
TEMPO AUSTRALIA LIMITED

ACN 000 689 725

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00AM (WST)

DATE: 30 April 2019

PLACE: Four Points Sheraton
Ground Floor, Subiaco Theatre,
707 Wellington St,
Perth WA 6000

The business of the Meeting affects your shareholding and your vote is important.

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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00PM (WST) on 28 April 2019.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2018 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, 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 Company's annual financial report for the financial year ended 31 December 2018."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

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:

(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(b) the voter is the Chair and the appointment of the Chair as proxy:

(i) does not specify the way the proxy is to vote on this Resolution; and

(ii) 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. RESOLUTION 2 – ELECTION OF DIRECTOR – GUIDO BELGIORNO-NETTIS

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

"That, for the purpose of clause 14.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Guido Belgiorno-Nettis, a Director who was appointed as an additional Director on 10 December 2018, retires, and being eligible, is elected as a Director."

4. RESOLUTION 3 – ELECTION OF DIRECTOR – DAVID IVERACH

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

"That, for the purpose of clause 14.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr David Iverach, a Director who was appointed as an additional Director on 10 December 2018, retires, and being eligible, is elected as a Director."

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – IAN WIDDICOMBE

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

"That, for the purpose of clause 14.2 of the Constitution and for all other purposes, Mr Ian Widdicombe, a Director, retires by rotation, and being eligible, is re-elected as a Director."

6. RESOLUTION 5 – RENEWAL OF ADOPTION OF EMPLOYEE INCENTIVE PLAN

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

"That, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled Employee Share Incentive Right Plan and for the issue of securities under that Plan, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of any Director except one who is ineligible to participate in any employee incentive scheme in relation to the Company, or any associates of those Directors. 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:

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

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) 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. RESOLUTION 6 – APPROVAL OF 10% PLACEMENT CAPACITY

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company will 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.

Dated: 22 March 2019

By order of the Board



**Scott Macdonald
Chief Financial Officer and Company Secretary**

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9460 1500.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2018 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.tempoaust.com.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – MR GUIDO BELGIORNO-NETTIS

3.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Belgiorno-Nettis, having been appointed by other Directors on 10 December 2018 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

3.2 Qualifications and other material directorships

Mr Belgiorno-Nettis is currently Non-executive Chairman of the Company having been appointed by the Directors on 10 December 2018. Previously Mr Belgiorno-Nettis was a Director of the Company from 20 December 2016 to 11 November 2018.

Mr Belgiorno-Nettis is currently a member of the Group's Nominations and Remuneration Committee; the Risk, HSE and Commercial Committee and the Audit Committee. During his appointment as a Non-Executive Director, but prior to his appointment as Non-Executive Chairperson, Mr Belgiorno-Nettis was the Chairperson of the Group's Risk, HSE and Commercial Committee and a member of the Nominations and Remuneration Committee and the Audit Committee.

Mr Belgiorno-Nettis is Managing Director of the private company, Transfield Holdings Pty Ltd, which changed business focus in 2001 from Engineering and Construction to private equity. Leading up to this change, Mr Belgiorno-Nettis held a number of key positions within the Transfield Group, including Managing Director, CEO Transfield Engineering and Construction, and Project Development Director. In 2015 he started his own Family Office – Angophora Capital Pty Ltd. Mr Belgiorno-Nettis is Chairperson of the Australian Chamber Orchestra, and a Member of the Australian School of Business Advisory Council. He was named a Member of the Order of Australia in 2007 for service to the construction industry and the arts. He holds a Bachelor of Engineering from UNSW and an MBA from AGSM and is a fellow of Engineers Australia.

Mr Belgiorno-Nettis does not currently hold a directorship in any other listed companies, nor has he for the previous three years.

3.3 Independence

If elected the board does not consider Mr Belgiorno-Nettis will be an independent director.

3.4 Board recommendation

The Board supports the re-election of Mr Belgiorno-Nettis and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – ELECTION OF DIRECTOR – MR DAVID IVERACH

4.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Iverach, having been appointed by other Directors on 10 December 2018 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

4.2 Qualifications and other material directorships

Mr Iverach is currently Non-executive Director of the Company having been appointed by the Directors on 10 December 2018. Previously Mr Iverach was an Alternative Director of the Company to Mr Belgiorno-Nettis from 20 December 2016 to 21 March 2018.

Mr Iverach is the current Chairperson of the Group's Nominations and Remuneration Committee and the Risk, HSE and Commercial Committee and a member of the Audit Committee.

David is the Senior Advisor to the owners of Transfield Holdings and Investment Director at Angophora Capital, the private company of one of the Transfield owners. He is also Chairperson of BioPower Systems (a start-up wave energy company) and a Shadow Director of Sydney Harbour Tunnel (toll road). Former directorships include Perisher Ski Resort, Australian Biodiesel Group and Brisbane Airtrain.

He has over 40 years' experience at the executive level in the private and public sectors. David has held a number of executive positions in his 25 years with Transfield including at various times CEO Investments, CEO Energy, CEO

Corporate Services, Commercial Manager Construction and Executive Manager Project Development. He played leading roles in the development of several landmark projects including the Nam Theun 2 hydro scheme in Laos, the Sydney Airport railway and privatised water treatment plants. He also played a key role in the formation of Transfield's services business, now the Spanish owned BroadSpectrum. Prior to joining Transfield, he was Director General of Transport in the NSW Government (under the Unsworth and Greiner Governments). Other Government positions included Head of Research Coordination at the Public Service Board and Principal Engineer in the Environment Protection Authority.

4.3 Independence

If elected the board does not consider Mr Iverach will be an independent director.

4.4 Board recommendation

The Board supports the re-election of Mr Iverach and recommends that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – IAN WIDDICOMBE

5.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Ian Widdicombe, who has served as a director since 13 June 2017, retires by rotation and seeks re-election.

5.2 Qualifications and other material directorships

Ian Widdicombe was appointed to the Board in June 2017.

With over 30 years' experience in the oil and gas industry with both operators and contractors in Australia, Europe and Asia, Ian has strong credentials in operational delivery and corporate oversight. Previously with Woodside, he held Vice President roles in Projects and in Subsea and Pipelines.

During his tenure, he established and led the Karratha Life Extension Program and was Project Manager for the Angel Project. Prior to Woodside, Ian was Regional Manager Asia Pacific for DOF Subsea Group and Offshore Operations Manager for Clough.

Ian holds a Civil Engineering Degree from the Swinburne University in Melbourne.

5.3 Independence

If elected the Board considers that Mr Widdicombe will be an independent director.

5.4 Board recommendation

The Board supports the re-election of Mr Widdicombe and recommends that Shareholders vote in favour of Resolution 4.

6. RESOLUTION 5 – RENEWAL OF ADOPTION OF EMPLOYEE INCENTIVE PLAN

Resolution 5 seeks Shareholder approval for the renewal of the adoption of the employee share incentive scheme titled "Employee Share Incentive Right Plan" (**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.

The Company has an existing employee incentive plan approved by Shareholders at the Company's 2016 annual general meeting held on 31 May 2016. The approval for that plan will expire on 31 May 2019, and from that date the Company will be without an exempt employee incentive plan that it can rely upon as an exception to ASX Listing Rule 7.1. The Plan being put to Shareholders for adoption at the Meeting will be on the same terms and conditions as the plan approved at the Company's 2016 annual general meeting and has not been amended.

If this Resolution is passed, the Company will be able to issue Performance Rights or Options (**Incentive Rights**) under the 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 11,645,000 Incentive Rights have previously been issued under the Plan as approved by shareholders at the Company's 2016 annual general meeting. The only securities currently on issue are 500,000 Performance Rights held by Mr Ian Lynass. All other securities which have been issued pursuant to the Plan to current or former employees or Directors of the Company have either been forfeited (being 8,995,000 Incentive Rights) (as a result of the relevant performance milestones and/or vesting conditions attached to those securities having not been met) or Vested and converted by the holder (being 2,150,000 Shares purchased on market).

The objective of the Plan is to provide incentives to the Directors and employees of the Group to remain with the Group and to improve longer-term performance of the Group, and to recognise their contribution to the Group's success.

Any future issues of Incentive Rights under the 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.

The key terms and conditions of the Plan are set out in Schedule 1. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary, Scott Macdonald.

Shareholders are invited to contact the Company if they have any queries or concerns.

7. RESOLUTION 6 – APPROVAL OF 10% PLACEMENT CAPACITY

7.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$22,154,022 (based on the number of Shares on issue and the closing price of Shares on the ASX on 20 March 2018).

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.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: TPP).

If Shareholders approve Resolution 6, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

Resolution 6 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 6 for it to be passed.

7.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 6:

- (a) **Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded 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 ASX trading days of the date in Section 7.2(a)(i), the date on which the Equity Securities are issued.

(b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under ASX Listing Rule 7.1A ceases to be valid),

(10% Placement Capacity Period).

(c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 6 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 20 March 2018.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Issue Price (per Share)	Dilution		
		\$0.046 (50% decrease in Issue Price)	\$0.092 Issue Price	\$0.138 (50% increase in Issue Price)
240,804,581 (Current Variable A)	Shares issued - 10% voting dilution	24,080,458 Shares	24,080,458 Shares	24,080,458 Shares
	Funds raised	\$1,107,701	\$2,215,402	\$3,323,103
361,206,872 (50% increase in Variable A)	Shares issued - 10% voting dilution	36,120,687 Shares	36,120,687 Shares	36,120,687 Shares
	Funds raised	\$1,661,552	\$3,323,103	\$4,984,655
481,609,162 (100% increase in Variable A)	Shares issued - 10% voting dilution	48,160,916 Shares	48,160,916 Shares	48,160,916 Shares
	Funds raised	\$2,215,402	\$4,430,804	\$6,646,206

Notes:

1. The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.
2. The table above uses the following assumptions:
 - (i) There are currently 240,804,581 Shares on issue.
 - (ii) The issue price set out above is the closing price of the Shares on the ASX on 20 March 2018.
 - (iii) The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
 - (iv) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
 - (v) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.

- (vi) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (vii) This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- (viii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (ix) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for working capital, the acquisition of new assets or to repay debt; or
- (ii) as non-cash consideration for the acquisition of new assets and investments (in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX listing Rule 7.1A.3).

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) **Allocation policy under the 10% Placement Capacity**

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 31 May 2018 (**Previous Approval**).

The Company has not issued any Equity Securities pursuant to the Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 31 May 2018, the Company has not issued any Equity Securities under any other purpose.

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- (ii) the information required by ASX Listing Rule 3.10.5A for release to the market.

(h) **Voting Exclusion**

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 6.

10% Placement Capacity has the meaning given in Section 7.1.

\$ means Australian dollars.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities & Investments Commission.

ASX300 is a market-capitalisation weighted and float-adjusted stock market index of the largest 300 companies listed on the Australian Stock Exchange from Standard and Poor's.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of Directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Tempo Australia Limited (ACN 000 689 725).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Employee has the meaning given in Schedule 1.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Group means the Company and each of its subsidiaries from time to time.

Incentive Right Holder means the holder of an Incentive Right issued under the Plan.

Incentive Rights has the meaning given in Section 6.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Market Price means, in relation to a particular date, the weighted average market price per Share (weighted by reference

to volume) during five consecutive trading days on the ASX ending on the day before the particular date.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Offer means an offer in writing made by the Board to an Eligible Employee to take up Incentive Rights under the Plan.

Option means an option to acquire a Share, including an option issued under the Plan.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Performance Right means a performance right granted pursuant to the terms and conditions of the Plan.

Plan means the Company's employee share incentive right plan as defined in Section 6 and summarised in Schedule 1.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 31 December 2018.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Trust means the "Tempo Australia Ltd Employee Share Trust", being an employee share trust established by the Company for the sole purpose of subscribing for or acquiring on-market, delivering, allocating and holding Shares in the Company for the benefit of an Incentive Right Holder and any other Eligible Employee to whom the Company has issued Incentive Rights from time to time.

Trust Deed means the trust deed entered into between the Company and the Trustee on 21 March 2016.

Trustee means Pacific Custodians Pty Ltd (ACN 009 682 866), which has been appointed by the Company, and which has agreed to act, as the initial trustee of the Trust on the terms and conditions set out in the Trust Deed, or any other trustee of the Trust appointed in accordance with the Trust Deed from time to time.

Variable A means "A" as set out in the formula in ASX Listing Rule 7.1A(2).

Vesting Conditions means one or more conditions (if any) as determined by the Board to apply to an Incentive Right as set out under the Offer which are conditions of the Incentive Right becoming vested and **Vested** means that all such conditions have been satisfied.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – SUMMARY OF THE TERMS AND CONDITIONS OF EMPLOYEE SHARE INCENTIVE RIGHT PLAN

A summary of the terms and conditions of the Employee Share Incentive Right Plan is set out below:

1.1 Participants in the Employee Share Incentive Right Plan

The Board may make an Offer of Incentive Rights to a person who:

- (a) has an Offer to take up Incentive Rights under the Plan within that employee's contract of employment; or
- (b) is at the time of the Offer, and has been for a period of at least 12 months, a full or part-time employee or an executive or non-executive director of the Group,

(Eligible Employees);

1.2 Incentives

- (a) Subject to the ASX Listing Rules, the Company may issue such number of Incentive Rights as the Board determines until such time as the Plan is terminated.
- (b) The Incentive Rights are issued for \$ nil consideration.
- (c) The Incentive Rights lapse on the earlier of:
 - (i) the date specified by the Board in an Offer to an Eligible Employee (if any); or
 - (ii) 15 years from the date of the Offer to an Eligible Employee,
(Expiry Date);
- (d) An Incentive Right may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered.
- (e) The Incentive Rights will not be listed or quoted on any stock exchange.
- (f) An Incentive Right Holder has no rights or entitlements to participate in dividends declared by the Company or rights to vote at meetings of the Company in respect of an Incentive Right that they hold.

1.3 Exercise Price

- (a) The Board will specify the Exercise Price (as defined by this paragraph 1.3) of each Incentive Right at the time of making an Offer to an Eligible Employee.
- (b) Without limiting the ways in which the Exercise Price may be specified in paragraph (a) above, the Exercise Price may include:
 - (i) a fixed amount;
 - (ii) the Market Price of a Share on the date the Offer is made;
 - (iii) the Market Price of a Share on the date the Incentive Rights are granted;
 - (iv) the Market Price of a Share on a specified date which is after the date the Incentive Rights are granted;
 - (v) a percentage above the amount in sub paragraphs (ii), (iii) or (iv); or
 - (vi) a nil amount.

1.4 Vesting

- (a) The issue of an Incentive Right does not confer any right or interest, whether legal or equitable, in any Shares until any one of more conditions (if any) as determined by the Board to apply to the Incentive Rights (**Vesting Conditions**) have been satisfied or waived by the Board at its discretion, or the Incentive Rights have otherwise become exercisable in accordance with the Plan.
- (b) Notwithstanding that an Incentive Right has become Vested, if the Incentive Right has lapsed prior to exercise then the Incentive Right does not confer any further right or interest, whether legal or equitable, in any Share.

1.5 Eligibility

- (a) The Company may only make an Offer to an Eligible Employee who has provided the Company with their TFN or ABN.
- (b) Eligibility to participate in the Plan under paragraph (a) above does not confer a right to participate in the Plan.
- (c) The Board's determination as to whether a person is or is not an Eligible Employee shall be final and binding.

1.6 Exercise of Incentive Rights

- (a) If an Offer to an Eligible Employee provides for the deemed automatic exercise of an Incentive Right, no further action is required from the Eligible Employee upon vesting of an Incentive Right in order to exercise that Incentive Right.
- (b) If an Offer to an Eligible Employee provides for the manual exercise of an Incentive Right, subject to an Incentive Right becoming Vested and not having lapsed, an Incentive Right Holder may exercise all or any of the Incentive Rights that he or she holds on any Business Day during the period that the Incentive Rights are exercisable, by lodging with the Company:
 - (i) a written notice of exercise of Incentive Rights specifying the number of Shares in respect of which Incentive Rights are being exercised;
 - (ii) either:
 - (A) a cheque for the Exercise Price multiplied by the number of Shares in respect of which Incentive Rights are being exercised; or
 - (B) if permitted in the Offer to the Eligible Employee, confirm that the Incentive Right Holder will use the Cashless Exercise Facility (defined in paragraph 1.9(a) below); and
 - (iii) the certificate for the Incentive Rights being exercised.
- (c) If the Offer to an Eligible Employee relating to Incentive Rights provides that the method of settlement will be determined by the Board following exercise; or
- (d) does not otherwise specify the method of settlement for those Incentive Rights, as soon as reasonably practicable following the valid exercise of those Incentive Rights, the Board must determine whether the relevant Incentive Right will be:
 - (i) Equity Settled (refer to paragraph 1.7 below);
 - (ii) Cash Settled (refer to paragraph 1.8 below); or
 - (iii) a combination of Equity Settled and Cash Settled.

1.7 Equity Settlement on exercise of Incentive Rights

- (a) Where the Board has determined that any Incentive Rights will be Equity Settled on exercise, as soon as practicable after the valid exercise or deemed exercise of those Incentive Rights by an Incentive Right Holder, the Company must, within such time as the Board determines, issue or procure the transfer to the Incentive Right Holder, or instruct the Trustee to subscribe for, acquire and/or allocate for the benefit of the Incentive Right Holder, the number of Shares in respect of which the Incentive Right has been exercised.
- (b) Where the Company instructs the Trustee to subscribe for, acquire and/or allocate Shares to an Incentive Right Holder:
 - (i) the Trustee will hold those Shares on behalf of that Incentive Right Holder in accordance with the terms of the Trust Deed;
 - (ii) the Company must, or the Company must instruct the Trustee to, notify the Incentive Right Holder that the Trustee holds Shares on the Incentive Right Holder's behalf; and
 - (iii) subject to the Trustee receiving from the Company sufficient funds to subscribe for or acquire the Shares, the Board may, in its absolute discretion, instruct the Trustee to either subscribe for new Shares or acquire Shares on-market to be held on an Incentive Right Holder's behalf, or instruct the Trustee to use a combination of both alternatives.
- (c) Shares issued, transferred or allocated on the exercise of Incentive Rights will rank equally in all respects with all existing Shares at the date of issue, transfer or allocation, including in relation to:
 - (i) voting rights;
 - (ii) entitlements to participate in:
 - (A) distributions and dividends;
 - (B) future rights issues and bonus issues,where the record date for determining entitlements falls on or after the date of issue, transfer or allocation of the Shares.
- (d) If the Company is listed, the Company must apply for official quotation on the ASX of all Shares issued, transferred or allocated pursuant to the exercise of Incentive Rights not later than 10 Business Days after the date of allotment.

1.8 Cash Settlement on exercise of Incentive Rights

- (a) Where the Board has determined that any Incentive Rights will be Cash Settled on exercise, as soon as practicable after the valid exercise or deemed exercise of those Incentive Rights by an Incentive Right Holder, the Company must, within such time as the Board determines:
 - (i) make a cash payment to the Incentive Right Holder equal to the sum of the market price of a Share at the date of exercise multiplied by the number of validly exercised Incentive Rights that will be Cash Settled; and

- (ii) issue a substitute certificate to the Incentive Right Holder for any remaining unexercised Incentive Rights held by that Incentive Right Holder.
- (b) Any cash amount payable to an Incentive Right will be paid to that Incentive Right Holder less all taxes required to be withheld under applicable law and any superannuation required to be withheld under applicable law to satisfy the minimum amount required to be contributed by any member of the Group to avoid the imposition of a superannuation guarantee charge. Any superannuation contributions deducted from all or part of any cash amount will be paid into an eligible choice fund of an Incentive Right Holder's choice or the Company's default fund where an Incentive Right Holder has not nominated an eligible choice fund.

1.9 Cashless exercise

- (a) Subject to paragraph 1.9(c) below, an Offer to an Eligible Employee may specify that the Incentive Rights Holder may at the time of exercise of those Incentive Rights that are the subject of that Offer, elect to pay the Exercise Price per Incentive Right by setting off the total Exercise Price against the number of Shares which they are entitled to receive upon exercise (**Cashless Exercise Facility**).
- (b) Where an Incentive Right Holder is permitted in an Offer and elects to use the Cashless Exercise Facility to exercise Incentive Rights, the Incentive Rights Holder will only be issued or transferred that number of Shares (rounded down to the nearest whole number) as are equal in value to the difference between the total Exercise Price otherwise payable to or as directed by the Company to exercise those Incentive Rights and the then market price of the Shares at the time of exercise calculated in accordance with the following formula:

$$S = \frac{IR \times (MP - EP)}{MP}$$

where:

S = the number of Shares to be issued or transferred to the Incentive Right Holder on exercise of Incentive Rights using the Cashless Exercise Facility

IR = the number of Incentive Rights exercised by the Incentive Right Holder using the Cashless Exercise Facility

MP = the market price of a Share at the time of exercise using the Cashless Exercise Facility

EP = the Exercise Price per Incentive Right of the Incentive Rights exercised using the Cashless Exercise Facility

- (c) The Cashless Exercise Facility may only be used by an Incentive Right Holder if the difference between the Exercise Price per Incentive Right and the market price per Share at the time of exercise is greater than zero.

1.10 Trustee

- (a) The Board may determine and conclude agreements with the Trustee, and enforce or prosecute any rights and obligations under such agreements, without reference or recourse to the Incentive Right Holders under the Plan. Subject to the terms of the Trust Deed and without limiting the Company's rights in this regard, the Company may, pursuant to and in accordance with any such agreements:
 - (i) provide funds to the Trustee in order to allow the Trustee to subscribe for and/or acquire Shares to be held on behalf of Incentive Right Holders under the Plan;
 - (ii) pay the Trustee for services provided in connection with the Plan and the Trust;
 - (iii) remove the Trustee and appoint a new trustee (and make any necessary arrangements or provisions for the transfer of Shares held by the Trustee for Incentive Right Holders to a new trustee); and
 - (iv) otherwise exercise any rights, responsibilities or powers afforded to it under the Trust Deed.
- (b) The Board may determine the manner in which any costs associated with the Trust and the costs incurred in the course of the performance by the Trustee of its role and duties under the Plan and the Trust Deed are to be borne.
- (c) The Trustee must administer the Trust and hold Shares under the Plan in accordance with the Plan, the Trust Deed and any procedures determined by the Company and as agreed to between the Board and the Trustee.
- (d) Unless the Board determines otherwise, where Shares are held by the Trustee on behalf of an Incentive Right Holder, those Shares will be registered in the name of the Trustee.

1.11 Determination of Offers

The Board may in its absolute discretion make Offers of Incentive Rights to those Eligible Employee's who the Board determines Offers should be made at any time or times. In determining which Eligible Employees will receive Offers, and which Eligible Employee's will not, the Board may have regard to any matters which it considers relevant, including:

- (a) the Eligible Employee's length of service with the Group;
- (b) the contribution to the Group which has been made by the Eligible Employee;
- (c) the potential contribution of the Eligible Employee to the Group;
- (d) any misconduct or wilful default by an Eligible Employee;
- (e) whether the Eligible Employee will continue to be an employee of the Group at or soon after the time of issue of the Incentive Rights;
- (f) taxation implications for the Group, the Eligible Employee and/or other Eligible Employee's participating in the Plan; and
- (g) any applicable securities and/or employment laws.

1.12 Restriction on the Offer of Incentive Rights

The Board shall not Offer or issue Incentive Rights to any Eligible Employee in accordance with the Plan if:

- (a) it would cause the Company to exceed any thresholds set out in ASIC Class Order 14/1000 (or any class order or law which supersedes it); and
- (b) if the Company is listed, any thresholds set out in the ASX Listing Rules.

1.13 Takeovers or Change of Control

Notwithstanding that Vesting Conditions of some or all Incentive Rights held by an Incentive Rights Holder or Incentive Rights Holders have not been satisfied or waived by the Board, where a change of control event occurs, the Vesting Conditions of the Incentive Rights are deemed to have been satisfied or waived by the Board and the Incentive Rights may be exercised immediately.

1.14 Amendment

(a) Amendment

Subject to paragraphs (c) and (d) below, the Company may at any time, by written instrument or by resolution of the Board, amend all or any of the provisions of the Plan.

(b) Variation

Subject to paragraphs (c) and (d) below, the Company may, in a contract to be offered to a prospective employee, vary all or any of the provisions of the Plan, and such variation shall prevail over any inconsistency with the Plan.

(c) Restrictions on amendment or variation

No amendment or variation of the provisions of the Plan is to reduce the rights of any Incentive Right Holder in respect of Incentive Rights issued to the Incentive Right Holder prior to the date of the amendment or variation, other than an amendment or variation introduced primarily:

- (i) for the purposes of complying with or conforming to present or future laws governing or regulating the maintenance or operation of the Plan or like plans;
- (ii) to correct any manifest error or mistake;
- (iii) to enable contributions or other amounts paid by the Group in respect of the Plan to qualify as tax deductions for that entity;
- (iv) to enable the Incentive Right Holder or their employer to reduce the amount of tax or impost that may otherwise be payable by the Incentive Right Holder or their employer in relation to the Plan including under the *Fringe Benefits Tax Assessment Act 1986* and the *Income Tax Assessment Acts of 1936 and 1997*, or any other similar legislation in any jurisdiction outside Australia;
- (v) for the purpose of enabling Eligible Employees generally (but not necessarily each Eligible Employee) to receive a more favourable taxation treatment in respect of their participation in the Plan;
- (vi) to enable the Group to comply with the ASX Listing Rules or the Corporations Act or any other applicable legislation or regulation whether in Australia or outside Australia; or
- (vii) make regulations for the operation of the Plan which are not inconsistent with these rules to apply to Eligible Employees and Incentive Right Holders who are residents outside of Australia.

(d) Listing Rules

Where the Company is listed on the ASX, any amendment or variation of the Plan must be made in accordance with, and in the manner stipulated (if any), by the ASX Listing Rules.


LODGE YOUR VOTE

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

 **BY MAIL**
Tempo Australia Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138;

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



X99999999999

PROXY FORM

I/We being a member(s) of Tempo Australia Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (WST) on Tuesday, 30 April 2019 at Four Points Sheraton, Ground Floor, Subiaco Theatre, 707 Wellington St, Perth WA 6000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 1 and 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 and 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).


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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Renewal of Adoption of Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Director – Guido Belgiorno-Nettis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director – David Iverach	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Re-Election of Director – Ian Widdicombe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (WST) on Sunday, 28 April 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Tempo Australia Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)



COMMUNICATIONS PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**