



Decimal Software Limited

ACN 009 235 956

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Date of Meeting

28 November 2016

Time of Meeting

1 pm WST

Place of Meeting

The Hay Room BDO, 38 Station Street, Subiaco, WA 6008

A Proxy Form is enclosed

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting please complete and return the enclosed Proxy Form in accordance with the specified directions.

Decimal Software Limited

ACN 009 235 956

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Decimal Software Limited ACN 009 235 956 (Company) will be held at The Hay Room BDO, 38 Station Street, Subiaco, WA 6008 on 28 November 2016 at 1 pm (WST) for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

AGENDA

ORDINARY BUSINESS

Annual Report

To receive and consider the Annual Report, including the Directors' Report and the Auditor's Report for the Company and its controlled entities for the year ended 30 June 2016.

Resolutions

Resolution 1 – Non-binding resolution to adopt Remuneration Report

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, approval is given for the adoption of the Remuneration Report (as contained in the Directors' Report of the Company set out in the Company's 2016 Annual Report) for the year ended 30 June 2016."

Note: Section 250R(3) of the Corporations Act provides that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting prohibition statement: A vote on Resolution 1 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 described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the person is the Chair of the Meeting and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Resolution 2 – Re-election of Jan Kolbusz as a Director

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

"That, Mr Jan Kolbusz, who retires in accordance with article 6.3(c) of the Constitution and, being eligible for re-election, be re-elected as a Director."

Details of Jan Kolbusz are set out in the Explanatory Memorandum.

Resolution 3 – Election of Mark Potts as a Director

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

"That, Mr Mark Potts, having been appointed as a Director on 14 June 2016 in accordance with article 6.2(b) of the Constitution, retires under article 6.3(i) of the Constitution, and being eligible, be elected as a Director of the Company."

Details of Mark Potts are set out in the Explanatory Memorandum.

SPECIAL BUSINESS

Resolution 4 – Ratification of issue of Options to Universal Solutions Pty Ltd

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

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 500,000 Options to Universal Solutions Pty Ltd on 8 September 2016, on the terms and conditions attached as Annexure A and as described in the Explanatory Memorandum."

Voting exclusion statement: The Company will disregard any votes cast on Resolution 4 by:

- (a) Universal Solutions Pty Ltd; and
- (b) an Associate of Universal Solutions Pty Ltd.

However, the Company need not disregard a vote if:

- (a) 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
- (b) 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.

Resolution 5 – Approval of grant of Options to Mark Potts

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the grant of up to 2,000,000 Options to Mark Potts (or his nominee(s)) on the terms and conditions attached as Annexure A and as described in the Explanatory Memorandum."

Voting exclusion statement: The Company will disregard any votes cast on Resolution 5 by:

- (a) Mark Potts; and
- (b) an Associate of Mark Potts.

However, the Company will not disregard a vote if:

- (a) 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
- (b) 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: In accordance with the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company if:

- (a) the person is either:
 - (i) a member of the Key Management Personnel for the Company; or
 - (ii) a Closely Related Party of a member of the Key Management Personnel for the Company; and
- (b) the appointment does not specify the way the proxy is to vote on Resolution 5.

However, this prohibition will not apply if:

- (a) the person is the Chair of the Meeting at which Resolution 5 is voted on; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though Resolution 5 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Resolution 6 – Approval of additional 10% placement capacity

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

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

Voting exclusion statement: *The Company will disregard any votes cast on Resolution 6 by:*

- (a) *a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 6 is passed; and*
- (b) *an Associate of that person.*

However, the Company will not disregard a vote if:

- (a) *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*
- (b) *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.*

Resolution 7 – Renewal of proportional takeover provisions

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That the Company renew the proportional takeover provisions contained in Schedule 5 of the Constitution for a period of three years from the date of the Meeting."

Details of the renewal of the proportional takeover provisions are set out in the Explanatory Memorandum.

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

By order of the Board of Decimal Software Limited



Stef Weber
Company Secretary

Dated: 11 October 2016

Instructions on how to vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice and by submitting their proxy appointment and voting instructions in person, by post, or by facsimile.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. To be effective a certified copy of the power of attorney, or the original power of attorney, must be received by the Company in the same manner, and by the same time as outlined for the Proxy Form below.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

- A Shareholder entitled to attend and cast two or more votes at the Meeting is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. If the Chair of the Meeting is to act as your proxy (whether by

appointment or by default) and you have not given directions on how to vote in the voting directions section of the Proxy Form for Resolutions 1 and 5, the Proxy Form expressly directs and authorises the Chair of the Meeting to cast your votes in favour of the relevant resolution. This express authorisation is included because without it the Chair would be precluded from casting your votes as these resolutions are connected with the remuneration of Key Management Personnel. As Resolution 5 is connected directly with the remuneration of Mr Mark Potts, the intended Chair of the Meeting, the Company intends to have a Director other than Mr Potts act as the Chair the Meeting for the purposes of considering and voting on Resolution 5.

- Should any resolution, other than those specified in this Notice be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting restrictions which apply to some of the proposed Resolutions. These restrictions are explained in this Notice.
- To be effective, proxies must be lodged by 1 pm (WST) on 26 November 2016. Proxies lodged after this time will be invalid.
- Proxies may be lodged using any of the following methods:
 - by returning a completed Proxy Form in person or by post to the Company at Unit 1, 174 Hampden Road, Nedlands, WA 6009; or
 - by faxing a completed Proxy Form to the Company on facsimile number +61 2 8047 8616; or
 - by email to finance@decimal.com.

The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 1 pm (WST) on 26 November 2016. If facsimile transmission is used, the power of attorney must be certified. Please mark them to the attention of the company secretary.

Shareholders who are entitled to vote

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), Shareholders eligible to vote at the Annual General Meeting will be those persons who are registered Shareholders of the Company at 5 pm (WST) on 26 November 2016.

Enquiries

Shareholders are asked to contact the company secretary, Mr Stef Weber, on 1300 220 799 if they have any queries in respect of the matters set out in these documents.

PROXY FORM

Decimal Software Limited
ACN 009 235 956

Appointment of Proxy

If appointing a proxy to attend the Annual General Meeting on your behalf, please complete the form and submit it in accordance with the directions on the reverse side of this page.

I/We _____ of _____, being a Shareholder/Shareholders of Decimal Software Limited, pursuant to my/our right to appoint not more than two proxies, appoint:

<input type="checkbox"/>	The Chair of the Meeting (mark with an "X")	OR		Write here the name of the person you are appointing if this person is someone other than the Chair of the Meeting.
				Write here the name of the person you are appointing as a second proxy (if any).

or failing him/her, (if no proxy is specified above), the Chair of the Annual General Meeting (**Meeting**), as my/our proxy to vote for me/us and on my/our behalf at the Meeting to be held at The Hay Room BDO, 38 Station Street, Subiaco, WA 6008 at 1 pm (WST) on 28 November 2016 and at any adjournment or postponement of that Meeting.

This proxy is to be used in respect of _____% of the ordinary Shares I/we hold.

Voting directions to your Proxy

If the Chair of the Meeting is your proxy or is appointed as your proxy by default, the Chair of the Meeting intends to vote all available undirected proxies in favour of Resolutions 1 to 7.

Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair of the Meeting to vote in accordance with the Chair's voting intentions on all Resolutions (except where I/we have indicated a different voting intention) even though Resolution 1 and Resolution 5 are connected directly or indirectly with the remuneration of Directors and Key Management Personnel, which includes the Chair of the Meeting. As Resolution 5 is connected directly with the remuneration of Mr Mark Potts, the Chair of the Meeting, the Company intends to have an independent Director act as the Chair the Meeting for the purposes of considering and voting on Resolution 5.

RESOLUTION	For	Against	Abstain*
1. Non-binding resolution to adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Jan Kolbusz as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Mark Potts as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of issue of Options to Universal Solutions Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of grant of Options to Mark Potts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of additional 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Renewal of proportional takeover provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

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

PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

If executed by a company, executed in accordance with section 127 of the *Corporations Act 2001* (Cth):

Individual or Shareholder 1	Joint Shareholder 2	Joint Shareholder 3
Sole director and sole company secretary	Director	Director/Company secretary

Date: _____ / _____ 2016

 Contact Name

 Contact Business Telephone/Mobile

INSTRUCTIONS FOR COMPLETING PROXY FORM

1. In the "Appointment of Proxy" section of the Proxy Form:
 - (a) fill in your name and address where indicated;
 - (b) if you wish to appoint the Chair of the Meeting as your proxy, mark the bolded square box with an "X". Alternatively, if you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in the top rectangular box. If you are appointing another person as a second proxy, please write the name of that individual or body corporate in the lower rectangular box; and
 - (c) fill in the percentage of the Shares that you hold that your proxy is to use.
2. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes.
3. A proxy need not be a Shareholder of the Company.
4. You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your Shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.
5. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your Shares are not to be counted in computing the required majority on a poll.
6. Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
7. Completion of a Proxy Form will not prevent individual Shareholders from attending the Annual General Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Annual General Meeting.
8. If a representative of a company Shareholder is to attend the Meeting, a properly executed original (or certified copy) of evidence of appointment is required. The appointment must comply with section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment to including any authority under which it is signed.
9. If a representative as power of attorney of a Shareholder is to attend the Meeting, a certified copy of the power of attorney, or the original power of attorney, must be received by the Company in the same manner, and by the same time as outlined for the Proxy Form in paragraph 11 below.

10. **Signing Instructions**

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

- | | |
|---------------------------|---|
| Individual: | Where the holding is in one name, the holder must sign. |
| Joint Holding: | Where the holding is in more than one name, all of the Shareholders should sign. |
| Power of Attorney: | If you are signing under a power of attorney, you must lodge an original or certified photocopy of the appropriate power of attorney with your completed Proxy Form. |
| Companies: | Where the company has a sole director who is also the sole company secretary, this Proxy Form must be signed by that person.

If the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone.

Otherwise this Proxy Form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing in the appropriate place. |

11. Lodgement of a Proxy

This Proxy Form (and any power of attorney under which it is signed) must be received at the address below not later than 1 pm (WST) on 26 November 2016 (48 hours before the commencement of the Meeting). Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Hand deliveries: Unit 1, 174 Hampden Road, Nedlands, WA 6009

Postal address: Unit 1, 174 Hampden Road, Nedlands, WA 6009

Fax number: +61 2 8047 8616

Email: finance@decimal.com

12. Enquiries

Shareholders are asked to contact the company secretary, Mr Stef Weber, on 1300 220 799 if they have any queries in respect of the matters set out in these documents.

Decimal Software Limited

ACN 009 235 956

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the glossary to the Explanatory Memorandum.

ANNUAL REPORT

The first item of the Notice deals with the presentation of the Annual Report, which includes the Directors' Report, Auditor's Report and Financial Statements for the Company for the year ended 30 June 2016. The Annual Report is available on the Company's website: www.decimal.com.au. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the management of the Company.

The Chair will also give Shareholders a reasonable opportunity to ask the Auditor or the Auditor's representative questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the independent audit report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements;
and
- (d) the independence of the Auditor in relation to the conduct of the audit.

The Chair will also allow a reasonable opportunity for the Auditor or their representative to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act. Any such written questions are required to be submitted at least 5 Business Days (as that term is used in the Corporations Act) prior to the Meeting, pursuant to section 250PA(1) of the Corporations Act.

Written questions must be submitted at the address below not later 5 Business Days (as that term is used in the Corporations Act) in advance of the Annual General Meeting:

Hand deliveries:	Unit 1, 174 Hampden Road, Nedlands, WA 6009
Postal address:	Unit 1, 174 Hampden Road, Nedlands, WA 6009
Fax number:	+61 2 8047 8616
Email:	finance@decimal.com

RESOLUTION 1 – NON BINDING RESOLUTION TO ADOPT REMUNERATION REPORT

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Annual Report be adopted. The Remuneration Report is set out in the Annual Report and is also available on the Company's website: www.decimal.com.au.

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity based compensation.

However, if at least 25% of the votes cast are against adoption (**Strike**) of the remuneration report at two consecutive annual general meetings, the Company will be required to put a resolution to the second annual general meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second annual general meeting. All of the Directors who were in office when the applicable directors' report was approved will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

The Company's remuneration report did not receive a Strike at the Company's 2015 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the Company's 2017 annual general meeting, this may result in the re-election of the Board.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

RESOLUTION 2 – RE-ELECTION OF JAN KOLBUSZ AS A DIRECTOR

The Constitution prescribes a process by which Directors regularly retire from office. Retiring Directors may offer themselves for re-election. Pursuant to article 6.3(c) of the Constitution, Mr Jan Kolbusz, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Mr Kolbusz was the founder and executive director of Decimal Group Pty Ltd, which was acquired by Decimal Software Limited with effect from 11 April 2014. Mr Kolbusz was formerly the Director, Technology and Operations of Asgard. Mr Kolbusz's spent over nine years at Asgard, pioneering portfolio administration platforms, before driving further innovation and profitability following the company's successful acquisition by St George Bank. Mr Kolbusz was also a Director of Consulting at Ernst & Young.

Prior to his time at Ernst & Young, Mr Kolbusz worked for US headquartered Baxter Healthcare, including managing the US to Australia conversions and implementations of integrated hospital systems. Mr Kolbusz began his career working across a variety of technical and management roles on large-scale IBM platforms. Mr Kolbusz is a Fellow of the Institute of Company Directors and has a double major in Mathematics and Computer Science from the University of Western Australia and a Masters in Information Systems from Curtin University.

The Board (with Mr Kolbusz abstaining in respect of his own re-election) unanimously recommends to Shareholders the re-election of Mr Jan Kolbusz.

RESOLUTION 3 – ELECTION OF MARK POTTS AS A DIRECTOR

The Constitution prescribes a process by which Directors who have been appointed by the Board during the year may retire at the next general meeting of the Company. Retiring Directors may offer themselves for re-election.

Pursuant to article 6.3(i) of the Constitution, Mr Mark Potts, being a Director appointed by the Board on 14 June 2016, retires and, being eligible, offers himself for re-election as a Director.

Mr Potts is a senior technology executive and has substantial enterprise software and financial sector experience, having led a distinguished 25-year career in Australia and the US. Mr Potts has worked with Hewlett-Packard Enterprise (HPE), Ajilon, Growth Equities Mutual and Sealcorp, as well as founding a number of successful start-ups.

The Board (with Mr Potts abstaining in respect of his own re-election) unanimously recommends to Shareholders the re-election of Mr Mark Potts.

RESOLUTION 4 – RATIFICATION OF ISSUE OF OPTIONS TO UNIVERSAL SOLUTIONS PTY LTD

4.1 Background

On 8 September 2016, the Company issued 500,000 unlisted Options to Universal Solutions Pty Ltd (a nominee of Mr Glenn Mescher, an advisory consultant to the Company) (**Universal Solutions**). The Options were issued as part of Mr Mescher’s remuneration for his services on the Company’s advisory board.

4.2 Requirement for Shareholder approval to ratify the issue of Options to Universal Solutions

Listing Rule 7.1 provides that without Shareholder approval, a company must not issue or agree to issue new Equity Securities constituting more than 15% of its total issued capital within a 12 month period (excluding any issue of Equity Securities approved by Shareholders and other various permitted exceptions which are not relevant for current purposes).

Listing Rule 7.4 allows an issue of securities made without the approval of Shareholders to be ratified by Shareholders, in order to refresh the 15% capacity under Listing Rule 7.1, provided that at the time the issue was made, the issue was made within the Company’s existing 15% capacity under Listing Rule 7.1.

The Board would like the flexibility to issue further securities over the next 12 months without taking into account the Options issued to Universal Solutions for the purposes of Listing Rule 7.1. Resolution 4 therefore seeks ratification under Listing Rule 7.4 of the issue of the 500,000 Options to Universal Solutions so that these securities are not counted in determining the Company’s capacity to issue up to 15% of its issued ordinary capital under Listing Rule 7.1

4.3 Information required for the purposes of Listing Rule 7.5

The following information in relation to the Options is provided to Shareholders for the purposes of Listing Rule 7.5:

Total number of Options issued	500,000 Options
Issue price of each Option	The Options were granted to Universal Solutions for nil cash consideration.
Terms of the issue	The terms and conditions of the Options are summarised in Annexure A of the Explanatory Memorandum. In particular, the Options were issued in two tranches on the terms set out in the table below:

Tranche	Number of Options	Vesting Date	Expiry Date	Exercise Price
1	250,000	8 September 2017	8 September 2019	\$0.12
2	250,000	8 September 2018	8 September 2020	\$0.24

Allottees	Universal Solutions, a nominee of Mr Glenn Mescher, an advisory consultant to the Company.
Use or intended use of the funds raised	As the Options were issued for nil cash consideration, no funds were raised from the issue of the Options. Any funds raised from the exercise of the Options will be used to build the sales pipeline for Equilize and the Company's more customised offerings across its chosen market segments, and for general working capital requirements.
Voting exclusion statement	A voting exclusion applies to Resolution 4 in the terms set out in the Notice.

4.4 Directors' recommendation

The Board unanimously recommends Shareholders vote in favour of Resolution 4.

RESOLUTION 5 – APPROVAL OF GRANT OF OPTIONS TO MARK POTTS

5.1 Background

The Company proposes to issue Options to Mr Mark Potts, the chairman and a non-executive Director of the Company (or his nominee(s)).

The Board acknowledges the grant of Options to the non-executive directors is contrary to Recommendation 8.2 of the ASX Corporate Governance Principles and Recommendations. However, at this important stage of the Company's development, as both the chairman and a non-executive Director, Mr Potts has a high workload and brings significant expertise and connections to the Company. Further, the grant of Options provides an incentive to strive to further develop the Company by participating in the future growth and prosperity of the Company through Share ownership.

In determining the number, value and terms of the Options to be granted, the Board (excluding Mr Potts) took into account:

- the responsibilities involved in Mr Potts' position as chairman of the Board and his experience and expert knowledge;
- that it aligns remuneration with the future growth and prospects of the Company and the interests of Shareholders by encouraging non-executive Director Share ownership;
- what it considered to be an appropriate assessment of the overall reasonable remuneration for the non-executive chairman of the Board for an organisation of the Company's size and geographical location;
- the issue of options in lieu of cash payments preserves the Company's cash resources and reduces ongoing costs; and
- the significant contribution that Mr Potts is likely to have to the Company's success.

Having considered these factors, the Board (excluding Mr Potts) considers this issue of Options to Mr Potts will encourage productivity, enhance loyalty and provide an incentive for future performance whilst preserving the Company's cash resources.

5.2 Requirement for Shareholder approval for the grant of Options to Mark Potts

Listing Rule 10.11 requires Shareholder approval for the issue of securities (including Options) to a related party of the Company. As a Director, Mr Potts is a related party of the Company. Accordingly, Resolution 5 seeks Shareholder approval for the grant of Options to Mr Potts pursuant to Listing Rule 10.11.

Further, Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of a public company unless either the giving of the financial benefit falls within one of the nominated exceptions or shareholder approval is obtained prior to the giving of the financial benefit.

One of the exceptions to the requirement to obtain Shareholder approval in accordance with Chapter 2E of the Corporations Act applies where the financial benefit constitutes part of the related party's "reasonable remuneration". The Board (other than Mr Potts who was not able to consider the matter due to his interest in the issue of the Options) considers that the issue of the Options constitutes part of Mr Potts' remuneration as an officer of the Company and to give this remuneration is reasonable given the circumstances of both the Company and Mr Potts (including the responsibilities involved in the office that Mr Potts holds as the chairman and a non-executive Director of the Company). Accordingly, the Board (excluding Mr Potts) has decided that Shareholder approval for the purposes of Chapter 2E of the Corporations Act is not required.

5.3 Information required for the purposes of Listing Rule 10.13

Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided for the purposes of obtaining Shareholder approval for Resolution 5:

Name of person receiving securities	The Options are proposed to be granted to Mr Mark Potts, the chairman and a non-executive Director of the Company (or his nominee(s)).																				
Maximum number of securities to be issued	The maximum number of Options to be granted to Mr Potts (or his nominee(s)) is 2,000,000.																				
Date of issue	The Options will be granted to Mr Potts (or his nominee(s)) as soon as practicable following receipt of Shareholder approval, and in any event 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 Listing Rules) and it is anticipated all Options will be issued together on one date.																				
Issue price	The Options will be granted to Mr Potts for nil cash consideration.																				
Use of funds	No funds will be raised by the grant of the Options to Mr Potts. Any funds raised from the exercise of the Options will be used to build the sales pipeline for Eqilize and the Company's more customised offerings across its chosen market segments, and for general working capital requirements.																				
Terms of Options	The terms and conditions of the Options are summarised in Annexure A of the Explanatory Memorandum. In particular, the Options will be issued in three tranches on terms set out in the table below:																				
	<table><thead><tr><th>Tranche</th><th>Number of Options</th><th>Vesting Date</th><th>Expiry Date</th><th>Exercise Price</th></tr></thead><tbody><tr><td>1</td><td>666,666</td><td>Date of issue</td><td>14 June 2018</td><td>\$0.08</td></tr><tr><td>2</td><td>666,666</td><td>14 June 2017</td><td>14 June 2019</td><td>\$0.12</td></tr><tr><td>3</td><td>666,668</td><td>14 June 2018</td><td>14 June 2020</td><td>\$0.24</td></tr></tbody></table>	Tranche	Number of Options	Vesting Date	Expiry Date	Exercise Price	1	666,666	Date of issue	14 June 2018	\$0.08	2	666,666	14 June 2017	14 June 2019	\$0.12	3	666,668	14 June 2018	14 June 2020	\$0.24
Tranche	Number of Options	Vesting Date	Expiry Date	Exercise Price																	
1	666,666	Date of issue	14 June 2018	\$0.08																	
2	666,666	14 June 2017	14 June 2019	\$0.12																	
3	666,668	14 June 2018	14 June 2020	\$0.24																	
Voting exclusion statement	A voting exclusion statement in respect of Resolution 5 is included in the Notice.																				

5.4 ASX Listing Rule 7.1

If Shareholders approve an issue of securities under Listing Rule 10.11, Listing Rule 7.2 (Exception 14) provides that separate approval is not required for the issue of those securities under Listing Rule 7.1. Accordingly, if Resolution 5 is approved, the issue of the relevant Options will not be included in the calculation of the Company's 15% annual placement capacity for the purposes of Listing Rule 7.1.

5.5 Directors' recommendation

For the reasons detailed in section 5.1 above, the Board (in the absence of Mr Potts) believes that the grant of Options to Mr Potts are reasonable and appropriate and constitute an important component in his remuneration package. Accordingly, the Directors (other than Mr Potts who has an interest in the outcome of Resolution 5), recommend that Shareholders approve Resolution 5.

RESOLUTION 6 – APPROVAL OF 10% PLACEMENT FACILITY

6.1 Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital over a 12 month period after the Annual General Meeting at which a resolution for the purposes of Listing Rule 7.1A is passed by special resolution (**Additional 10% Placement Capacity**). The Additional 10% Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An entity will be eligible to seek approval under Listing Rule 7.1A if:

- (a) the entity has a market capitalisation of \$300 million or less; and
- (b) the entity that is not included in the S&P ASX 300 Index.

The Company is an eligible entity for the purposes of Listing Rule 7.1A.

The number of Equity Securities to be issued under the Additional 10% Placement Capacity will be determined in accordance with the formula set out in Listing Rule 7.1A.2.

Resolution 6 seeks Shareholders' approval to issue additional Equity Securities under the Additional 10% Placement Capacity. It is anticipated that funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity would be applied towards achieving the Company's strategy and objectives and for working capital purposes.

6.2 Listing Rule 7.1A

The effect of Resolution 6 will be to permit the Company to issue the Equity Securities under Listing Rule 7.1A during the Additional Placement Period (as defined below) in addition to the Company's 15% placement capacity under Listing Rule 7.1.

Equity Securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of this Notice, the Company has on issue 229,498,524 Shares and 17,833,343 unlisted options (with various exercise prices, expiration dates and other terms).

Based on the number of Shares on issue at the date of this Notice, the Company will have 229,498,524 Shares on issue and therefore, subject to Shareholder approval being obtained under Resolution 6, 22,949,852 Equity Securities will be permitted to be issued in accordance with Listing Rule 7.1A. Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the Additional 10% Placement Capacity is a moving calculation and will be based the formula set out in Listing Rule 7.1A.2 at the time of issue of the Equity Securities, that formula is:

(A x D) – E

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (a) plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
 - (b) plus the number of partly paid Shares that became fully paid in the 12 months;
 - (c) plus the number of fully paid Shares issued in the 12 months with approval of holders of Shares under Listing Rules 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;
 - (d) 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 Rules 7.1 or 7.4.

The table below demonstrates various examples as to the number of Equity Securities that may be issued under the Additional 10% Placement Capacity.

TABLE A

Variable 'A' in Listing Rule 7.1A.2	Number of Shares issued and funds raised under the Additional 10% Placement Capacity and dilution effect	Dilution		
		\$0.0275 Issue Price at half the current market price (as at close of trade on 10 October 2016)	\$0.055 Issue Price at current market price (as at close of trade on 10 October 2016)	\$0.11 Issue Price at double the current market price (as at close of trade on 10 October 2016)
Current Variable 'A' 229,498,524 Shares	Shares issued	22,949,852	22,949,852	22,949,852
	Funds raised	\$631,121	\$1,262,242	\$2,524,484
	Dilution	10%	10%	10%
50% increase in current Variable 'A' 344,247,786 Shares	Shares issued	34,424,778	34,424,778	34,424,778
	Funds raised	\$946,681	\$1,893,363	\$3,786,726
	Dilution	10%	10%	10%
100% increase in current variable 'A' 458,997,048 Shares	Shares issued	45,899,704	45,899,704	45,899,704
	Funds raised	\$1,262,242	\$2,524,484	\$5,048,968
	Dilution	10%	10%	10%

Note: This table assumes:

- The Company issues the maximum number of Equity Securities available under the Additional 10% Placement Capacity.
- No Options are exercised before the date of the issue of the Equity Securities.

- *The issue of Equity Securities under the Additional 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes quoted Options, for the purposes of the above table, it is assumed that those quoted Options are exercised into Shares for the purposes of calculating the voting dilution effect on existing Shareholders.*
- *The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.*

The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

Resolution 6 is a special resolution, requiring approval of 75% or more 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) in order to be passed.

6.3 Specific information required by Listing Rule 7.3A

The following information in relation to the Shares proposed to be issued is provided to Shareholders for the purposes of Listing Rule 7.3A:

- The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days immediately before:
 - the date on which the price at which the Equity Securities are to be issued is agreed; or
 - if the Equity Securities are not issued within five Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- If Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Capacity, the existing Shareholders' economic and voting interests in the Company will be diluted. There is also a risk that:
 - the market price for the Company's 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; and
 - the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities.
- Table A above shows the dilution of existing Shareholders upon the issue of the maximum number of Equity Securities under the Additional 10% Placement Capacity, using different variables for the number of ordinary securities for variable 'A' (as defined in Listing Rule 7.1A) and the market price of Shares. It is noted that variable 'A' is based on the number of ordinary securities the Company has on issue at the time of the proposed issue of Equity Securities.

The table shows:

- examples of where variable 'A' is at its current level, and where variable 'A' has increased by 50% and by 100%;
 - examples of where the issue price of ordinary securities is the current market price as at close of trade on 10 October 2016, being \$0.055, (the current market price as at the trading day immediately prior to the date of this Notice), where the issue price is halved, and where it is doubled; and
 - the dilutionary effect will always be 10% if the maximum number of Equity Securities that may be issued under the Additional 10% Placement Capacity are issued.
- Approval of the Additional 10% Placement Capacity will be valid during the period (**Additional Placement Period**) from the date of the Annual General Meeting and will expire on the earlier of:

- (iv) the date that is 12 months after the date of the Annual General Meeting; and
 - (v) 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).
- (e) The Company may seek to issue the Equity Securities for the following purposes:
- (i) if Equity Securities are issued for cash consideration, the Company intends to use the funds for further development of its business, achieving its strategic objectives and for working capital purposes; and
 - (ii) if Equity Securities are issued for non-cash consideration, for the acquisition of new projects and investments. If Equity Securities are issued for non-cash consideration, the Company will comply with the minimum issue price limitation under Listing Rule 7.1A.3 in relation to such issue and will release the valuation of the non-cash consideration to the market.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.3 and 3.10.5A upon issue of any Equity Securities.

- (f) The identity of the persons to whom Shares will be issued is not yet known and will be determined on a case by case basis having regard to market conditions at the time of the proposed issue of Equity Securities, including consideration of matters including, but not limited to:
- (i) the ability of the Company to raise funds at the time of the proposed issue of Equity Securities and whether the raising of any funds under such placement could be carried out by means of an entitlements offer, or a placement and an entitlements offer;
 - (ii) the financial situation and solvency of the Company; and
 - (iii) advice from the Company's professional advisers, including corporate, financial and broking advisers (if applicable).

The persons to whom Shares will be issued under the Additional 10% Placement Capacity have not been determined as at the date of this Notice, but will not include related parties (or their Associates) of the Company.

- (g) The Company has in November 2013, November 2014 and November 2015 obtained Shareholder approval under Listing Rule 7.1A.
- (h) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not determined its allocation policy for the issue of Equity Securities under the Additional 10% Placement Capacity, other than noting the persons to whom Shares will be issued will be determined on a case by case basis having regard to the factors outlined in paragraph (f) above. The Company has not approached, and has not yet determined to approach, any particular existing security holders to participate in an offer under the Additional 10% Placement Capacity, therefore no existing security holders' votes would be excluded under the voting exclusion statement included in this Notice.

6.4 Additional information requirements under Listing Rule 7.3A.6

As stated above, the Company previously obtained Shareholder approval under Listing Rule 7.1A on 30 November 2015. In the 12 months preceding the date of the Meeting, the Company has issued 50,000,000 Shares and 9,000,000 Options for a total number of Equity Securities issued of 59,000,000.

At the commencement of the 12 month period preceding the Meeting, the Company had 179,498,524 Shares on issue. Therefore, in the 12 months since the Meeting, the Equity Securities issued represent 32.87% of the Shares on issue at the commencement of the 12 month period.

Details of Equity Securities issued in the 12 months preceding the Meeting are set out in Annexure B.

6.5 Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 6.

RESOLUTION 7 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS

7.1 Background

The Constitution currently contains proportional takeover approval provisions requiring Shareholders to approve any takeover offer for only a proportion of each Shareholder's Shares (Schedule 5 of the Constitution). These provisions are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company.

In accordance with the Corporations Act and the Constitution, the proportional takeover provisions expire three years from their adoption, or if renewed, from the date of renewal.

The Company last renewed its proportional takeover provisions on 20 November 2013. Accordingly, Schedule 5 will cease to operate from 20 November 2016.

Renewal of the proposed proportional takeover provisions must be approved by a special resolution, requiring 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).

If renewed, the proposed proportional takeover provisions will be in exactly the same terms as the existing provisions and will have effect for a three year period commencing on 28 November 2016.

Schedule 5 of the Constitution is set out in full in Annexure C of this Notice.

7.2 What is a proportional takeover?

A proportional takeover bid is a takeover offer sent to all Shareholders, but only in respect of a specified portion of each Shareholder's shares. Accordingly, if a Shareholder accepts in full the offer under a proportional takeover bid, the Shareholder will dispose of the specified portion of their shares in the Company and retain the balance of the shares.

7.3 Effect

If a proportional takeover bid is made, the Directors must:

- (a) convene a general meeting no less than 14 days before the end of the bid period; and
- (b) allow Shareholders to vote on a resolution to approve the proportional takeover bid.

The bidder and its associates are not allowed to vote on the resolution.

If the bid is rejected, binding acceptances are required to be rescinded, and all unaccepted offers and offers failing to result in binding contracts are taken to have been withdrawn.

If the bid is approved, the transfers resulting from the bid may be registered provided they comply with other provisions of the Corporations Act and the Constitution.

If no resolution is voted on by the above deadline, a resolution approving the bid is taken to have been passed.

If Resolution 7 is passed, the proportional takeover provisions do not apply to full takeover bids and will only apply until 28 November 2019, unless again renewed by Shareholders.

7.4 Knowledge of acquisition proposals

As at 10 October 2016, being the last date prior to the finalisation of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

7.5 Reasons for renewal

As a proportional takeover bid involves an offer for only a proportion of each Shareholder's Shares, a bidder may acquire control of the Company:

- (a) without Shareholders having the chance to sell all their Shares, leaving them as part of a minority interest in the Company; and
- (b) without payment of an adequate control premium.

The Board considers that the proportional takeover provisions should be renewed as they lessen the risk of a bidder obtaining control without adequately compensating existing Shareholders as they allow Shareholders to decide collectively whether a proportional takeover bid is acceptable and appropriately priced.

7.6 Impact of existing proportional takeover provisions

While the existing proportional takeover provisions have been in effect, no takeover bids for the Company have been made, either proportional or otherwise.

Accordingly, no actual advantages or disadvantages of the existing proportional takeover provisions, for the Directors or the Shareholders, could be reviewed.

The Directors are not aware of any potential takeover bid that was discouraged by the inclusion of proportional takeover provisions in the Company's constitution.

7.7 Advantages and disadvantages for Shareholders

Advantages

Renewal of the proportional takeover provisions provide Shareholders:

- (a) the right to decide whether a proportional takeover bid should proceed;
- (b) protection from being locked in as a minority Shareholder;
- (c) increased bargaining power; and
- (d) the view of majority of Shareholders which may assist individual Shareholders to decide whether to accept or reject an offer under proportional takeover bid.

Disadvantages

Renewal of the proportional takeover provisions may:

- (a) discourage proportional takeover bids;
- (b) reduce Shareholders' opportunities to sell Shares at a premium;
- (c) restrict the ability of individual Shareholders to deal with their Shares as they see fit; and
- (d) reduce the likelihood of a proportional takeover bid succeeding.

7.8 Advantages and disadvantages for Directors

The re-insertion of the proportional takeover approval provision will enable the Directors to formally ascertain the views of Shareholders in respect of a proportional takeover bid. Without such provisions, the Directors are dependent upon their perception of the interests and views of Shareholders.

Other than this advantage, the Directors consider that insertion of such a provision has no potential advantages or potential disadvantages for them as they remain free to make a recommendation on whether a proportional takeover offer should be accepted.

7.9 Directors' recommendation

The Board considers that the potential advantages for Shareholders of the proportional takeover approval provisions outweigh the potential disadvantages.

The Board unanimously recommends that Shareholders vote in favour of Resolution 7.

GLOSSARY

Additional 10% Placement Capacity has the meaning given to that term in section 6.1 of the Explanatory Memorandum.

Additional Placement Period has the meaning given to that term in section 6.3 of the Explanatory Memorandum.

Annexure means an annexure to the Explanatory Memorandum.

Annual General Meeting or Meeting means the Company's 2016 annual general meeting.

Annual Report means the Company's annual report for the year ended 30 June 2016.

Auditor's Report means the auditor's report on the Financial Report.

Associate has the meaning given to that term in the Listing Rules.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Auditor means the Company's auditor from time to time.

Board means the board of Directors of the Company.

Chair means the individual elected to chair any meeting of the Company from time to time.

Closely Related Party has the meaning given to that term in the Corporations Act, under which a Closely Related Party of a member of the Key Management Personnel refers to a company the member controls, the member's spouse, child or dependant (or a child or dependant of the member's spouse), or anyone else who is one of the member's family and may be expected to influence or be influenced by the member in the member's dealings with the entity.

Company means Decimal Software Limited ACN 009 235 956.

Constitution means the Company's constitution, as amended from time to time.

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

Directors means the directors of the Company.

Directors' Report means the directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities for the year ended 30 June 2016.

Equity Incentive Plan means the Company's equity incentive plan as detailed in the Company's 2014 notice of annual general meeting and disclosed to ASX on 15 October 2014.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Financial Report means the financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities for the year ended 30 June 2016.

Key Management Personnel has the meaning given to that term in the Corporations Act and refers to those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

Listing Rules means the ASX Listing Rules.

Notice means the notice convening the Meeting and the associated Explanatory Memorandum.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report contained in the Directors' Report.

Resolution means a resolution contained in the Notice.

Shareholder means a member of the Company from time to time.

Shares means ordinary shares in the capital of the Company.

Spill Meeting has the meaning given to that term in the Explanatory Memorandum for Resolution 1.

Spill Resolution has the meaning given to that term in the Explanatory Memorandum for Resolution 1.

Strike has the meaning given to that term in the Explanatory Memorandum for Resolution 1.

Trading Day has the meaning given to that term in the Listing Rules.

Universal Solutions has the meaning given to that term in section 4.1 of the Explanatory Memorandum.

WST means Australian Western Standard Time.

ANNEXURE A – TERMS OF THE OPTIONS

The terms of the Options the subject of Resolution 4 and Resolution 5 are summarised below:

- (a) Each Option entitles the Optionholder to subscribe for and be issued one Share in the Company on exercise of the Option and payment of the exercise price.
- (b) Application will not be made for official quotation of the Options on the ASX or any other financial market.
- (c) The Options are exercisable on or before 5pm (WST) on the relevant expiry date by completing an option exercise notice and delivering it to the Company's registered office with the exercise monies.
- (d) The Company must give the holder of each Option a certificate or holding statement stating the number of Options issued to each holder, the exercise price of the Options and the date of issue of the Options.
- (e) An Optionholder may at any time up to the expiry date give an exercise notice to the Company or its share registry requiring the Company to issue Shares on exercise of the Options, accompanied by payment of the exercise price in full for each Option exercised. Any Option not exercised automatically expires on the expiry date.
- (f) Options may only be exercised during the hours of 8.30am to 5.00pm (WST) on a day which ASX is open for trading ("Business Day"). A notice in writing received outside of these times will be deemed received at 8.30am on the next Business Day.
- (g) The exercise notice must be accompanied by the certificate or holding statement for the Options being exercised and a cheque made payable to the Company for the exercise price for the Options being exercised.
- (h) The Options will be deemed to have been exercised on the date the exercise notice is received or deemed to be received by the Company or its share registry.
- (i) On exercise of Options, the Company must allot to the holder the number of Shares for which the Options are exercised and deliver a holding statement with respect to such Shares within 10 Business Days of receipt of the exercise notice.
- (j) Options are not transferable except as required by law or the ASX Listing Rules.
- (k) If the Board determines that an Optionholder has acted fraudulently, dishonestly or has willfully breached his or her obligations to the Company then the Board may determine that their Options shall automatically lapse upon written notification to the Optionholder.
- (l) All Shares issued upon exercise of the Options will rank equally in all respects with the Company's then issued Shares. If the Company's Shares are listed on ASX or any other financial market, the Company will apply for quotation of the Shares within 5 business days of issuing the Shares.
- (m) There are no dividend, voting or participating rights or entitlements inherent in the Options, and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, Optionholders will be given a reasonable opportunity to exercise any Options prior to the date for determining entitlements to participate in any such issue.
- (n) A holder cannot participate in a bonus issue or new issue of securities in the Company without first exercising the Options. Holders who exercise their Options before the applicable record date for a bonus issue or new issue will be entitled to participate in the new issue.
- (o) An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.
- (p) If there is a pro rata issue (other than a bonus issue) to the holders of Shares during the currency of, and prior to the exercise of any Options, the exercise price of an Option will be adjusted in the manner provided in the Listing Rules.

- (q) If there is a bonus issue (**Bonus Issue**) to the holders of Shares in the Company, the number of Shares over which the Options are exercisable will be increased by the number of Shares which the holder would have received if the Options had been exercised before the record date for the Bonus Issue (**Bonus Shares**). The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and upon issue rank equally in all respects with the other shares of the class on issue as at the date of issue of the Bonus Shares.
- (r) In the event of a re-organisation of the issued capital of the Company prior to the expiry date of an Option, the Options must be re-organised in accordance with the ASX Listing Rules which apply at that time.
- (s) The Company is entitled to treat the registered holder of an Option as the absolute holder of that Option and is not bound to recognise any equitable or other claim to, or interest in, that Option on the part of any person other than the registered holder, except as ordered by a court of competent jurisdiction or as required by statute.

ANNEXURE B – INFORMATION REQUIRED FOR THE PURPOSES OF LISTING RULE 7.3A.6(B)

Date of Issue	Number of Equity Securities issued	Class of Equity Security	Summary of Terms	Investor / Recipient	Price of Equity Securities issued	Cash/Non-cash consideration	Current value of non-cash consideration
3 December 2015	26,000,000	Shares ¹	Same as existing Shares	Various sophisticated and professional investors	\$0.07 per Share (representing a discount of 22% to the market price at the time of issue)	\$1,820,000. The Company has spent all of this amount to continue to develop the Company's ground-breaking digital advice software packages, in addition to growing the Company's client base, customer reach and for working capital purposes.	N/A
27 January 2016	24,000,000	Shares ¹	Same as existing Shares	Various sophisticated and professional investors	\$0.07 per Share (representing a premium of 7.7% to the market price at the time of issue)	\$1,680,000 The Company has spent a net amount of \$532,000 of this amount to continue to develop the Company's ground-breaking digital advice software packages, in addition to growing the Company's client base, customer reach and for working capital purposes. The Company intends to use the remaining amount for similar purposes.	N/A

¹ The terms of fully paid ordinary shares are set out in the Constitution. This includes the right to share in the surplus assets of the Company on a winding up, the right to dividends and to attend and vote at general meetings.

27 January 2016	1,333,333	Unlisted options ²	Unlisted options, vesting on 23 November 2016, exercise price \$0.18, expiring on 23 November 2018	Nic Pollock	\$0.18 per option (representing a premium of 177% to the market price at the time of issue)	Non-cash. Issued as employee incentives under the Equity Incentive Plan.	N/A
27 January 2016	1,333,333	Unlisted options ²	Unlisted options, vesting on 23 November 2017, exercise price \$0.35, expiring on 23 November 2019	Nic Pollock	\$0.35 per option (representing a premium of 438% to the market price at the time of issue)	Non-cash. Issued as employee incentives under the Equity Incentive Plan.	N/A
27 January 2016	1,333,334	Unlisted options ²	Unlisted options, vesting on 23 November 2018, exercise price \$0.60, expiring on 23 November 2020	Nic Pollock	\$0.60 per option (representing a premium of 823% to the market price at the time of issue)	Non-cash. Issued as employee incentives under the Equity Incentive Plan.	N/A
27 January 2016	500,000	Unlisted options ³	Unlisted options, vesting on issue date, exercise price \$0.12 expiring on 27 January 2019	Robert Kirtlan	\$0.12 per option (representing a premium of 85% to the market price at the time of issue)	Non cash. Issued to non-executive Director as part of his remuneration.	N/A
27 January 2016	500,000	Unlisted options ³	Unlisted options, vesting on issue date, exercise price \$0.12 expiring on 27 January 2019	Gary Cox	\$0.12 per option (representing a premium of 85% to the market price at the time of issue)	Non cash. Issued to non-executive Director as part of his remuneration.	N/A
27 January 2016	2,500,000	Unlisted options ²	Unlisted options, vesting on issue date, exercise price \$0.12 expiring on 27	Jan Kolbusz	\$0.12 per option (representing a premium of 85% to the	Non-cash. Issued as employee incentives under the Equity Incentive Plan.	N/A

² These unlisted options were issued under the terms of the Equity Incentive Plan, as detailed in the Company's 2014 notice of annual general meeting and disclosed to ASX on 15 October 2014.

³ The full terms and conditions of these options are set out in annexure C of the Company's 2016 notice of general meeting, as disclosed to ASX on 16 December 2015.

			January 2019		market price at the time of issue)		
24 March 2016	333,333	Unlisted options ²	Unlisted options, vesting on 24 March 2017, exercise price \$0.15, expiring on 24 March 2019	Stewart Cochrane	\$0.15 per option (representing a premium of 178% to the market price at the time of issue)	Non-cash. Issued as employee incentives under the Equity Incentive Plan.	N/A
24 March 2016	333,333	Unlisted options ²	Unlisted options, vesting on 24 March 2018, exercise price \$0.35, expiring on 24 March 2020	Stewart Cochrane	\$0.35 per option (representing a premium of 548% to the market price at the time of issue)	Non-cash. Issued as employee incentives under the Equity Incentive Plan.	N/A
24 March 2016	333,334	Unlisted options ²	Unlisted options, vesting on 24 March 2019, exercise price \$0.60, expiring on 24 March 2021	Stewart Cochrane	\$0.60 per option (representing a premium of 1011% to the market price at the time of issue)	Non-cash. Issued as employee incentives under the Equity Incentive Plan.	N/A
8 September 2016	250,000	Unlisted options ⁴	Unlisted options vesting on 8 September 2017, exercise price \$0.12, expiring on 8 September 2019	Universal Solutions	\$0.12 per option (representing a premium of 140% to the market price at the time of issue)	Non-cash. The options were issued for nil consideration.	N/A
8 September 2016	250,000	Unlisted options ⁴	Unlisted options vesting on 8 September 2018, exercise price \$0.24, expiring on 8 September 2020	Universal Solutions	\$0.24 per option (representing a premium of 380% to the market price at the time of issue)	Non-cash. The options were issued for nil consideration.	N/A

⁴ The full terms and conditions of these options are set out in Annexure A.

ANNEXURE C – PROPORTIONAL TAKEOVER PROVISIONS

Schedule 5 – Proportional Takeover Bid Approval

1 Definitions

In this Schedule:

Approving Resolution means a resolution to approve a proportional takeover bid in accordance with this Schedule.

Deadline means the 14th day before the last day of the bid period for a proportional takeover bid.

Voter means a person (other than the bidder under a proportional takeover bid or an associate of that bidder) who, as at the end of the day on which the first offer under that bid was made, held bid class securities for that bid.

2 Refusal of Transfer

2.1 Requirement for an Approving Resolution

- (a) The Company must refuse to register a transfer of Shares giving effect to a takeover contract for a proportional takeover bid unless and until an Approving Resolution is passed in accordance with this Schedule 5.
- (b) This Schedule 5 ceases to apply on the 3rd anniversary of its last adoption, or last renewal, in accordance with the Corporations Act.

2.2 Voting on an Approving Resolution

- (a) Where offers are made under a proportional takeover bid, the Directors must, call and arrange to hold a meeting of Voters for the purpose of voting on an Approving Resolution before the Deadline.
- (b) The provisions of this Constitution concerning meetings of Members (with the necessary changes) apply to a meeting held under paragraph 2.2(a).
- (c) Subject to this Constitution, every Voter present at the meeting held under paragraph 2.2(a) is entitled to one vote for each Share in the bid class securities that the Voter holds.
- (d) To be effective, an Approving Resolution must be passed before the Deadline.
- (e) An Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected.
- (f) If no Approving Resolution has been voted on as at the end of the day before the Deadline, an Approving Resolution is taken, for the purposes of this Schedule, to have been passed in accordance with this Schedule.