at the Meeting; and
- (b) the Shareholder gives the question to the Company no later than 5 business days before the day on which the Meeting is to be held.

Where appropriate, and practical to do so, the Company may provide answers to any such written questions at the Meeting.

REMUNERATION REPORT (Resolution 1)

The Directors' Report for the year ended 30 June 2013 contains a Remuneration Report, which sets out the policy for remuneration of its officers and senior employees.

The Corporations Act (section 250R(2)) requires that each listed company put a resolution to its shareholders at its annual general meeting that its remuneration report be adopted. The Corporations Act expressly provides that the vote is advisory only and does not bind the directors or the company.

The Board will consider the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be given the opportunity to vote at the second of those AGMs on a resolution that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must stand for re-election. At the Company's 2012 Annual General Meeting, only 4.6% of the votes cast by members were against the adoption of the Remuneration Report.

Where the chairperson of the meeting is authorised to do so, undirected proxies held by the chairperson will be voted in favour of Resolution 1 (Remuneration Report) even though the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel. However, if another director of the Company or any other of the Company's key management personnel (or any of their closely related parties) is appointed as a proxy, they will not cast any votes in respect of Resolution 1 that arise from any undirected proxies they hold.

"Key management personnel" of the Company for the financial year ended 30 June 2013 are identified in the Remuneration Report, which formed part of the Annual Report. The "closely related parties" of the Company's key management personnel are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

If you choose to appoint a proxy, the Board encourages you to direct your proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" for this item of business on the proxy form.

Resolution 1 is put to the Shareholders at the Meeting in fulfilment of the obligations of the Company under section 250R(2) of the Corporations Act. Shareholders attending the Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Recommendation

The Directors make no recommendation with respect to voting on Resolution 1.

RE-ELECTION OF MR CHRIS MORRIS AS DIRECTOR (Resolution 2)

Introduction

Clause 58.1 of the Company's constitution requires one third of the directors (other than the Managing Director) to retire by rotation at each annual general meeting. Accordingly, Mr Chris Morris retires from office and, being eligible, offers himself for re-election.

Biographical details of Mr Chris Morris

Biographical details of Mr Chris Morris are set out below.

Chris Morris is among Australia's most accomplished entrepreneurs and business leaders, having founded Computershare (ASX:CPU) in 1978 – one of Australia's most successful global technology companies. Mr Morris was Chief Executive Officer of Computershare from 1990 to 2006, and Executive Chairman from 2006 to 2010. He is now Non-Executive Chairman of Computershare.

Mr Morris has extensive knowledge of the securities industry from both a national and international perspective, and his diverse experience in building and managing a large global enterprise will aid Adslot in its international expansion aspirations.

Chris is a member of the Remuneration Committee and also the Audit & Risk Committee.

Chris is also Chair of Smart Parking Limited (ASX:SPZ).

Recommendation

The Board recommends that Shareholders vote in favor of Resolution 2.

HOW TO VOTE

To vote on the Resolutions, Shareholders will need to follow these steps:

EITHER: Complete the Form of Proxy and return it by facsimile or mail (**to be received no later than 10.00am on 24 November 2013**) to the following office or facsimile number:

Computershare Investor Services Pty Limited:

Online at: www.investorvote.com.au

By Mail: GPO Box 242, Melbourne VIC 8060

By delivery: Yarra Falls, 452 Johnston Street, Abbotsford, Victoria

By facsimile: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

OR Attend the Meeting.

Custodian voting: For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

QUERIES

If you have any queries about the Meeting, the financial statements to be put to the Meeting or the Resolutions being considered, please contact the Company Secretary, Mr Brendan Maher, on (+61 3) 8695 9104.

Dated: 23 October 2013

By Order of the Board
Brendan Maher
Company Secretary

GLOSSARY



In this Explanatory Statement the following terms have the following meanings unless the context otherwise requires:

AEDT	Australian Eastern Standard Time (or Daylight Time, as the case may be).
AGM	an annual general meeting of the Company.
ASX	ASX Limited.
Board	the board of Directors of the Company.
Chairman	Chairman of the Company.
Company or Adslot	Adslot Limited ACN 001 287 510.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	a director of the Company.
Explanatory Statement	the Explanatory Statement accompanying and forming part of the Notice of Meeting.
Listing Rules	the Official Listing Rules of ASX.
Meeting	the annual general meeting of Shareholders (convened by the Notice) to be held on 26 November 2013 at 10.00am (AEDT).
Notice	the Notice of Meeting and the accompanying Explanatory Statement.
Resolution	a resolution set out in the Notice.
Shareholder	a shareholder of the Company.

Adslot

Adslot Limited
ABN 70 001 287 510

Lodge your vote:

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

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

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

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

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

┌ 000001 000 ADJ
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form



Vote and view the annual report online

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



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

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

 **For your vote to be effective it must be received by 10.00am (AEDT) on Sunday, 24 November 2013**

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

Attending the Meeting

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

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

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

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

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



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Adslot Limited hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Adslot Limited to be held at the offices of Grant Thornton, Level 30, 525 Collins Street, Melbourne, Victoria on Tuesday 26 November 2013 at 10.00am (AEDT) and at any adjournment or postponement of that Meeting.

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

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

STEP 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Chris Morris as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____

ADJ

999999A

Computershare +