



ASX RELEASE: 28 October 2016

Notice of Annual General Meeting

Please find enclosed the following documents mailed to the shareholders of HUB24 Limited today :

- Notice of Annual General Meeting
- Proxy form

The Annual General Meeting will be held at 12.30pm (Sydney time) on Tuesday, 29 November 2016 at The Porter, 1 O'Connell St, Sydney, New South Wales.

For further information please contact:

Matthew Haes
Company Secretary
HUB24 Limited
Telephone: + 61 2 8274 6000

26 October 2016

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This document is important and requires your immediate attention.

Registered Office: Level 8, 20 Bridge Street, Sydney, New South Wales, Australia 2000.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of HUB24 Limited will be held at The Porter, 1 O'Connell St, Sydney on 29 November 2016 commencing at 12.30pm (Sydney time).

HUB24 LIMITED
ACN 124 891 685

Registered Office: Level 8, 20 Bridge Street, Sydney, New South Wales, Australia 2000.

Tel: +61 2 8274 6000 Fax: +61 2 9247 6428

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of HUB24 Limited will be held at The Porter, 1 O'Connell St, Sydney, on 29 November 2016 commencing at 12.30pm (Sydney time).

Business

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for HUB24 Limited and its controlled entities for the year ended 30 June 2016.

Note: There is no requirement for the Shareholders to approve these reports.

2. RESOLUTION 1: REMUNERATION REPORT

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

"THAT the Remuneration Report of the Company for the year ended 30 June 2016 be adopted."

*Noting that each director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders **vote in favour** of this Resolution.*

Please note:

- *This resolution is advisory only and does not bind the Company or its directors.*
- *The directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.*

3. RESOLUTION 2: RE-ELECTION OF DIRECTOR – BRUCE HIGGINS

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

"THAT Mr Bruce Higgins, the Chairman and a non-executive director of the Company who retires from the office of Director by rotation in accordance with rule 18.5 of the

Constitution and ASX Listing Rule 14.4, being eligible and offering himself for re-election, be re-elected as a Director of the Company.”

*The Board (excluding Bruce Higgins, who abstains from making a recommendation) recommends that Shareholders **vote in favour** of this Resolution.*

4. RESOLUTION 3: APPROVAL OF PERFORMANCE RIGHTS PLAN

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

“**THAT** for the purposes of Exception 9(b) of ASX Listing Rule 7.2, and for all other purposes, approval be given for the new HUB24 Performance Rights Plan on the terms detailed in the Explanatory Memorandum and the Company be authorised to issue securities under the HUB24 Performance Rights Plan.”

*The Board (excluding Andrew Alcock, who abstains from making a recommendation) recommends that Shareholders **vote in favour** of this Resolution.*

5. RESOLUTION 4: APPROVAL OF ISSUE OF OPTIONS AND PERFORMANCE RIGHTS TO ANDREW ALCOCK

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

“**THAT** for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue by the Company of 106,464 Options and 34,851 Performance Rights to Andrew Alcock on the terms set out in the Explanatory Memorandum to this Notice of Meeting be approved.”

*The Board (excluding Andrew Alcock, who abstains from making a recommendation) recommends that Shareholders **vote in favour** of this Resolution.*

6. RESOLUTION 5: APPROVAL OF ISSUE OF SHARES TO ANDREW ALCOCK

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

“**THAT** for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue by the Company of 21,525 Shares to Andrew Alcock, in lieu of 30% of the Short Term Incentive (STI) payable to Andrew Alcock in respect of the financial year ended 30 June 2016 and on the terms set out in the Explanatory Memorandum to this Notice of Meeting, be approved.”

*The Board (excluding Andrew Alcock, who abstains from making a recommendation) recommends that Shareholders **vote in favour** of this Resolution.*

7. RESOLUTION 6: VARIATION OF EXISTING OPTION TERMS

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

“**THAT** for the purposes of ASX Listing Rule 6.23.4 and for all other purposes, the variation to the terms of 5,240,000 Options previously granted by the Company, by providing for an additional exception to the existing disposal restrictions in relation to the Shares issued on the exercise of those Options, on the terms set out in the Explanatory

Memorandum to this Notice of Meeting, be approved."

*The Board (excluding Andrew Alcock and Bruce Higgins, who abstain from making a recommendation) recommends that Shareholders **vote in favour** of this Resolution.*

Voting Exclusions

Voting exclusion statement – Resolution 1 (Remuneration Report):

The Company will disregard any votes cast on Resolution 1 by:

- a member of the Company's key management personnel (**KMP**) or a closely related party of a KMP;
- persons who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed; and
- any associate of a KMP or of any persons who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed.

However, a vote may be cast by such a person if:

- the vote is cast by that person as a proxy in accordance with a direction by the shareholder as to how that person is to vote on the Resolution; and
- the shareholder who directed that person how to vote is entitled to vote on the Resolution (eg. the shareholder is not a KMP or a closely related party of a KMP),

or

- the voter is the chair of the meeting and the appointment of the Chairman as proxy (by a shareholder who is entitled to vote on the Resolution) does not specify the way the proxy is to vote on the Resolution; and
- the appointment expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a KMP.

The Chairman intends to vote undirected proxies (where he has been appropriately authorised) in favour of this Resolution.

Voting exclusion statement – Resolution 3 (Approval of Performance Rights Plan):

The Company will disregard any votes cast on Resolution 3 by:

- a director of the Company (except a director who is ineligible to participate in the HUB24 Performance Rights Plan) and any associate of such a director; and
- a KMP or a closely related party or associate of a KMP.

However, the Company need not disregard a vote on Resolution 3 if:

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

The Chairman intends to vote undirected proxies (where he has been appropriately authorised) in favour of this Resolution.

Voting exclusion statement – Resolutions 4 and 5 (Issue of Options and Performance Rights and Issue of Shares to Andrew Alcock):

The Company will disregard any votes cast on Resolution 4 and Resolution 5 by:

- Mr Andrew Alcock;
- any associate of Mr Andrew Alcock; and
- by a KMP or a closely related party of a KMP, as a proxy.

However, the Company need not disregard a vote on Resolution 4 and/or Resolution 5 if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with an express authorisation on the Proxy Form.

The Chairman intends to vote undirected proxies (where he has been appropriately authorised) in favour of this Resolution.

Voting exclusion statement – Resolution 6 (Variation of Existing Option Terms):

The Company will disregard any votes cast on Resolution 6 by:

- any person holding Options that are proposed to be varied under Resolution 6 (including Mr Andrew Alcock, Mr Bruce Higgins, Mr Jason Entwistle, Mr Wes Gillett, Mr Ian Knox and Mr Charlie Haynes);
- any associate of any person holding Options that are proposed to be varied under Resolution 6 (including Mr Andrew Alcock, Mr Bruce Higgins, Mr Jason Entwistle, Mr Wes Gillett, Mr Ian Knox and/or Mr Charlie Haynes); and
- by a KMP or a closely related party of a KMP, as a proxy.

However, the Company need not disregard a vote on Resolution 6 if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with an express authorisation on the Proxy Form.

The Chairman will not cast a vote in respect of any undirected proxies.

Explanatory Memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

Entitlement To Vote

It has been determined (in accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations) that for the purposes of the Meeting, Shares will be taken to be held by the persons who are the registered Shareholders of the Company at 7.00 p.m. (Sydney time) on 27 November 2016. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting by Proxy

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware of the requirements under the Corporations Act, as they will apply to this meeting. Broadly:

- 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.

You should seek professional advice if you need any further information on this issue.

In accordance with section 249L of the Corporations Act, members are advised of the following:

- A Shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the Shareholder. A proxy need not be a Shareholder and can be either an individual or a representative of a body corporate.
- A proxy need not vote on a show of hands, however if a proxy does vote on a show of hands, the proxy must vote as directed.
- A Shareholder that is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. If a Shareholder appoints two or more proxies that specify different ways to vote on a resolution, neither proxy may vote on a show of hands.
- If an appointed proxy is not also the Chairman of the Meeting, the proxy need not vote on a poll, however if the proxy does vote on a poll the proxy must vote as directed by the Shareholder. If a poll is conducted and the proxy holder does not vote, the proxy appointment defaults to the Chairman of the Meeting to vote as directed. If the appointed proxy is the Chairman of the Meeting, the proxy must vote on a poll in the manner directed by the Shareholder.

A Proxy Form accompanies this Notice and to be effective must be received at least 48 hours before the appointed time of the Meeting (ie. before 12.30pm (Sydney time) on 27 November 2016) at the Company's corporate registry:

By Post HUB24 Limited
 c/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235

By Hand Link Market Services Limited
 1A Homebush Drive, Rhodes NSW 2138

By Facsimile +61 2 9287 0309

Voting By Attorney

A Shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its registered office or at the Company's corporate registry listed above, at least 48 hours before the Meeting (ie. before 12.30pm (Sydney time) on 27 November 2016).

Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative 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, unless it has previously been given to the Company.

Scrutineer

The Company's registrar, Link Market Services Ltd will act as scrutineer for any polls that may be required at the Meeting.

By Order of the Board

Matthew Haes
Company Secretary
26 October 2016

HUB24 LIMITED

ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum forms part of this Notice of Meeting and has been prepared to provide Shareholders of the Company with sufficient information to consider the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company to be held on 29 November 2016 commencing at 12.30pm (Sydney time) at The Porter, 1 O'Connell St, New South Wales, Australia.

The Board recommends that Shareholders read this Explanatory Memorandum carefully and in its entirety before making any decision in relation to the Resolutions.

Resolution 1: Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is in the 2016 Annual Report and is also available on the Company's website at www.hub24.com.au. The Remuneration Report:

- Describes the policies behind and structure of, the remuneration arrangements of the Company and the link between the remuneration of employees and the Company's performance;
- Sets out the remuneration arrangements in place for each director and for specified senior executives of the Company; and
- Explains the differences between the bases for remunerating non-executive directors and executives, including any executive directors.

The Corporations Act requires the agenda for an Annual General Meeting to include a resolution that the Remuneration Report be put to the vote. Should 25% or more of the votes cast on this Resolution (in person or by proxy) to approve the Remuneration Report be against approval of that report, then at the 2017 Annual General Meeting the resolution to approve next year's Remuneration Report must be approved by 75% or more of the votes cast to avoid a resolution being put to the 2017 Annual General Meeting to consider a spill of the Board.

A reasonable opportunity for discussion of, and comment on, the Remuneration Report will be provided by the Chairman at the Annual General Meeting.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders **vote in favour** of the Resolution to adopt the Remuneration Report.

Resolution 2: Re-election of Director – Bruce Higgins

Pursuant to rule 18.5 of the Constitution, retiring director Bruce Higgins being eligible to do so, has offered himself for re-election. Mr Higgins, the Chairman and a non-executive director of the Company, was last elected by Shareholders at the Company's annual general meeting held on 27 November 2013.

This Resolution seeks Shareholder approval of the re-election of Mr Higgins.

Profile of Mr Higgins

The biography of Mr. Higgins is set out in the company's Annual Report (located at https://www.hub24.com.au/content/downloads/annualreports/HUB_AnnualReport_2016_FINAL.pdf).

Mr. Higgins was appointed as Chairman of the Board on 19 October 2012.

The Board (excluding Bruce Higgins, who abstains from making a recommendation) recommends supporting the re-election of Bruce Higgins and recommends that Shareholders **vote in favour** of the Resolution.

Resolution 3: Approval of the HUB24 Performance Rights Plan

The Board has sought independent advice on the restructuring of the HUB24 executive remuneration for Fixed Remuneration, Short Term Incentive (STI) and Long Term Incentives (LTI) to meet the needs of the Company. Based on this advice and after detailed review by the Remuneration & Nomination Committee the Company proposes to adopt an employee performance rights plan to be called the HUB24 Performance Rights Plan, pursuant to which the Company can issue performance rights over fully paid ordinary shares (Performance Rights) to eligible employees, contractors and salaried (executive) directors of the Company (Eligible Employees) to provide them with incentive to deliver growth and value to Shareholders, and provide the Company with the ability to attract and retain such people.

A summary of the principal terms of the HUB24 Performance Rights Plan is set out in Annexure A to this Explanatory Statement. A complete copy of the HUB24 Performance Rights Plan is available by calling the Company Secretary on 02 8274 6000.

Under ASX Listing Rule 7.1, companies are generally restricted from issuing more than 15% of their issued share capital in any 12 month period without shareholder approval. There are a number of exceptions to this restriction, including Exception 9(b) of ASX Listing Rule 7.2, which applies when there is an issue of securities under an employee incentive scheme if, within three years before the date of issue, holders of ordinary securities have approved the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

Accordingly, Shareholder approval is sought for the adoption of the HUB24 Performance Rights Plan by the Company and the issue of Performance Rights to Eligible Persons under the HUB24 Performance Rights Plan. If approval is given, Performance Rights issued under the HUB24 Performance Rights Plan in the next three years will be exempt from counting towards the 15% limit on the Company issuing shares in any 12 month period without shareholder approval.

The Board (other than Andrew Alcock, who abstains from making a recommendation) recommends that Shareholders **vote in favour** of Resolution 3.

Resolution 4: Approval of issue of Options and Performance Rights to Andrew Alcock

Resolution 4 seeks approval, for the purposes of Rule 10.14 of the ASX Listing Rules, and for all other purposes, of the grant of 106,464 Options and 34,851 Performance Rights in the 2017 financial year to the Managing Director, Mr. Andrew Alcock, under the terms and conditions set out in this Notice of Meeting and the HUB24 Employee Share Option Plan and the HUB24 Performance Rights Plan (together, the HUB24 LTI Plans).

A summary of the principal terms of the grant of Options and Performance Rights is set out in Annexure B to this Explanatory Statement.

Background

The Board has sought independent advice on the restructuring of the HUB24 executive remuneration for Fixed Remuneration, Short Term Incentive (STI) and Long Term Incentives (LTI) to meet the needs of the Company. The Board and its Remuneration & Nomination Committee has approved revised incentive arrangements for Mr. Alcock and other company executives with a view to strengthening alignment between executives and shareholders. This review included benchmarking executive remuneration against a core comparator group of companies and ensuring the design and operation of the Company's short and long term incentives are in line with market expectations.

Accordingly, the Board has set Mr. Alcock's remuneration package for the 2017 financial year to include the grant of Performance Rights and Options under the HUB24 LTI Plans contingent upon the achievement of performance goals aligned with the continued growth of the HUB24 business and shareholder value. This is consistent with the remuneration of other key executives which has already been approved by the Board on similar terms as proposed in this resolution for Mr. Alcock.

The Company is seeking approval for the grant of Performance Rights and Options to Mr Alcock in accordance with the ASX Listing Rules.

The Board aims to consistently align the remuneration of all executives participating in the Company's long term incentive arrangements with similar terms and performance measures which are reviewed annually. If shareholder approval is obtained, the Performance Rights and Options will be granted to Mr. Alcock within 30 days of Shareholder approval.

The details of any security issued under the HUB24 LTI Plans will be published in the annual report of the Company relating to a period in which securities have been issued, and a statement that approval for the issue of securities was obtained under Rule 10.14 of the ASX Listing Rules.

Key features of the grant

A brief overview of the details of the proposed grant of Options and Performance Rights to Mr. Alcock is set out below.

Amount of grant

In accordance with the remuneration arrangements approved by the Board of the Company for the 2017 financial year, Mr. Alcock is entitled to the grant of securities under the HUB24 LTI Plans with a value based upon 75% of his then current total fixed remuneration.

Types of LTI to be granted

The 2017 financial year grant of a long term incentive to Mr Alcock is made up of 50% Performance Rights and 50% Options.

Each Performance Right and Option provides an entitlement to one Share, subject to achievement of performance hurdles. No consideration will be payable for the Options or Performance Rights, however, an exercise price will be payable for exercising any Options. No exercise price will be payable in respect of the conversion of vested Performance Rights into new Shares.

As there is no consideration payable by Mr. Alcock for the grant of Options and Performance Rights to him, there is no loan being provided to acquire these Options and Performance Rights.

Determining the number of Performance Rights and Options to be allocated

The number of Performance Rights and Options issued will be determined by dividing the entitlement by the value of an Option or Performance Right.

- For the purpose of calculating the number of Performance Rights to be issued, the maximum value of LTI to be awarded in Performance Rights will be divided by the face value of the Share to which a vested Performance Right will convert into. The face value is based on the volume weighted average price (VWAP) of HUB24 shares traded on ASX in the 20 trading days immediately before the release of HUB24's full-year result for the year ended 30 June 2016, which VWAP is \$4.46. The Company has adopted the methodology of setting the exercise price of options and equity issued in lieu of short term incentives to be aligned with the 20 trading day VWAP prior to the issue of HUB24's full-year result for the year ended 30 June 2016 (Annual Accounts). The Board considers that while this may be at times not reflective of the price on the day of the AGM or any particular day, the methodology removes any bias and focuses management on the year ahead on an annual basis and is consistent for both executives with equity payments not subject to shareholder approval to those of the Managing Director which may be approximately 90 days delayed.
- For the purpose of calculating the number of Options to be issued, the maximum value of LTI to be awarded in Options will be divided by the Option value determined by the Monte Carlo simulation methodology which is a value of \$1.46.
- The exercise price is determined with reference to the 20 trading day VWAP for HUB24 shares in the 20 trading days immediately before the release of HUB24's full-year result for the year ended 30 June 2016. The exercise price of each option based on this calculation is \$4.46.

On this basis, shareholder approval is sought for the grant of 106,464 Options and 34,851 Performance Rights in the 2017 financial year to Mr. Andrew Alcock.

Conditions of vesting – performance conditions & performance periods

For Mr. Alcock, vesting of the 2017 financial year grant of Options and Performance Rights is subject to two performance conditions that the Board considers both challenging and aligned to growing the long term value of HUB24.

Each performance condition will be applied separately to the Options and Performance Rights as follows:

- 50% of the Options and 50% of the Performance Rights are subject to the 'First Performance Condition' (PC1); and
- 50% of the Options and 50% of the Performance Rights are subject to the 'Second Performance Condition' (PC2).

The performance conditions are as follows:

1. PC1 – Growth in Funds Under Administration (FUA) – 'First Performance Condition'

HUB24 competes in an environment where scale with appropriate margins is a key driver of business growth and profitability. Accordingly, the Board, working with its advisers, considers that at this stage of its development, a performance condition measuring the compound annual growth (CAGR) in FUA over the next three years is an effective way to incentivise Mr. Alcock to profitably build HUB24's market share and with it, shareholder value.

For the performance period from July 1 2016 to June 30 2019, the Board has calibrated the vesting of the Managing Director's Options and Performance Rights to the CAGR in FUA as follows:

- Zero vesting will occur if the CAGR in FUA was below a minimum level of 28% per annum (109.7% over three years);
- 30% vesting will occur if the CAGR in FUA reaches 28% per annum (109.7% over three years representing approximately \$7b);
- 100% vesting will occur if the CAGR in FUA reaches 45% per annum (204.8% over three years representing approximately \$10b) or more; and
- vesting between 28% and 45% per annum CAGR in FUA will be on a straight-line basis between these two levels.

By way of example, if the CAGR in FUA over the testing period is 35% per annum then 58.82% vesting of PC1 Options and Performance Rights will occur.

In measuring the achievement of PC1, the Board reserves the right at its discretion, to reduce by up to 50%, the number of Performance Rights and Options vesting under PC1 if the FUA growth was achieved on commercial terms materially less favourable to HUB24 than terms generally offered in the normal course of business unless such commercial terms were approved by the Board. The Board will exercise such discretion in a manner consistent with protecting HUB24's long term stability, sound risk management and aligned with the creation of long-term shareholder value.

2. *PC2 – Absolute Total Shareholder Return (ATSR) – 'Second Performance Condition'*

The Board believes that an absolute rather than relative total shareholder return (TSR) is the most appropriate way to measure the success in implementing HUB24's long term strategic objectives. The absolute TSR performance (ATSR) threshold is positioned at what the Board considers a challenging CAGR hurdle of 12.5% to 17.5% over three years, significantly above the 20 year average returns on Australian equities of 9.5% reported in the 2015 Russell Investments / ASX Long term Investing report. This will ensure that LTI vesting is directly linked to superior returns achieved for shareholders.

The vesting of PC2 (ATSR) is calibrated as follows:

- 25% vesting of PC2 Options and Performance Rights occurs when a threshold vesting of 12.5% ATSR compounded annually is achieved;
- 100% vesting of PC2 Options and Performance Rights occurs when a threshold vesting of 17.5% ATSR compounded annually is achieved; and
- vesting between 12.5% and 17.5% ATSR will be on a straight-line basis between these two levels.

By way of example, if a CAGR of 14% per annum ATSR is achieved over the testing period then 47.5% vesting of PC2 Options and Performance Rights will occur.

The determination of the ATSR thresholds will be based upon the 20 trading day VWAP for HUB24 shares immediately before the release of HUB24's full-year result for the 2016 financial year. The Company has adopted the methodology of setting the ATSR hurdle consistent with the exercise price of Options and equity issues in lieu of short term incentives to be aligned with the 20 day VWAP prior to the issue of the Annual Accounts as set out above. The 20 trading day VWAP for Shares up to that date (ie. 26 August 2016) was \$4.46, therefore (in the absence of any dividends) the 12.5% threshold is \$6.35 and the 17.5% threshold is \$7.24 when tested over a three year period, or \$7.14 and \$8.50 respectively when tested over a four year period.

The determination of ATSR achieved over the performance period will be based on the 40 trading day VWAP of HUB24 shares traded on the ASX immediately following the release of HUB24's full-year results for the relevant prior fiscal year. In circumstances where the ASX200 falls by greater than 5%

during a 40 trading day test period, the testing period will recommence after the period the greater than 5% fall was recorded. The use of a 40 trading day VWAP in the calculation of the end price for ATSR performance testing avoids any abnormal daily share price movements that could advantage or disadvantage employees.

The PC2 hurdles will be tested over a cumulative three year period to the test date on the 40th trading day following the release of the company's financial results for the year ended 30 June 2019, subject to the above. If required, any unvested Options or Performance Rights from that three year test will be retested against the above CAGR ATSR hurdles over the cumulative four year period to 40 trading days from the date of release of the Company's financial results for the year ended 30 June 2020 (Last Testing Date). Any Options or Performance Rights not meeting this four year hurdle will lapse and be cancelled.

As noted above, the Board has set what it considers to be a high ATSR threshold hurdle applicable to the 2017 financial year grant. The additional testing after 30 June 2019 acknowledges this challenge and is applied to ensure that the Managing Director is motivated to deliver strong performance over a longer term period. The Board intends to consider value adding growth opportunities as they arise, but also recognises that certain investments may need time to develop, execute and fully realise their full potential. The provision also allows for the possibility that market dynamics and factors outside management control may result in HUB24's share price at the end of the three year performance period not reflecting actual business success in which case the Board may, in its discretion, allow a further 12 months before testing of unvested Options and Performance Rights.

Any Performance Rights and Options that have not vested after the Last Testing Date (as defined above), ie. in 2020, will lapse.

Exercise of vested Performance Rights and Options

Upon vesting of Performance Rights, Mr. Alcock may choose to exercise, no later than the earlier of termination of employment and 15 years from the time the Performance Rights were granted, one right for each Share, with the Shares being either issued or purchased on market.

Upon vesting of Options, Mr. Alcock may (subject to continued employment), by payment of the exercise price for each Option at any time up until 30 November 2021, be allocated one HUB24 share for each option exercised, with the Shares being either issued or purchased on market. The exercise price will be the VWAP of a HUB24 share determined in the first 20 trading days before the release of HUB24's full-year result for the year ended 30 June 2016 (ie. \$4.46).

Restrictions on share trading

Mr. Alcock will be restricted from selling or transferring any Options within 12 months of grant, or any Shares acquired by exercising vested Options or Performance Rights during the period of 12 months from the date of exercise of the Options or Performance Rights, unless the proposed sale of Shares is for the purpose of funding the exercise price of the Options or to meet tax obligations arising from the Options or Shares.

Further, Performance Rights are not transferable unless otherwise approved by the Board.

The exercise or disposal of vested shares is also subject to HUB24's Share Trading Policy and trading windows.

LTI benefits on termination

If Mr. Alcock resigns or his employment is otherwise terminated, Mr. Alcock's Options and Performance Rights will expire unless he is determined by the Board to be a 'Good Leaver' based upon special circumstances such as death, disablement or such other event as the Board determines.

Upon a change of control (CIC) event, the LTI awards vest on a pro rata period of time basis only. The Board has discretion to make the full grant of Options / Performance Rights vest upon a CIC event.

The Board has the discretion to determine that any LTI benefit payable in the above termination circumstances can be settled in cash based on the number of Shares vested multiplied by the 20 trading day closing market price (VWAP) of HUB24 shares immediately prior to such payment.

Clawbacks & forfeiture

The Board in its sole discretion may determine that all, or part, of any unvested incentive awards be forfeited in the following circumstances, or other circumstances the Board determines to be similar to the following:

- A material misstatement or omission in the financial statements of HUB24;
- If Mr. Alcock's actions or inactions seriously damage HUB24 Group reputation or put HUB24 at significant risk; and/or
- A material abnormal occurrence results in an unintended vesting or increase in the award.

No dividends

Dividends, if any, will not be paid on unvested Performance Rights or Options.

Mr. Andrew Alcock is the only executive Director. No other Directors, or any of their associates, have received any securities under the HUB24 LTI Plans. No non-executive Directors of the Company, or any of their associates, are entitled to participate in the LTI Plan.

Recommendation

The Board (excluding Andrew Alcock, who abstains from making a recommendation) recommends that Shareholders **vote in favour** of Resolution 4.

Resolution 5: Approval of issue of shares to Andrew Alcock

The Company has resolved to permit several KMP (including Mr. Andrew Alcock) to elect to have up to a maximum of 50% of their Short Term Incentive (STI) payable in respect of the financial year ended 30 June 2016 by the issue of fully paid ordinary shares in the Company. As Mr. Alcock is a Director of the Company as well as a KMP, Shareholder approval for the issue of Shares to Mr. Alcock is required under ASX Listing Rule 10.11.

The Board believes that the issue of Shares in place of cash payments of STI to KMP is an important alignment of management performance and creation of Shareholder wealth. As part of this remuneration strategy, on 29 August 2016, the Company issued a total of 45,067 Shares to certain executives of the Company at an issue price per Share equal to the VWAP of Shares traded on ASX in the 20 trading days up to and including 26 August 2016 (that is, a Share price of \$4.46). The Company has adopted this methodology of setting the exercise price of options and equity issue in lieu of short term incentives to be aligned with the 20 day VWAP prior to the issue of the Annual Accounts. The Board considers that while this may be at times not reflective of the price on the day of the AGM or any particular day, the methodology removes any bias and focuses management on the year ahead on an annual basis and is consistent for both executives with equity payments not subject to shareholder approval to those of the Managing Director which may be approximately 90 days delayed.

As a senior executive, this same offer has been made to Andrew Alcock and it is proposed that the Company issue 21,525 Shares to Andrew Alcock in lieu of the cash payment of 30% of the STI payable to Mr Alcock in respect of the financial year ended 30 June 2016, consistent with the approach taken with the Company's other senior executives.

Mr. Alcock's STI payable for the financial year ended 30 June 2016 is \$320,000. Mr. Alcock has agreed (subject to Shareholder approval) to take 30% of his STI as Shares, that is, \$96,000 worth of Shares at an issue price per Share equal to the VWAP of Shares traded on ASX in the 20 trading days up to and including 26 August 2016 (that is, \$4.46 per Share).

The 21,525 Shares proposed to be issued to Mr. Alcock will be subject to a sale restriction for six months from the date of issue. In all other respects, the 21,525 Shares proposed to be issued to Mr Alcock will rank equally with all other Shares.

As the Shares will be issued in place of 30% of Mr. Alcock's STI payable under his employment contract:

- the \$96,000 cash that would otherwise be payable to Mr Alcock will be available for use as working capital for the Company; and
- no funds will be raised from this issue of Shares.

If Resolution 5 is passed, the Directors expect that 21,525 Shares will be issued to Mr. Alcock within 30 days of this Meeting.

The Board (other than Andrew Alcock, who abstains from making a recommendation) recommends that Shareholders **vote in favour** of Resolution 5.

Resolution 6: Approval of the variation of existing Option terms

Resolution 6 seeks approval, for the purposes of Rule 6.23.4 of the ASX Listing Rules, and for all other purposes, of the variation to the terms of 5,240,000 Options previously granted by the Company, by providing for an additional exception to the existing disposal restrictions in relation to the Shares issued on the exercise of those Options (Existing Options).

Existing Options

The grant of the Existing Options to which this Resolution 6 applies were approved by Shareholders either directly in the case of certain executives and Directors, or pursuant to exception 9(b) of ASX Listing Rule 7.2 under the Company's existing Share Option Plan for other executives and employees.

A summary of the Existing Options on issue pursuant to these approvals is provided in the below table.

Options granted to	Number of options granted	Date of shareholder approval
Andrew Alcock	600,000	8 August 2013
	200,000	27 November 2014
	150,000	25 November 2015
Bruce Higgins*	510,000	8 August 2013
Jason Entwistle	480,000	8 August 2013
Wes Gillett	360,000	8 August 2013
Ian Knox	500,000	27 November 2014
Charlie Haynes	500,000	27 November 2014
Other Eligible Employees under the HUB24 Share Option Plan	510,000 760,000 620,000 50,000	Issued 7 August 2013 Issued 17 October 2014 Issued 14 October 2015 Issued 30 March 2016
Total	5,240,000	

* These Options were exercised in October 2016 and are included for the purposes of this Resolution in order to provide for the sale of the issued Shares to fund the exercise of these Options and / or tax obligations arising from such exercise.

Currently, any Shares issued on the exercise of Existing Options are subject to disposal restrictions for either 12 or 24 months from the date of issue. The existing disposal restrictions for each set of the Existing Options include only one exception permitting the sale of a portion of the Shares to fund taxation obligations directly arising from the satisfaction of any vesting conditions or exercise of the Options.

It is proposed that the terms of the Existing Options be varied with respect to the disposal restrictions applicable to the underlying Shares issued upon exercise of the Options. If this Resolution is approved, the Board will provide an additional exception to the disposal restriction by permitting the sale of a portion of the Shares to fund the payment of Exercise Price of the Options.

The Board considers that the additional exception is appropriate in order to encourage exercise of the Options by executives and Directors of the Company. The Board considers that the predominate purpose of the Company's long term incentive plans of alignment of management performance and creation of Shareholder wealth is limited if Company executives and Directors are inhibited from exercising Options due to the need to fund the payment of an exercise price through independent means.

As at the date of this Notice of Meeting, 2,608,333 of the Existing Options have vested.

Taking into account the Company's performance and resulting growth in recent years, imposing an exercise price on Options granted as part of the Company's long term incentive scheme does not allow the scheme to operate in its full form. This is being addressed going forward by the implementation of a new Performance Rights Plan where it is expected that an exercise price will not usually apply to the granting of Performance Rights under that plan. For further information about the Performance Rights Plan, see Resolution 3 and the related explanatory statements above and the summary of the terms of that plan in Annexure A.

Accordingly, Shareholder approval is sought to allow the holders of the Existing Options to dispose of a portion of Shares acquired pursuant to Options to fund the exercise of those Options as well as any taxation obligations directly arising from the satisfaction of any vesting conditions or exercise of the Options.

The Board (other than Andrew Alcock and Bruce Higgins, who abstain from making a recommendation) recommends that Shareholders **vote in favour** of Resolution 6.

GLOSSARY

\$ means Australian Dollars.

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

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of the ASX.

Board means the current board of directors of the Company.

Business Day means a day that is not a Saturday, Sunday, public holiday or bank holiday in Sydney, Australia.

CAGR means compound annual growth rate.

closely related party has the meaning as defined in section 9 of the Corporations Act.

Company means HUB24 Limited ACN 124 891 685.

Constitution means the Company's Constitution.

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

Directors means the directors of the Company.

Explanatory Memorandum means the Explanatory Memorandum accompanying the Notice.

FUA means funds under administration.

Group means the Company and each of its wholly owned subsidiaries.

Key Management Personnel (or 'KMP') has the meaning as defined in section 9 of the Corporations Act.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting and the explanatory notes accompanying the Notice and the Proxy Form.

Option means an option to acquire a Share.

Performance Right means a performance right over a Share.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Company's 2016 Annual Report.

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

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

Shareholder means a holder of a Share.

ANNEXURE A

SUMMARY OF THE PRINCIPAL TERMS OF THE HUB24 PERFORMANCE RIGHTS PLAN

A summary of the principal terms of the proposed HUB24 Limited Performance Rights Plan (**Plan**) is set out below:

Eligibility

Under the Plan, the Board may in its discretion invite any of the following persons to participate in the Plan:

- (a) a full-time or part-time employee of the Company or any of its subsidiaries;
 - (b) an individual who provides services to the Company or any of its subsidiaries; or
 - (c) a salaried director of the Company or any of its subsidiaries,
- (each an **Eligible Employee**).

Non-executive Directors of the Company are not permitted to participate in the Plan.

An Eligible Employee who is made an offer to participate in the Plan (**Offer**) may accept the Offer and apply for Performance Rights under the Plan up to the number specified in the invitation. The Company may permit an Eligible Employee to nominate an entity controlled by the Eligible Employee to be issued the securities in his or her place.

Subject to certain exceptions, the number of Shares which may be issued to Eligible Employees (as a result of the exercise of Performance Rights) when aggregated with the number of Shares issued during the previous 5 years pursuant to all employee share schemes or employee share option schemes established by the Company must not exceed 5% of the total number of Shares as at the time of the relevant offer.

Grants

Under the rules of the Plan, Performance Rights may be offered or granted to Eligible Employees from time to time, subject to the absolute discretion of the Board.

Each Performance Right entitles the holder, on exercise, to one Share.

Terms and conditions

The Board has the absolute discretion to set the terms and conditions (including conditions in relation to vesting, disposal restrictions and exercise price (if any)) on which it will grant Performance Rights under the Plan and may set different Performance Conditions and other terms and conditions to apply to different participants in the Plan.

The Board will determine the procedure for offering Performance Rights (including the form, terms and content of any offer, and invitation or acceptance procedure) in accordance with the rules of the Plan.

Exercise Price

Performance Rights may be offered for acquisition and acquired by or for the benefit of a participant under the Plan for no consideration if an exercise price is not specified in the relevant Offer.

Performance Conditions

Performance Rights will be subject to performance, vesting and other conditions (if any) determined by the Board (or a special purpose committee established by the Board) from time to time and specified in any Offer at the time of the grant.

Performance Conditions may include conditions relating to continuous employment or service, the individual performance of the participant and/or the Company's performance. The Board has discretion to specify an exercise price in any Offer but otherwise, if the Performance Conditions are reached or met during the specified period, the Performance Rights can be converted into Shares.

Ranking of Shares

Unless otherwise provided in an Offer, Shares issued upon exercise or vesting of Performance Rights under the Plan will rank equally with the other issued Shares in all respects.

Voting and dividend rights of Performance Rights

Performance Rights do not carry any voting or dividend rights. Shares issued or transferred to participants upon vesting of a Performance Right carry the same rights and entitlements as other issued Shares, including voting and dividend rights.

Vesting or Exercise of Performance Rights

Where no exercise price is specified in the Offer of Performance Rights, once applicable performance conditions have been satisfied and Performance Rights vest, the employee may choose to exercise no later than the earlier of termination of employment and 15 years from the time the Performance Rights were granted, one right for each Share, with the Share being issued or purchased on market.

Where an exercise price is specified in an Offer, a participant in the Plan may exercise Performance Rights if performance conditions are reached during the applicable period and the Performance Rights have not otherwise expired. To exercise the Performance Rights, the participant must provide the Company with a signed notice of exercise of a Performance Right and the amount of the applicable exercise price. The participant must also comply with any other requirements under the Plan or as specified in the Offer.

Expiry of Performance Rights

Performance Rights which have not been exercised will lapse if the applicable Performance Conditions and any other conditions to exercise are not met during the prescribed performance period or if they are not exercised before the applicable expiry date.

In addition, Performance Rights will lapse if the Eligible Employee to whom the Performance Right was offered resigns or is otherwise terminated from their Employment, unless otherwise determined by the Board. Performance Rights will also lapse if the relevant employee has committed any act of fraud or misconduct in relation to the affairs of the Company or its subsidiaries.

Vested Performance Rights

The Board intends that any vested Performance Rights held by a participant must be exercised no later than 15 years after the date of issue.

Quotation

Performance Rights will not be quoted on ASX. The Company will apply for official quotation of any Shares issued under the Plan upon the exercise of Performance Rights, in accordance with the ASX Listing Rules.

The Company may require that any Shares issued under the Plan are acquired and/or subject to such additional restrictions and other terms as to their sale, transfer or other disposal, or encumbrance as the Board may determine.

Approval

Grants of Performance Rights under the Plan to an executive Director may be subject to the approval of Shareholders, to the extent required under the ASX Listing Rules.

No transfer or encumbrance

Without the prior approval of the Board, unvested Performance Rights which have not been exercised, may not be sold, transferred, encumbered or otherwise dealt with.

Any restriction as to the dealing with any Performance Right will cease to apply where prior to the date that any performance condition relating to the Performance Right is satisfied, there is an acquisition by a person or entity (directly or indirectly) of not less than 90% of the Shares, whether by takeover or a members' scheme of arrangement in accordance with the Corporations Act.

Other terms of the Plan

The Plan also contains customary and usual terms having regard to Australian law for dealing with the administration and variation of the Plan.

To date, no Performance Rights convertible into Shares have been issued under the Plan. See Resolution 4 regarding a proposed plan to issue Performance Rights to the Company's Managing Director, Mr. Andrew Alcock, under the Plan.

ANNEXURE B

SUMMARY OF KEY TERMS OF OPTIONS AND PERFORMANCE RIGHTS PROPOSED TO BE ISSUED TO ANDREW ALCOCK (RESOLUTION 4)

Term	Options	Performance Rights
Total number granted	106,464 Options, each of which entitles the holder to subscribe for one Share on and subject to the terms of the Options.	34,851 Performance Rights, each of which entitles the holder to be issued one Share on and subject to the terms of the Performance Rights.
Issue date	Within 30 days of the date of the Annual General Meeting.	
Issue price	No amount is payable for issue of the Options or Performance Rights.	
Quotation	The Options and Performance Rights will not be quoted on ASX or any other exchange.	
Exercise price	The exercise price of the Options will be a price equal to the volume weighted average closing price of the Company's shares traded on the ASX for the 20 trading days prior to (but not including) the date of release of the Company's full-year result for the year ended 30 June 2016, being \$4.46 (Exercise Price).	No exercise price will be payable in respect of the conversion of vested Performance Rights into Shares.
Expiry date	The expiry date of the Options is 5 years after the date of issue. The expiry date for the Performance Rights is 15 years after the date of issue.	
Clawbacks & Forfeiture conditions	<p>The Options and Performance Rights are subject to forfeiture on termination of Mr. Alcock's employment by the Company or Mr. Alcock. If, however, his employment ends by reason of death or becoming (in the Board's view) totally and permanently disabled, or the occurrence of such other event as the Board determines, Mr. Alcock's Options and Performance Rights will not be forfeited in these circumstances.</p> <p>The Board in its sole discretion may also determine that all, or part, of any unvested incentive awards be forfeited in the following circumstances, or other circumstances the Board determines to be similar to the following:</p> <ul style="list-style-type: none"> ▪ A material misstatement or omission in the financial statements of HUB24; ▪ If Mr. Alcock's actions or inactions seriously damage HUB24 Group reputation or put HUB24 at significant risk; and/or ▪ A material abnormal occurrence results in an unintended vesting or increase in the award. 	

<p>Vesting conditions</p>	<p>Vesting conditions based on two performance hurdles will apply to the Options and Performance Rights.</p> <p><i>First Performance Condition</i></p> <p>50% of the Options (ie. 53,232 Options) and 50% of the Performance Rights (ie. 17,426 Performance Rights) will be subject to, and will vest on, the achievement of a hurdle measuring the compound annual growth (CAGR) in funds under administration (FUA) over the next three years. The vesting is calibrated as follows:</p> <ul style="list-style-type: none"> ▪ Zero vesting will occur if the CAGR in FUA was below a minimum level of 28% per annum (109.7% over three years); ▪ 30% vesting will occur if the CAGR in FUA reaches 28% per annum (109.7% over three years representing approximately \$7b); ▪ 100% vesting will occur if the CAGR in FUA reaches 45% per annum (204.8% over three years representing approximately \$10b) or more; and ▪ vesting between 28% and 45% per annum CAGR in FUA will be on a straight-line basis between these two levels. <p>The Board reserves the right to reduce by up to 50%, the number of Performance Rights and Options vesting under this condition if the FUA growth was achieved on terms materially less favourable to the Company than terms offered in the normal course of business, unless such terms were approved by the Board.</p> <p><i>Second Performance Condition</i></p> <p>50% of the Options (ie. 53,232 Options) and 50% of the Performance Rights (ie. 17,425 Performance Rights) will be subject to, and will vest on, the achievement of a hurdle measuring the absolute total Shareholder return (ATSR) of 12.5% to 17.5% per annum over the next three years. The vesting is calibrated as follows:</p> <ul style="list-style-type: none"> ▪ 25% vesting of PC2 Options and Performance Rights occurs when a threshold vesting of 12.5% ATSR compounded annually is achieved; ▪ 100% vesting of PC2 Options and Performance Rights occurs when a threshold vesting of 17.5% ATSR compounded annually is achieved; and ▪ vesting between 12.5% and 17.5% ATSR will be on a straight-line basis between these two levels. <p><i>Thresholds</i></p> <p>The determination of the ATSR thresholds will be based upon the 20 trading day VWAP for HUB24 shares immediately before the release of HUB24's full-year result for the 2016 financial year. The 20 trading day VWAP for Shares up to that date (ie. 26 August 2016) was \$4.46, therefore (in the absence of any dividends) the 12.5% threshold is \$6.35 and the 17.5% threshold is \$7.24.</p> <p>The determination of ATSR achieved over the performance period will be based on the 40 trading day VWAP of Shares traded on the ASX immediately following the release of the full-year results for the relevant prior fiscal year. In circumstances where the ASX200 falls by greater than 5% during a 40 trading day test period, the testing period will recommence after the period the greater than 5% fall was recorded. The use of a 40 trading day VWAP in the calculation</p>
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of the end price for ATSR performance testing avoids any abnormal daily share price movements that could advantage or disadvantage employees.

In respect of the Second Performance Condition, the hurdles will be tested over a cumulative three year period to the test date on the 40th trading day following the release of the company's financial results for the year ended 30 June 2019, subject the above circumstances. If required, any unvested Options or Performance Rights from that three year test will be retested against the CAGR ATSR hurdles over the cumulative four year period to 40 trading days from the date of release of the Company's financial results for the year ended 30 June 2020 (Last Testing Date). Any Options or Performance Rights not meeting this four year hurdle will lapse and be cancelled.

Any Performance Rights and Options that have not vested after the Last Testing Date, ie. in 2020, will lapse.

Takeover / 'Change of Control' Event

All outstanding Options and Performance Rights will be performance tested based on the prorata achievement of the performance condition to the date of the change of control and the amount that vest will be calculated at that time. Any restrictions on the disposal of the Shares issued on the exercise of Options will cease to apply, where there is an acquisition by a person or entity (whether directly or indirectly) of not less than 90% of the issued shares of the Company, whether by takeover or a members scheme of arrangement in accordance with the Corporations Act, or on the occurrence of some other form of 'change of control' event in respect of the Company as determined by the Board. The Board may in its sole discretion either cancel the remaining Options and Performance Rights not vested or continue testing and vesting of the remaining Options and Performance Rights in accordance with the original issue.

The Board has the discretion to determine that any LTI benefit payable in the above termination circumstances can be settled in cash based on the number of Shares vested multiplied by the 20 trading day closing market price (VWAP) of Shares immediately prior to such payment.


Lapse	<p>Options that may be exercised and are not exercised by November 2021 will automatically lapse.</p> <p>Options that have not vested on the Last Testing Date (as defined above) will automatically lapse.</p> <p>All unvested Options will lapse in the event of Mr. Alcock's resignation or in the event of his termination by the Company for cause.</p>	<p>Performance Rights that have not vested by the Expiry Date will automatically lapse.</p> <p>All unvested Performance Rights will lapse in the event of Mr. Alcock's resignation or in the event of his termination by the Company for cause.</p>
Exercise / conversion	<p>Vested Options may be converted into Shares by way of notice given by Mr. Alcock to the Company of his election to exercise a specified number of Options and the subsequent payment of the relevant exercise price.</p>	<p>On a Performance Right vesting, Mr. Alcock becomes entitled to receive a Share at his election provided he continues as an employee.</p>
Disposal restrictions	<p>Options are not transferrable without the approval of the Board. Transfers of Options may be considered after 12 months from date of grant.</p> <p>Sale of the Shares issued on exercise of the Options will be restricted for a period of 12 months after the date of issue of such Shares. However, the sale of a portion of such Shares for the purpose of funding the payment of the exercise price of the Options or to meet tax obligations arising from the issue of Shares will be permitted, subject to compliance with legal obligations in respect of the sale of such Shares.</p>	<p>Performance Rights are not transferrable without the approval of the Board.</p> <p>Sale of the Shares issued on conversion of the Performance Rights will be restricted for a period of 12 months after the date of issue of such Shares. However, the sale of a portion of such Shares to fund taxation obligations arising from the conversion of the Performance Rights will be permitted, subject to compliance with legal obligations in respect of the sale of such Shares.</p>
Issue of Shares on exercise of Options or conversion of Performance Rights	<p>Upon exercise or vesting, each Option and Performance Right will be converted to a Share ranking equally with the Company's existing Shares.</p> <p>The Company will apply to ASX for quotation of the new Shares issued on the exercise of the Options or conversion of the Performance Rights.</p>	



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LODGE YOUR VOTE

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

 **BY MAIL**
HUB24 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

PROXY FORM

I/We being a member(s) of HUB24 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

STEP 1

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 **12:30pm on Tuesday, 29 November 2016 at The Porter, 1 O'Connell St, Sydney, NSW 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

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

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business except Resolution 6, where you must indicate your voting intention below. In the absence of express authorisation, the Chairman of the Meeting will not cast a vote.

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 (ie. 12:30pm on Sunday, 27 November 2016).

Please read the voting instructions overleaf before marking any boxes with an .

Resolutions

Resolutions	For	Against	Abstain*	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of Issue of Shares to Andrew Alcock	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Bruce Higgins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Variation of existing option terms	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
4 Approval of Issue of Options and Performance Rights to Andrew Alcock	<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 Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

Joint Holding: where the holding is in more than one name, 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" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **12:30pm on Sunday, 27 November 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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



BY MAIL

HUB24 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)

**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.**