

# **ADSLOT LTD**

ABN 70 001 287 510

## **NOTICE OF MEETING**

**15 November 2017 at 11.00am (AEDT)**

### **TO BE HELD AT**

**The offices of Grant Thornton  
Level 17, 383 Kent Street, Sydney, New South Wales**

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 Felicity Conlan, Company Secretary on +61 (0)3 8695 9104.

**ADSLOT LTD**  
ABN 70 001 287 510

**NOTICE OF ANNUAL GENERAL MEETING**  
**Wednesday 15 November 2017**

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 17, 383 Kent Street, Sydney, New South Wales, on Wednesday 15<sup>th</sup> November 2017 at 11.00am.

**AGENDA**

**1. Financial statements and reports**

To receive and consider the Directors' Report, Financial Report and Independent Audit Report for the financial year ended 30 June 2017.

**2. Remuneration report (Resolution 1)**

To consider and, if thought fit, pass the following resolution as a **non-binding resolution**:

*"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as set out in the Annual Report of the Company for the financial year ended 30 June 2017 be adopted."*

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

**Voting Prohibition Statement:** A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution and expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

**3. Re-election of Ms Sarah Morgan as a Director (Resolution 2)**

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

*"That Ms Sarah Morgan, 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."*

**4. Re-election of Mr Ben Dixon as a Director (Resolution 3)**

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

*"That Mr Ben Dixon, 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."*

## 5. Approval of Incentive Option Plan (Resolution 4)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of ASX Listing Rule 7.2 (Exception 9) and for all other purposes, approval is given to adopt an employee incentive scheme, being the Company’s Incentive Option Plan, and to issue securities under that Option Plan, on the terms and conditions summarised in the Explanatory Statement.”*

**ASX Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and any associate of that person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Voting Prohibition Statement:** A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either:

- (a) a member of the Key Management Personnel; or
- (b) a Closely Related Party of such a member; and

the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

## 6. Grant of Incentive Options to Director – Ben Dixon (Resolution 5)

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **ordinary resolution**:

*“That, subject to Shareholders approving Resolution (4), for the purposes of ASX Listing Rules 10.14 and for all other purposes, approval is given for the Company to issue 1,000,000 Options to Mr Ben Dixon, a director of the Company, (or his Nominee) under the Company’s Incentive Option Plan on the terms and conditions set out in the Explanatory Statement.”*

**ASX Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any Director eligible to participate in the Company’s Incentive Option Plan and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Voting Prohibition Statement:** A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either:

- (a) a member of the Key Management Personnel; or
- (b) a Closely Related Party of such a member; and

the appointment does not specify the way the proxy is to vote on this Resolution.

The above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

## 7. Grant of Incentive Options to Director – Ian Lowe (Resolution 6)

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **ordinary resolution**:

*"That, subject to Shareholders approving Resolution (4), for the purposes of ASX Listing Rules 10.14 and for all other purposes, approval is given for the Company to issue 2,000,000 Options to Mr Ian Lowe, a director of the Company, (or his Nominee) under the Company's Incentive Option Plan on the terms and conditions set out in the Explanatory Statement."*

**ASX Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any Director eligible to participate in the Company's Incentive Option Plan and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Voting Prohibition Statement:** A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either:

- (a) a member of the Key Management Personnel; or
- (b) a Closely Related Party of such a member; and

the appointment does not specify the way the proxy is to vote on this Resolution.

The above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

## 8. Approval of 10% placement facility (Resolution 7)

To consider and, if thought fit, pass the following resolution, with or without amendment, as a **special resolution**:

*"That under and in accordance with Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement."*

**ASX Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of such a person. However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

## 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 with 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](http://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 be deemed to have appointed the chairperson of the Annual General Meeting as your proxy.
- If the chairperson is appointed as your proxy and you have not directed the chairperson how to vote, you will be taken to have expressly authorised the chairperson to cast your votes in favour of every resolution, even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.
- The chairperson will vote undirected proxies on, and in favour of, all of the proposed Resolutions, including resolutions that are connected directly or indirectly with the remuneration of a member of the key management personnel.
- 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 any resolution that is connected directly or indirectly with the remuneration of a member of the key management personnel. They will not cast any votes in respect of any resolution that is connected directly or indirectly with the remuneration of a member of the key management personnel, where those votes arise from undirected proxies they hold.
- "Key management personnel" of the Company for the financial year ended 30 June 2017 are identified in the Remuneration Report, which forms part of the Company's 2017 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, dependents 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 13 November 2017 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.

**REQUIRED VOTING MAJORITIES**

All Resolutions (other than Resolution 7) are proposed as ordinary resolutions. Accordingly, the passage of each Resolution (other than Resolution 7) 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.

Resolution 7 is proposed as a special resolution. Accordingly, the passage of Resolution 7 requires approval of 75% of the votes cast by members present and entitled to vote at the Annual General Meeting, whether in person or by proxy.

Dated: 11 October 2017

**By Order of the Board**  
**Felicity Conlan**  
**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 10 October 2017) 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 Wednesday 15 November 2017 at 11.00am (AEDT) at the offices of Grant Thornton, Level 17, 383 Kent Street, Sydney, New South Wales. 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 2017. 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](http://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 2017 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 2017 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 2016 Annual General Meeting, 1.7% of the votes cast by members were against the adoption of the Remuneration Report.

Where the chairperson of the meeting has been appointed as proxy, the chairperson will be taken to have been expressly authorised to vote (and the chairperson will vote) undirected proxies 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 2017 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 MS SARAH MORGAN AS A DIRECTOR (Resolution 2)**

ASX Listing Rule 14.4 provides that a director of an entity (other than a managing director) must not hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever is the longer.

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, Ms Sarah Morgan retires from office and, being eligible, offers himself for re-election.

### **Biographical details of Ms Sarah Morgan**

Sarah Morgan has over 20 years corporate finance experience, predominantly as a Director of independent corporate advisory firm Grant Samuel. Over this time Ms Morgan was involved in a large number of transactions including public company M&A, IPOs, capital raisings (debt & equity), asset acquisitions and divestments, and company and business valuations, across a broad range of industries.

Ms Morgan is a non-executive director of Hong Kong based Luxe City Guides and the National Gallery of Victoria Foundation.

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

### **RE-ELECTION OF MR BEN DIXON AS A DIRECTOR (Resolution 3)**

ASX Listing Rule 14.4 provides that a director of an entity (other than a managing director) must not hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever is the longer.

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 Dixon retires from office and, being eligible, offers himself for re-election.

### **Biographical details of Mr Ben Dixon**

Ben Dixon's career in the advertising industry goes back over 19 years and includes roles at several large multinational agency groups including DDB and Mojo. He has wide experience across both the media buying and account management fields having held senior positions directing accounts for advertisers such as Telstra and Kraft Foods. In particular he was responsible for the development and implementation of e-commerce and online strategies across a number of advertisers.

In late 1999 Ben conceptualised and then co-founded Facilitate Digital Pty Ltd, assuming the role of General Manager. In the subsequent 3 years he played an integral role in steering the business through an industry collapse to a position of strength. Ben was appointed Chief Executive Officer of Facilitate when Adslot acquired it in December 2013.

*Recommendation* - The Board recommends that Shareholders vote in favor of Resolution 3.

### **APPROVAL OF INCENTIVE OPTION PLAN (Resolution 4)**

Resolution (4) seeks Shareholder approval for the adoption of an employee incentive scheme titled "Incentive Option Plan" (**Option Plan**) in accordance with ASX Listing Rule 7.2 (Exception 9(b)).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.2 (Exception 9(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

If Resolution (4) is passed, the Company will be able to issue Options under the Option Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

Shareholders should note that no Options have previously been issued under the Option Plan.

The objective of the Option Plan is to attract, motivate and retain key employees and it is considered by the Company that the adoption of the Option Plan and the future issue of Options under the Option Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

Any future grant of Options under the Option Plan to a related party or a person whose relation with the company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

For this reason, the Company is also seeking approval under Resolution (5) for the grant of Options to Director Mr Ben Dixon and under Resolution (6) for the grant of Options to Director Mr Ian Lowe pursuant to the Option Plan. Those Resolutions are conditional on the Option Plan being approved by Shareholders under Resolution (4).

A summary of the key terms and conditions of the Option Plan is set out in Annexure A: Schedule 1. In addition, a copy of the Option Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Option Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

*Recommendation* - The Board recommends that Shareholders vote in favour of Resolution 4.

## **GRANT OF INCENTIVE OPTIONS TO DIRECTORS BEN DIXON (Resolution 5) AND IAN LOWE (Resolution 6)**

### **GENERAL**

The Company has agreed, subject to obtaining Shareholder approval, to grant a total of (3,000,000) Options under the Company's Incentive Option Plan (**Incentive Options**) to Directors Mr Ben Dixon and Mr Ian Lowe (**Related Parties**) as set out below.

Resolutions (5) and (6), which seek this Shareholder approval, are conditional on the Option Plan being approved by Shareholders under Resolution (4).

### **CHAPTER 2E OF THE CORPORATIONS ACT**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of the Incentive Options constitutes giving a financial benefit. Mr Ben Dixon and Mr Ian Lowe are each a related party of the Company by virtue of being Directors of the Company.

The Directors (other than Mr Ben Dixon and Mr Ian Lowe who have a material personal interest in Resolutions (5) and (6) respectively) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Incentive Options because the agreement to grant the Incentive Options is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

## **ASX LISTING RULE 10.14**

ASX Listing Rule 10.14 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained (**LR 10.14 Person**), unless an exception applies.

It is the view of the Company that the exceptions set out in Listing Rule 10.15B do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Incentive Options to the Related Parties or their Nominees.

## **SHAREHOLDER APPROVAL (LISTING RULE 10.15)**

In accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the proposed grant of Incentive Options:

- (a) the related parties are Mr Ben Dixon and Mr Ian Lowe and they are each a related party by virtue of being a Director of the Company. If any Incentive Options are to be granted to a Nominee of a Related Party then such Nominee will be a related party by virtue of being an entity controlled by that Related Party;
- (b) the maximum number of Incentive Options (being the nature of the financial benefit being provided) to be granted to the Related Parties is:
  - (i) 1,000,000 Incentive Options to Mr Ben Dixon or Nominee; and
  - (ii) 2,000,000 Incentive Options to Mr Ian Lowe or Nominee;
- (c) the Incentive Options will be granted for nil cash consideration, accordingly no funds will be raised by their grant (but funds may be raised in the future to the extent that Incentive Options are ultimately exercised);
- (d) no Incentive Options have been granted pursuant to the Option Plan to LR 10.14 Persons as the Option Plan has not previously been approved by Shareholders;
- (e) the Directors of the Company, currently comprising (Andrew Barlow), (Adrian Giles), (Ian Lowe), (Ben Dixon), (Quentin George) and (Sarah Morgan), are entitled to participate in the Option Plan;
- (f) no loan will be provided to the Related Parties with respect to the Incentive Options;
- (g) the Incentive Options will be granted to the Related Parties no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated all Incentive Options will be granted on one date; and
- (h) the terms and conditions of the Incentive Options, including their expiry date, exercise price and vesting conditions are set out in Annexure A: Schedule 2.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to grant the Incentive Options to the Related Parties or their Nominees as approval is being obtained under ASX Listing Rule 10.14. Accordingly, the issue of Incentive Options to the Related Parties or their Nominees will not be included in the 15% calculation of the Company's twelve month capacity to issue Shares or other securities without shareholder approval pursuant to ASX Listing Rule 7.1.

*Recommendation* - The Board (other than Mr Ben Dixon, who has a material personal interest in the outcome of Resolution 5) recommends that Shareholders vote in favour of Resolution 5.

*Recommendation* - The Board (other than Mr Ian Lowe, who has a material personal interest in the outcome of Resolution 6) recommends that Shareholders vote in favour of Resolution 6.

## **APPROVAL OF 10% PLACEMENT FACILITY (Resolution 7)**

Listing Rule 7.1A enables eligible entities to issue that number of Equity Securities (as defined below) equal to up to 10% of their issued share capital through placements over 12 months after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

The Directors of the Company believe that Resolution 7 is in the best interests of the Company and unanimously recommend that the Shareholders vote in favour of Resolution 7.

### **Description of Listing Rule 7.1A**

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by special resolution at an annual general meeting.

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of the notice of meeting, has on issue two classes of Equity Securities, Shares and performance rights, but can only issue Shares under Listing Rule 7.1A.

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12 months after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement:

- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;

- (iv) less the number of fully paid shares cancelled in the 12 months.

Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this notice of meeting, the Company has on issue 1,288,006,269 Shares and has a capacity to issue:

- (a) 193,200,940 Equity Securities under Listing Rule 7.1; and
- (b) subject to Shareholder approval being sought under Resolution 7, 128,800,627 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2.

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the *volume weighted average market price* (as defined in the Listing Rules) of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (b) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX,

**(10% Placement Period).**

The effect of Resolution 7 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A on issue of any Shares.

**Listing Rule 7.3A**

Under and in accordance with Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Facility:

- (a) the Equity Securities will be issued at an issue price of not less than 75% of the *weighted average market price* (as defined in the Listing Rules) for the Equity Securities over the 15 Trading Days immediately before:
- (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) above, the date on which the Equity Securities are issued.
- (b) if Resolution 7 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
- (i) the market price for Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the annual general meeting on 10 November 2017; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new business,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

| Variable "A" in ASX Listing Rule 7.1A.2                |                     | Dilution                            |                     |                                      |
|--|---------------------|-------------------------------------|---------------------|--------------------------------------|
|  |                     | \$0.0255                            | \$0.0510            | \$0.1020                             |
|  |                     | 50% decrease in assumed Issue Price | Assumed Issue Price | 100% increase in assumed Issue Price |
| Current variable "A"<br>1,288,006,269                  | 10% voting dilution | 128,800,627 Shares                  | 128,800,627 Shares  | 128,800,627 Shares                   |
|  | Funds raised        | \$3,284,416                         | \$6,568,832         | \$13,137,664                         |
| 50% increase in current variable "A"<br>1,932,009,404  | 10% voting dilution | 193,200,940 Shares                  | 193,200,940 Shares  | 193,200,940 Shares                   |
|  | Funds raised        | \$4,926,624                         | \$9,853,248         | \$19,706,496                         |
| 100% increase in current variable "A"<br>2,576,012,538 | 10% voting dilution | 257,601,254 Shares                  | 257,601,254 Shares  | 257,601,254 Shares                   |
|  | Funds raised        | \$6,568,832                         | \$13,137,664        | \$26,275,328                         |

- (c) the Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 7 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).

- (d) the Company may seek to issue the Equity Securities for the following purposes:
- (i) non cash consideration for the acquisition of a new business or investment. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
  - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new businesses or investments (including expense associated with such acquisition) and general working capital.
- (e) the Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue under the 10% Placement Facility. The identity of the allottees of Shares will be determined on a case by case basis having regard to the factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which Shareholders can participate;
  - (ii) the effect of the issue of the Shares on the control of the Company;
  - (iii) the financial situation and solvency of the Company; and
  - (iv) advice from corporate, financial and broking advisers (if applicable),
- (f) the allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company. Further, if the Company is successful in acquiring a new businesses or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new businesses or investments;
- (g) the Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 10 November 2016 (**Previous Approval**);
- (h) the Company has not issued any Equity Securities pursuant to the Previous Approval;
- (i) during the 12 month period preceding the date of the Meeting, being on and from 10 November 2016, the Company has otherwise issued a total of 3,677,500 Shares and 500,000 Performance Rights which together represent approximately 0.3% of the total diluted number of Equity Securities on issue in the Company on 10 November 2016, which was 1,294,118,769. Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Annexure B;
- (j) as detailed in Resolutions 5 and 6, the Company has agreed to issue a total of 3,000,000 Options to Directors Ben Dixon and Ian Lowe, subject to Shareholder approval of those Resolutions, under the Company's Incentive Option Plan. The Company also anticipates issuing, before the Meeting, a total of up to 7,150,000 premium priced Options under its Incentive Option Plan to employees who are not related parties of the Company; and
- (k) a voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Shares. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

*Recommendation* - The Board recommends that Shareholders vote in favour of Resolution 7.

## 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 11.00am AEDT on 13 November 2017**) to the following office or facsimile number:

Computershare Investor Services Pty Limited:

Online at: [www.investorvote.com.au](http://www.investorvote.com.au)

By Mail: GPO Box 242, Melbourne VIC 3001

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](http://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, Ms Felicity Conlan, on (+61 3) 8695 9104.

Dated: 11 October 2017

**By Order of the Board**  
**Felicity Conlan**  
**Company Secretary**

**GLOSSARY**

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

|                              |   |
|------------------------------|---|
| <b>AEDT</b>                  | Australian Eastern Standard Time (or Daylight Time, as the case may be).  |
| <b>AGM</b>                   | an annual general meeting of the Company.   |
| <b>ASX</b>                   | ASX Limited.  |
| <b>Board</b>                 | the board of Directors of the Company.  |
| <b>Chairman</b>              | Chairman of the Company.  |
| <b>Company or Adslot</b>     | Adslot Ltd ACN 001 287 510.   |
| <b>Corporations Act</b>      | <i>Corporations Act 2001</i> (Cth).   |
| <b>Director</b>              | a director of the Company.  |
| <b>Equity Securities</b>     | has the meaning given in Chapter 19 of the Listing Rules.   |
| <b>Explanatory Statement</b> | the Explanatory Statement accompanying and forming part of the Notice of Meeting.                                     |
| <b>Listing Rules</b>         | the Official Listing Rules of ASX.  |
| <b>Meeting</b>               | the annual general meeting of Shareholders (convened by the Notice) to be held on 10 November 2017 at 11.00am (AEDT). |
| <b>Notice</b>                | the Notice of Meeting and the accompanying Explanatory Statement.   |
| <b>Resolution</b>            | a resolution set out in the Notice.   |
| <b>Share</b>                 | a fully paid ordinary share in the capital of the Company.  |
| <b>Shareholder</b>           | a holder of at least one Share.   |
| <b>Trading Days</b>          | has the meaning given in Chapter 19 of the Listing Rules.   |

## ANNEXURE A: INCENTIVE OPTION PLAN

### GLOSSARY

#### **Change of Control means:**

- (a) a bona fide takeover bid is declared unconditional and the bidder has acquired a relevant interest in at least 50.1% of the Company's issued Shares;
- (b) a court approves, under Section 411(4)(b) of the Corporations Act, a proposed compromise or arrangement (other than a compromise or arrangement with the Company's creditors) for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (c) in any other case, a person obtains voting power in the Company which the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that voting power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board.

**Class Order** means ASIC Legislative Instrument 14/1000 as amended or replaced from time to time.

**Eligible Participant** means a Director (whether executive or non-executive), a full or part time employee of the Company or any of its subsidiaries (**Group Company**), a contractor of a Group Company (but, if the Class Order is being relied on, only to the extent permitted by the Class Order) and a prospective participant who has entered into an agreement to become an Eligible Participant.

**Market Value**, in respect of a Share, means the volume weighted average price for Shares traded on the ASX over the 7 day period up to and including the day on which the Market Value is to be determined.

**Nominee** means a nominee of an Eligible Participant that is one of the following:

- (a) an immediate family member of the Eligible Participant or (subject to Board approval) a trustee of an Eligible Participant's family trust whose beneficiaries are limited to the Eligible Participant and/or the Eligible Participant's immediate family members; or
- (b) a company whose members comprise no persons other than the Eligible Participant or immediate family members of the Eligible Participant.

## SCHEDULE 1 - SUMMARY OF INCENTIVE OPTION PLAN

### 1. Eligibility

The Board may, from time to time, in its discretion, make a written invitation to any Eligible Participant to apply for Options, upon the terms set out in the Option Plan and upon such additional terms and conditions as the Board determines.

### 2. Offer and Application Form

An invitation to apply for the grant of Options under the Option Plan must be made by way of an offer document (**Offer Document**). The Offer Document must include the following information:

- (a) the maximum number of Options that the Eligible Participant may apply for, or the formula for determining the number of Options that may be applied for;
- (b) the maximum number of Shares that the Participant is entitled to be issued on the exercise of each Option or the formula for determining the maximum number of Shares;
- (c) the Option exercise price (**Exercise Price**);
- (d) any applicable vesting conditions as determined by the Board in its discretion;
- (e) any restriction period the Board has resolved to apply to Shares issued on exercise of the Options;
- (f) when Options will expire (**Expiry Date**);
- (g) the date by which an Offer must be accepted (**Closing Date**);
- (h) any other terms and conditions applicable to the Options; and
- (i) any other information required by law or the Corporations Act, the Class Order or the ASX Listing Rules or the considered by the Board to be relevant to the Options or the Shares to be issued on the exercise of the Options.

An Eligible Participant (or permitted Nominee) may accept the invitation in the Offer in whole or in part, by signing and returning an Application Form to the Company no later than the Closing Date. The Board may accept or reject any Application Form in its discretion.

Where the Company needs to rely on the Class Order in respect of an Offer, the Company must have reasonable grounds to believe, when making an Offer, that the number of Shares to be received on exercise of Options offered under an Offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or under an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the Offer.

### 3. Terms of the Options

- (a) Unless quoted on the ASX, each Option will be granted to an Eligible Participant under the Option Plan for no more than nominal consideration.
- (b) Each Option will entitle its holder to subscribe for and be issued, one fully paid ordinary share in the capital of the Company (upon vesting and exercise of that Option) unless the Plan or an applicable Offer otherwise provides.
- (c) Options will not be listed for quotation on the ASX, unless an applicable Offer provides otherwise. The Company will apply for official quotation of the Shares issued upon the exercise of any vested Options.
- (d) A participant is not entitled to participate in or receive any dividend or other Shareholder benefits until its Options have vested and been exercised and Shares have been allocated to the participant as a result of the exercise of those Options.
- (e) There are no participating rights or entitlements inherent in the Options and participants will not be entitled to participate in new issues of securities offered to Shareholders of the Company during the currency of the Options without exercising the Options.
- (f) Subdivision 83A-C of Chapter 2 of the *Income Tax Assessment Act 1997* applies to the Options except to the extent an Offer provides otherwise.
- (g) An Option is non-transferable other than in special circumstances with the consent of the Board (which may be withheld in its discretion).
- (h) There is no right to a change in exercise price or in the number of underlying Shares over which the Option can be exercised conferred by the Options.
- (i) In the event of a reorganisation of the capital of the Company, the Company may alter the rights of the holder of an Option to the extent necessary to comply with the Corporations Act and the ASX Listing Rules applying to reorganisations at the time of the reorganisation.
- (j) Following the issue of Shares following exercise of vested Options, Participants will be entitled to exercise all rights of a Shareholder attaching to the Shares, subject to any disposal restrictions advised to the Participant.

### 4. Vesting and Exercise of Options

- (a) **Vesting Conditions:** Subject to rules 4(b) and 4(c) below, an Option granted under the Option Plan will not vest and be exercisable unless the vesting conditions (if any) attaching to that Option have been satisfied, as determined by the Board acting reasonably, and the Board has notified the Eligible Participant of that fact within 10 Business Days of becoming aware that any vesting condition has been satisfied.
- (b) **Vesting Condition Waiver:** Notwithstanding rule 4(a) above, the Board may in its discretion, by written notice to an Eligible Participant, resolve to waive any of the vesting conditions applying to the Options. For clarity, the Board may in its discretion waive or reduce any vesting conditions after the time specified for satisfaction of those vesting conditions has passed. In the event of a Change of Control of the Company, all vesting conditions are deemed to be automatically waived (except to the extent that an Offer provides otherwise).

- (c) **Exercise on Vesting:** A Participant (or their personal legal representative where applicable) may, subject to the terms of any Offer, exercise any vested Options at any time after the Options have vested but before the Option lapses by providing the Company with:
- (i) the certificate for the Option or, if the certificate for the Options has been lost, mutilated or destroyed, a declaration to that effect, accompanied by an indemnity in favour of the Company against any loss, costs or expenses which might be incurred by the Company as a consequence of its relying on the declaration that the certificate has been lost, mutilated or destroyed;
  - (ii) a notice addressed to the Company and signed by the Participant stating that the Participant exercises the Options and specifying the number of Options which are exercised; and
  - (iii) payment to the Company in cleared funds of an amount equal to the Option Exercise Price multiplied by the number of Options which are being exercised, unless there is no exercise price payable in respect of the Options to be exercised or the Cashless Exercise Facility (explained in rule 4(e)) applies.
- (d) **One or Several Parcels:** Options may be exercised in one or more parcels of any size, provided that the number of Shares issued upon exercise of the number of Options in any parcel is not less than a marketable parcel (as defined in the ASX Listing Rules).
- (e) **Cashless Exercise Facility:**
- (i) The Board may, in its discretion, permit a Participant to exercise some or all of their Options by using the Cashless Exercise Facility. The Cashless Exercise Facility entitles a Participant to set-off the Option Exercise Price against the number of Shares which the Participant is entitled to receive upon exercise of the Participant's Options.
  - (ii) If a Participant elects to use the Cashless Exercise Facility, and its use is approved by the Board, the Participant will be issued or transferred that number of Shares (rounded up to the nearest whole number) equal to:
    - (A) the aggregate total Market Value (as determined on the date the Options the subject of the Cashless Exercise Facility are exercised) of Shares that would otherwise be issued on exercise of the Options had all such Options been exercised for a cash Option Exercise Price;
    - (B) less the aggregate total Option Exercise Price otherwise payable in respect of the vested Options exercised; and
    - (C) divided by the Market Value of a Share as determined on the date the Options the subject of the Cashless Exercise Facility are exercised.
  - (iii) If the Option Exercise Price otherwise payable in respect of the Options being exercised is the same or lower than the Market Value of Shares at the time of exercise, then a Participant will not be entitled to use the Cashless Exercise Facility.

- (f) **Lapsing of Options:** An Option will lapse upon the earlier of:
- (i) the Board, in its discretion, resolving an Option lapses as a result of an unauthorised disposal of, or hedging of, the Option;
  - (ii) a vesting condition not being satisfied or becoming incapable of satisfaction (and not being waived);
  - (iii) in respect of an unvested Option, the holder ceases to be an Eligible Participant and the Board does not exercise its discretion to vest the Option or allow it to remain unvested;
  - (iv) in respect of a vested Option, a holder ceases to be an Eligible Participant and the Board, in its discretion, resolves that the Options must be exercised within one (1) month (or such later date as the Board determines) of the date the Relevant Person ceases to be an Eligible Participant, and the Option is not exercised within that period and the Board resolves, at its discretion, that the Option lapses as a result;
  - (v) the Board deems that an Option lapses due to fraud, dishonesty or other improper behaviour of the holder/Eligible Participant under the rules of the Option Plan;
  - (vi) in respect of an unvested Option, a winding up resolution or order is made in respect of the Company, and the Option does not vest in accordance with rules of the Option Plan; and
  - (vii) the expiry date of the Option.

## 5. Restrictions

- (a) The Board may, in its discretion, determine at any time up until an Option is exercised, that a restriction period will apply to some or all of the Shares issued or transferred to a Participant on exercise of the Option (**Restricted Shares**), up to a maximum of fifteen (15) years from the acquisition date of the Option (**Restriction Period**).
- (b) The Board may, in its sole discretion, having regard to the circumstances at the time, waive a Restriction Period (other than where imposed by the ASX Listing Rules).
- (c) The Company may implement any procedure it considers appropriate to restrict a Participant from dealing with any Shares for as long as those Shares are subject to a Restriction Period.
- (d) Shares are deemed to be subject to a Restriction Period to the extent necessary to comply with any escrow restrictions imposed by the ASX Listing Rules.
- (e) The Participant agrees to execute a restriction agreement in relation to the Restricted Shares reflecting any Restriction Period applying to the Restricted Shares under the Option Plan or any escrow imposed by the ASX Listing Rules.
- (f) No issue or allocation of Options and/or Shares will be made to the extent that it would contravene the Constitution, Listing Rules, the Corporations Act or any other applicable law.

## SCHEDULE 2 - TERMS AND CONDITIONS OF INCENTIVE OPTIONS

The Incentive Options are granted subject to the terms and conditions of the Option Plan, and the following additional terms and conditions:

(a) **Entitlement**

Subject to any adjustment in accordance with the Option Plan, each Option entitles the holder to subscribe for one Share upon exercise of the Option. Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(b) **Exercise Price**

Subject to any adjustment in accordance with the Option Plan, the amount payable upon exercise of each Option will be \$0.073 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (AEST) on or before 4 October 2021 (**Expiry Date**). An Option not validly exercised by the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

Subject to any applicable restrictions in the Option Plan, an Option is exercisable on and from the date the Option vests on satisfaction or waiver of any vesting conditions in relation to that Option.

(e) **Vesting Conditions**

The Incentive Options are subject to the following vesting condition:

You remain an Eligible Participant (as that term is defined in the Plan) for two (2) continuous years from the Grant Date of the Options.

## ANNEXURE B: ISSUES OF EQUITY SECURITIES SINCE 10 NOVEMBER 2016

| Date               | Quantity  | Class                      | Recipients  | Issue price and discount to Market Price (if applicable) | Form of consideration  |
|--------------------|-----------|----------------------------|---|--|--|
| Issue – 10 Nov 16  | 500,000   | Performance Rights         | Director - Ben Dixon pursuant to employee incentive scheme                              | No issue price – nil cash consideration                  | Non Cash<br>Consideration: Performance based remuneration for services provided to the Company<br>Current value: \$16,000  |
| Issue – 9 Oct 2017 | 3,677,500 | Fully paid Ordinary Shares | Employees pursuant to the employee incentive scheme on conversion of performance rights | No issue price – nil cash consideration                  | Non Cash<br>Consideration: Performance based remuneration for services provided to the Company<br>Current value: \$183,875 |



# Adslot.

Adslot Limited  
ABN 70 001 287 510

## Lodge your vote:

  **Online:**  
[www.investorvote.com.au](http://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](http://www.intermediaryonline.com)

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

ADJ

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

## Proxy Form

XX



### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://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 11.00am (AEDT) on Monday 13 November 2017**

### 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 or abstain as they choose (to the extent permitted by law). 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](http://www.investorcentre.com) under the help tab, "Printable 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

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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 17, 383 Kent Street, Sydney, New South Wales on Wednesday 15 November 2017 at 11.00am (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 Resolutions 1, 4, 5 & 6 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4, 5 & 6 are 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 Resolutions 1, 4, 5 & 6 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 Ms Sarah Morgan as a Director        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 Re-election of Mr Ben Dixon as a Director           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 Approval of Incentive Option Plan                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 Grant of Incentive Options to Director Mr Ben Dixon | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6 Grant of Incentive Options to Director Mr Ian Lowe  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 7 Approval of 10% placement facility                  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## 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 / /

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