



---

**1ST AVAILABLE LTD**

**ACN 138 897 533**

**NOTICE OF 2016 ANNUAL GENERAL MEETING**

**EXPLANATORY STATEMENT**

**PROXY FORM**

---

TIME: 2:00pm (AEDT)

DATE: Monday, 28 November 2016

PLACE: Whittens & McKeough  
Level 29, 201 Elizabeth Street, Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 2) 8072 1400.

---

## **CONTENTS PAGE**

---

Notice of Annual General Meeting (setting out the proposed Resolutions)	4
Explanatory Statement (explaining the proposed Resolutions)	10
Annexure A – Terms of Management Options	27
Glossary	30
Proxy Form	Attached

---

## **TIME AND PLACE OF MEETING AND HOW TO VOTE**

---

### **VENUE**

---

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2:00pm (AEDT) on 28 November 2016 at:

Whittens & McKeough  
Level 29, 201 Elizabeth Street, Sydney NSW 2000

### **YOUR VOTE IS IMPORTANT**

---

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

### **VOTING IN PERSON**

---

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

### **VOTING BY PROXY**

---

To vote by proxy, please complete and sign the enclosed Proxy Form and either:

1. deliver the Proxy Form:
  - (a) by hand to:

LINK Market Services  
1A Homebush Bay Drive, Rhodes NSW 2138; or
  - (b) by post to:

1st Available Ltd  
c/- LINK Market Services Ltd  
Locked Bag A14, Sydney South NSW 1235; or
2. by facsimile to +61 2 9287 0309; or

3. Lodge online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), instructions as follows:
  - (a) Select 'Investor & Employee Login' and enter 1st Available Ltd or the ASX code 1ST in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website;

so that it is received not later than 48 hours before the commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of Shareholders of 1st Available Ltd (ACN 138 897 533) will be held at 2:00pm (AEDT) on 28 November 2016 at Level 29, 201 Elizabeth Street, Sydney NSW 2000.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 2:00pm (AEDT) on 26 November 2016. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

## **AGENDA**

---

### **ORDINARY BUSINESS**

#### **Financial Statements and Reports**

*“To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2016 together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report for that financial year.”*

**Note:** This item of ordinary business is **for discussion only and is not a resolution.**

However, pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

## **RESOLUTIONS**

### ***Part A: Remuneration Report***

---

#### **1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

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

*“That, for the purpose 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 30 June 2016.”*

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

**Voting Exclusion Statement:** In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as **Restricted Voters**). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

## **Part B: Election of Directors**

---

### **2. RESOLUTION 2 – RE-ELECTION OF MR RICHARD WALKER ARNOLD AS DIRECTOR**

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

*“That Mr Richard Walker Arnold, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election, is re-elected as a Director of the Company.”*

---

### **3. RESOLUTION 3 – RE-ELECTION OF MS AMANDA HAGAN AS DIRECTOR**

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

*“That Ms Amanda Hagan, a Director appointed as an additional Director and holding office until the next general meeting of the Company after her appointment in accordance with the Company’s Constitution and ASX Listing Rule 14.4, be re-elected as a Director of the Company.”*

## Part C: ASX Listing Rule 7.1A

---

### 4. RESOLUTION 4 – ASX LISTING RULE 7.1A APPROVAL OF FUTURE ISSUE OF SECURITIES

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

*“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on Resolution 4 by:

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

However, the Company will not disregard a vote if:

- (i) 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
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## **Part D: Ratification of Prior Issue of Shares**

---

### **5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES**

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 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 26,912,116 fully paid ordinary shares, on the terms and conditions which are described in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on Resolution 5 by:

- (a) a person who participated in the issue;
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- (c) an Associate of any person described in (a) or (b).

However, the Company will not disregard a vote if:

- (i) 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
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.



## **Part E: Issue of Management Options to Director**

---

### **6 RESOLUTION 6 – RELATED PARTY APPROVAL OF ISSUE OF MANAGEMENT OPTIONS TO MS AMANDA HAGAN**

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

*“Subject to Resolution 3 being passed by Shareholders of the Company, that, for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue of up to 500,000 unlisted and unvested Management Options, each exercisable at 10.5 cents (\$0.105) per Management Option, expiring 5 years from the date of issue, to Ms Amanda Hagan (or her nominee), a Director of the Company, on the terms and conditions which are described in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.*”

**Voting Exclusion Statement:** The Company will disregard any votes cast on Resolution 6 by:

- (a) Ms Amanda Hagan (or her nominee);
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- (c) an Associate of any person described in (a) or (b).

However, the Company will not disregard a vote if:

- (i) 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
- (ii) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## **Part F: New Company Name**

---

### **7 RESOLUTION 7 – CHANGE OF COMPANY NAME**

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

*“Pursuant to Section 157(1) of the Corporations Act and for all other purposes, the name of the Company be changed to “1ST Group Limited”, effective immediately.”*

**Dated:** 28 October 2016

**BY ORDER OF THE BOARD**

**Andrew Whitten**  
Company Secretary

## **EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 2:00pm (AEDT) on 28 November 2016 at Level 29, 201 Elizabeth Street, Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

## **AGENDA**

---

### **FINANCIAL STATEMENTS AND REPORTS**

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2016 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. These amendments may result in reducing the Company's printing costs.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at [www.1stavailable.com.au/about/investors](http://www.1stavailable.com.au/about/investors).

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

## **RESOLUTIONS**

### ***Part A: Remuneration Report***

---

#### **RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at [www.1stavailable.com.au/about/investors](http://www.1stavailable.com.au/about/investors).

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2017 Annual General Meeting (**2017 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2017 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2017 AGM. All of the Directors who were in office when the 2017 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

#### **Voting**

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed him to vote in accordance with his stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

## **Part B: Election of Directors**

---

### **RESOLUTION 2 – RE-ELECTION OF MR RICHARD WALKER ARNOLD AS DIRECTOR**

The Company's Constitution requires that if the Company has 3 or more Directors, a third (or the number of Directors nearest to one third) of those Directors must retire at each annual general meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. Where 2 or more Directors have served equally the longest, the retiring Director is determined either amongst the Directors, or by drawing lots.

It has been agreed that Mr Arnold will retire by rotation at this Meeting.

Mr Richard Walker Arnold was last re-elected as a Director on 24 November 2015, and is jointly the longest serving Director since the last election.

A Director who retires by rotation under clause 13.2 of the Company's Constitution is eligible for re-election. Mr Arnold retired by rotation and seeks re-election at this AGM.

Background details for Mr Richard Walker Arnold are set out below:

Richard is the former Chief Financial Officer, and Vice President of Strategy and Corporate Development at CrowdFlower Inc., a leading enterprise crowd sourcing company, based in San Francisco, California. Richard was appointed to the Board of the Company on 2 February 2012, and accepted the Chairmanship of the Company on 20 September 2013. Richard resigned as Chairman on 24 February 2015.

Prior to joining CrowdFlower, Richard served from 2006 to March 2010 as Chief Operating Officer and Chief Financial Officer of Phoenix Technologies Ltd (NASDAQ: PTEC), the world's leading provider of core system software to the computer industry. He previously served as a member of the Board of Directors and Chairman of the Audit Committee of Intellisync Corporation (NASDAQ: SYNC) from 2004 to 2006 and as a member of the board of Directors and Chairman of the Audit Committee of Saint Bernard Software, Inc. (NASDAQ: SBSW) from 2006 to 2007.

From 2001 to 2006, Richard served as a founding partner of Committed Capital Proprietary Limited, a private equity investment company based in Sydney, Australia. From 1999 to 2001, he served as Executive Director of Consolidated Press Holdings Limited, the Packer family's private investment company based in Sydney.

Richard has also previously served as Managing Director of TD Waterhouse Australia, a securities dealer; as Chief Executive Officer of Integrated Decisions and Systems, Inc., an application software company; as Managing Director of Eagleroo Proprietary Limited, a corporate advisory company; and in various senior management capacities including as chief financial officer with Charles Schwab Corporation (NASDAQ: SCHW), a large securities brokerage and financial services company. Richard holds a Bachelor of Science degree in Psychology from Stanford University and has completed the Executive Program in Finance at Stanford's Graduate School of Business.

#### **Directors' recommendation**

The Directors (excluding Mr Richard Walker Arnold) recommend that Shareholders vote for Resolution 2.

---

### **RESOLUTION 3 – RE-ELECTION OF MS AMANDA HAGAN AS DIRECTOR**

The Company's Constitution requires that any Director appointed during the year either to fill a casual vacancy or as an addition to existing Directors to hold office until the next general meeting is eligible for re-election as a Director of the Company.

Ms Amanda Hagan was appointed as an additional Director on 9 August 2016.

Under this Resolution, Ms Hagan seeks re-election at this AGM.

Background details for Ms Hagan are set out below:

Amanda has over 20 years' experience across the Healthcare, Financial Services and Energy sectors, including more than 15 years' experience in senior roles consulting on strategic projects for a range of companies including AGL, Energy Australia, American Express and the Australian Stock Exchange.

Amanda joined Australian Unity in May 2006. As Chief Executive Officer, Healthcare and director of Australian Unity Health Limited, Grand United Corporate Health Limited and Remedy Healthcare, she is responsible for all elements of Australian Unity's healthcare operations and strategic development of the business. On 31 May 2016, Amanda took on the new and additional responsibility for executing the Australian Unity Group's digital agenda, leading the newly created Digital Transformation Centre. Amanda is a director of a number of Australian Unity Limited subsidiaries.

Before joining Australian Unity, Amanda held various executive roles with Perpetual Limited.

Amanda is also a director of the Australian Health Service Alliance Limited (a cooperative hospital contracting company formed by 24 health insurance funds) and Members Own Health Funds Limited.

#### **Directors' recommendation**

The Directors (excluding Ms Hagan) recommend that Shareholders vote for Resolution 3.

## **Part C: ASX Listing Rule 7.1A**

---

### **RESOLUTION 4 – ASX LISTING RULE 7.1A APPROVAL OF FUTURE ISSUE OF SECURITIES**

Under Listing Rule 7.1A, certain companies may seek Shareholder approval by special resolution passed at an annual general meeting to have the additional capacity to issue equity securities (which must be in the same class as an existing quoted class of equity securities of the Company) which do not exceed 10% of the existing ordinary share capital without further Shareholder approval. The ability of the Company to make an issue under Listing Rule 7.1A is in addition to its 15% placement capacity under Listing Rule 7.1.

Approval under this Resolution 4 is sought for the Company to issue equity securities under Listing Rule 7.1A.

If Resolution 4 is approved the Company may make an issue of equity securities under Listing Rule 7.1A at any time (either on a single date or progressively) up until the earlier of:

- (a) the date which is 12 months after the date of the 2016 Annual General Meeting; or
- (b) the date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking);

or such longer period if allowed by the ASX.

Accordingly, the approval given if this Resolution 4 is passed will cease to be valid on the earlier of 28 November 2017 or the date on which holders of the Company's ordinary securities approve a transaction under Listing Rules 11.1.2 or 11.2.

At the date of this Explanatory Statement, the Company is an 'eligible entity', and therefore able to seek approval under Listing Rule 7.1A, as it is not included in the S&P/ASX300 and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million). If at the time of the Annual General Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

The maximum number of equity securities which may be issued in the capital of the Company under the approval sought by this Resolution will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

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

where:

- A** is the number of shares on issue 12 months before the date of issue or agreement to issue:
- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
  - (ii) plus the number of partly paid shares that became fully paid in the 12 months;
  - (iii) plus the number of fully paid shares issued in the 12 months with approval of the holders of shares under Listing Rules 7.1 and 7.4 (this does not include an issue

of fully paid ordinary shares under the entity's 15% placement capacity without Shareholder approval);

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

**D** is 10%

**E** is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rules 7.1 or 7.4.

The ability of the Company to make an issue under Listing Rule 7.1A is in addition to its 15% placement capacity under Listing Rule 7.1. The effect of Resolution 4 will be to allow the Company to issue equity securities under Listing Rule 7.1A without using the Company's 15% placement capacity under Listing Rule 7.1.

As at 6 October 2016, the Company has on issue 206,785,834 ordinary shares and therefore has capacity to issue:

- (a) 31,017,875 equity securities under Listing Rule 7.1; and
- (b) subject to Shareholder approval being sought under this Resolution, 20,678,583 equity securities under Listing Rule 7.1A.

The issue price of the equity securities issued under Listing Rule 7.1A will be determined at the time of issue. The minimum price at which the equity securities the subject of this Resolution will be issued is 75% of the volume weighted average market (closing) price (**VWAP**) of the Company's equity securities over the 15 days on which trades in that class were recorded immediately before either:

- (a) the date on which the price at which the equity securities are to be issued is agreed; or
- (b) if the equity securities are not issued within 5 ASX trading days of the date in paragraph (a) the date on which the securities are issued.

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' voting power in the Company will be diluted. There is a risk that:

- (a) the market price for the Company's equity securities may be significantly lower on the issue date than on the date of the approval of this Resolution; and
- (b) the equity securities issued under Listing Rule 7.1A may be issued at a price that is at a discount (as described above) to market price for the Company's equity securities on the issue date;

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

The table set out below shows the dilution of existing Shareholders on the basis of:

- The current market price of the Company's ordinary shares and the current number of ordinary securities as at the date of this Explanatory Statement.
- Two examples where the number of ordinary shares on issue ("A") has increased, by 50% and 100%. The number of ordinary shares on issue may increase as a result of

issues of ordinary shares that do not require Shareholder approval (for example, pro-rata entitlements issues) or as a result of future specific placements under Listing Rule 7.1 that are approved by Shareholders.

- Two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" ASX Listing Rule 7.1A.2		Dilution		
		\$0.03 50% decrease in issue price	\$0.06 Issue Price **	\$0.12 100% increase in issue price
"A" is the current number of shares on issue 206,785,834 *** shares	10% voting dilution	20,678,583 shares	20,678,583 shares	20,678,583 shares
	Funds raised	\$620,357.49	\$1,240,714.98	\$2,481,429.96
"A" is a 50% increase in current shares on issue 310,178,751 *** shares	10% voting dilution	31,017,875 shares	31,017,875 shares	31,017,875 shares
	Funds raised	\$930,536.25	\$1,861,072.50	\$3,722,145.00
"A" is a 100% increase in current shares on issue 413,571,668 *** shares *	10% voting dilution	41,357,166 shares	41,357,166 shares	41,357,166 shares
	Funds raised	\$1,240,714.98	\$2,481,429.96	\$4,962,859.92

Notes:

- The table assumes that the Company issues the maximum number of equity securities available under Listing Rule 7.1A.
- The table assumes that no options are exercised in ordinary shares before the date of the issue of equity securities under Listing Rule 7.1A.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- The table shows the effect of an issue of equity securities under Listing Rule 7.1A, not under the Company's 15% placement capacity under Listing Rule 7.1.
- The issue of equity securities under the Listing Rule 7.1A consists only of ordinary shares. If the issue of equity securities includes options, it is assumed that those options are exercised into ordinary shares for the purposes of calculating the voting dilution effect on existing Shareholders.

\* Any issue of equity securities is required to be made in accordance with the Listing Rules. Any issue made other than under the Company's 15% capacity (Listing Rule 7.1) or the Company's additional 10% capacity (Listing Rule 7.1A) and not otherwise made under an exception in Listing Rule 7.2 (for example, a pro-rata rights issue) would require Shareholder approval.

\*\* Based on the closing price of the Company's Shares on ASX on 6 October 2016.

\*\*\* Based on the Company's Share structure as at 6 October 2016.



If this Resolution is approved the Company will have the ability to issue up to 10% of its issued capital without further Shareholder approval and therefore allow it to take advantage of opportunities to obtain further funds if required and available in the future.

As at the date of this Explanatory Statement, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A to any particular person or at any particular time. The total amount that may be raised by the issue of equity securities under Listing Rule 7.1A will depend on the issue price of the equity securities which will be determined at the time of issue. In some circumstances the Company may issue equity securities under Listing Rule 7.1A for non-cash consideration (for example, in lieu of cash payments to consultants, suppliers or vendors). While the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A, some of the purposes for which the Company may issue equity securities under Listing Rule 7.1A include (but are not limited to):

- (a) raising funds to further develop the Company's business;
- (b) raising funds to be applied to the Company's working capital requirements;
- (c) acquiring assets; and
- (d) paying service providers or consultants of the Company.

Details regarding the purposes for which any particular issue under Listing Rule 7.1A is made will be more fully detailed in an announcement to the ASX made pursuant to Listing Rule 7.1A.4 and Listing Rule 3.10.5A at the time the issue is made. The identity of the allottees of equity securities under Listing Rule 7.1A will be determined at the time the Company decides to make an issue having regard to a number of factors including:

- (a) the capital raising and acquisition opportunities available to the Company and any alternative methods for raising funds or acquiring assets that are available to the Company;
- (b) the potential effect on the control of the Company;
- (c) the Company's financial situation and the likely future capital requirements; and
- (d) advice from the Company's corporate or financial advisors.

Offers made under Listing Rule 7.1A may be made to parties that are not related parties of the Company. These parties may include professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

The allocation policy the Company may adopt for a particular issue of equity securities under Listing Rule 7.1A and the terms on which those equity securities may be offered will depend upon the circumstances existing at the time of the proposed capital raising under Listing Rule 7.1A. Subject to the requirements of the Listing Rules and the Corporations Act, the Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

As the Company has previously obtained Shareholder approval under Listing Rule 7.1A, it is required by Listing Rule 7.3A.6 to provide details of all issues of securities in the 12 months preceding the date of the Meeting. The details of all issues of securities by the Company during the 12 months preceding the date of the Meeting are detailed below:

Number/Class of Securities issued	Terms and Purpose of issue	Price and discount to closing market price on the date of issue (if any)	Consideration details	Allottees of the Securities
<i>Securities issued on 27 June 2016</i>				
12,000,001 fully paid ordinary shares	Pursuant to a placement, the Company issued 12,000,001 fully paid ordinary shares, in order to fund additional working capital expenditure, predominantly associated with sales and marketing.	\$0.055 per share No discount	Cash consideration of \$660,000.05  Apart from capital raising costs, as of 30 June 2016, none of the funds had been used.  Funds will be used towards investment sales, marketing and technology, and general working capital.	Investors invited to participate in the placement
1,433,411 fully paid ordinary shares	The Company issued a further 1,433,411 fully paid ordinary shares, in payment of arranging fees owed to parties pursuant to the Entitlement Offer.	Deemed issue price of \$0.055 per share No discount	Non-cash consideration with a deemed value of \$78,837.61 at the time of issue.	Service providers in connection with the Entitlement Offer
<i>Securities issued on 24 June 2016</i>				
47,095,769 fully paid ordinary shares	Securities issued as part of the shortfall for an equity raising which comprised a one-for-one non-renounceable entitlement offer ( <b>Entitlement Offer</b> ).  The purpose of the Entitlement Offer was to: <ul style="list-style-type: none"> <li>• pursue current growth opportunities across the Company's business divisions and accelerate growth in sales and marketing as well as strengthen the Company's balance sheet; and</li> <li>• fund working capital expenditure, predominantly associated with sales and marketing.</li> </ul>	\$0.055 per share No discount	Cash consideration \$2,590,267.30  Apart from capital raising costs, as of 30 June 2016, none of the funds had been used.  Funds will be used towards investment sales, marketing and technology, and general working capital.	High net worth investor and the underwriter of the Entitlement Offer, Mr John Plummer

<i>Securities issued on 23 June 2016</i>				
438,958 fully paid ordinary shares	<p>Securities issued as part of the Entitlement Offer.</p> <p>The purpose of the Entitlement Offer was to:</p> <ul style="list-style-type: none"> <li>• pursue current growth opportunities across the Company's business divisions and accelerate growth in sales and marketing as well as strengthen the Company's balance sheet; and</li> <li>• fund working capital expenditure, predominantly associated with sales and marketing.</li> </ul>	<p>\$0.055 per share</p> <p>No discount</p>	<p>Cash consideration \$24,142.69</p> <p>As of 30 June 2016, none of the funds had been used.</p> <p>Funds will be used towards investment sales, marketing and technology, and general working capital.</p>	Existing shareholders
<i>Securities issued on 20 June 2016</i>				
42,323,302 fully paid ordinary shares	<p>Securities issued as part of the Entitlement Offer.</p> <p>The purpose of the Entitlement Offer was to:</p> <ul style="list-style-type: none"> <li>• pursue current growth opportunities across the Company's business divisions and accelerate growth in sales and marketing as well as strengthen the Company's balance sheet; and</li> <li>• fund working capital expenditure, predominantly associated with sales and marketing.</li> </ul>	<p>\$0.055 per share</p> <p>No discount</p>	<p>Cash consideration \$2,327,781.61</p> <p>Apart from capital raising costs, as of 30 June 2016, none of the funds had been used.</p> <p>Funds will be used towards investment sales, marketing and technology, and general working capital.</p>	Existing shareholders
<i>Securities issued on 10 May 2016</i>				
13,636,364 fully paid ordinary shares	<p>Securities issued pursuant to a placement to raise a total of \$750,000 (before costs).</p> <p>The purpose of the placement was to:</p> <ul style="list-style-type: none"> <li>• pursue current growth opportunities across the Company's business divisions and accelerate growth in sales and marketing as well as strengthen</li> </ul>	<p>\$0.055 per share</p> <p>Represents a 1.8% discount to the closing market price - \$0.056.</p>	<p>Cash consideration \$750,000.02</p> <p>Apart from capital raising costs, as of 30 June 2016, none of the funds had been used.</p> <p>Funds will be used towards investment sales, marketing and technology, and</p>	Institutional, professional or Sophisticated investors

	<p>the Company's balance sheet; and</p> <ul style="list-style-type: none"> <li>fund working capital expenditure, predominantly associated with sales and marketing</li> </ul>		general working capital.	
<i>Securities issued on 28 January 2016</i>				
250,000 fully paid ordinary shares	Securities issued to eligible shareholders via a share purchase plan (SPP). Each eligible shareholder was invited to apply for up to \$15,000 of new fully paid ordinary shares.	\$0.12 per share No discount	Cash consideration \$30,000  As of 30 June 2016, none of the funds had been used.  Funds will be used towards investment sales, marketing and technology, and general working capital.	Existing Shareholders
<i>Securities issued on 16 December 2015</i>				
240,000 fully paid ordinary shares	Securities issued in part settlement of brokerage fees due to advisers pursuant to the placement completed by the Company on 19 November 2015.	Deemed issue price of \$0.12 per share. No discount	Non-cash consideration with a deemed value of \$28,800 at the time of issue.	Advisers to the Company in respect of the placement dated 19 November 2015
<i>Securities issued on 19 November 2015</i>				
10,000,000 fully paid ordinary shares	Securities issued as part of a share placement to raise additional working capital.	\$0.12 per share No discount	Cash consideration \$1,200,000  As of 30 June 2016, approximately \$400,000 had been used on capital raising costs and general working capital.  Remaining funds will be used towards investment sales, marketing and technology, and general working capital.	Sophisticated private investor
<b>Total Securities issued in previous 12 months</b>			127,417,805	
<b>Percentage of total Securities issued in previous 12 months</b>			119.8%**	

\*\* Based on fully diluted share capital as of the date of the 2015 annual general meeting (106,341,329 Shares)

This Resolution is a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

**Directors' recommendation**

The Directors of the Company believe that Resolution 4 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

A voting exclusion statement is set out in the Notice of Meeting.

## ***Part D: Ratification of Prior Issue of Shares***

---

### **RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES**

Resolution 5 proposes that Shareholders approve and ratify the issue and allotment of 26,912,116 Shares which were issued on the dates set out hereunder, utilising the Company's existing capacity under Listing Rule 7.1.

On 10 May 2016, the Company issued 13,636,364 Shares as part of a placement to professional and sophisticated investors, at an issue price of \$0.055 per Share, raising \$750,000 (before costs).

On 27 June 2016, the Company issued 13,433,412 Shares to existing Shareholders. Of this amount, 12,000,001 Shares were issued to fund additional working capital expenditure, predominantly associated with sales and marketing and a further 1,433,411 Shares were issued in payment of arranging fees owed to parties pursuant to a previous entitlement offer.

With regard to the placement completed on 10 May 2016, of the 13,636,364 Shares issued, 13,478,704 Shares were issued utilising the Company's existing capacity under Listing Rule 7.1 and 157,660 Shares were issued utilising the Company's existing capacity under Listing Rule 7.1A.

Ratification of Shares under Listing Rule 7.1A is not required nor sought, as the capacity under Listing Rule 7.1A must be refreshed annually by an ASX listed entity at its annual general meeting. The Company is seeking specific Shareholder approval for Listing Rule 7.1A capacity under Resolution 4 of this Notice of Meeting. Accordingly, ratification is only sought for the Shares that were issued utilising the Company's existing capacity under Listing Rule 7.1.

Listing Rule 7.1 allows the Board of an ASX listed entity to issue up to 15% of the Company's issued capital in any 12 month period without the approval of the Shareholders of the Company.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where an ASX listed entity at a meeting of Shareholders ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

The effect of approval of Resolution 5 is to allow the Board of the Company to issue additional equity securities within the 15% limit under Listing Rule 7.1 after this Resolution is adopted, instead of having to wait until 12 months after the date on which each of the relevant Shares subject of this Resolution were issued.

#### **Information Required by ASX Listing Rule 7.5**

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

- (a) In total, 26,912,116 Shares of the Company were issued.
- (b) The 13,478,704 Shares issued on 10 May 2016 had an issue price of \$0.055 per Share.
- (c) The 13,433,412 Shares issued on 27 June 2016 had an issue price of \$0.055 per Share.
- (d) The Shares are fully paid ordinary shares and rank equally in all aspects with all existing Shares previously issued by the Company.

- (e) The Shares were issued to the following persons:
  - (i) 13,478,704 Shares were issued to professional and sophisticated investors to fund working capital expenditure; and
  - (ii) 13,433,412 Shares were issued to investors and corporate advisers.

## ***Part E: Issue of Management Options to Director***

---

### **RESOLUTION 6 – RELATED PARTY APPROVAL OF ISSUE OF MANAGEMENT OPTIONS TO MS AMANDA HAGAN**

ASX Listing Rule 10.11 provides that a listed company must not issue equity securities to a related party without Shareholder approval.

Ms Amanda Hagan was appointed as a non-executive director of the Company, effective 9 August 2016. However, as Ms Hagan was appointed as an addition to existing Directors, Ms Hagan is seeking re-election as a Director of the Company under this Notice of Meeting (Resolution 3).

The approval of this Resolution 6, is subject to the approval of Resolution 3. Accordingly, as Ms Hagan is and will be a Director of the Company at the relevant time when these Management Options are issued to her (or her nominee), she is a related party of the Company for the purposes of the Listing Rules, and the issue of Management Options to Ms Hagan requires the Company to obtain Shareholder approval.

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior Shareholder approval is obtained prior to the giving of the financial benefit.

At the time of considering and formalising Ms Hagan's appointment as a Director of the Company, the Board carefully considered the issue of these Management Options to Ms Hagan, and resolved that the giving of this financial benefit to Ms Hagan as part of her remuneration, would be reasonable, given the circumstances of the Company, the quantum and terms of the Management Options (in particular, the continuous period of service based vesting conditions attached to the Management Options), and the responsibilities that would be held and carried out by Ms Hagan in her role as a Director of the Company. In addition, the Board considered that the issue of these Management Options is a more cost effective way to remunerate and incentivise Ms Hagan, as opposed to other forms of remuneration, such as further cash payments. The Board continues to hold this view, as at the date of the Notice of Meeting.

Accordingly, the Directors (with Ms Hagan excluded) believe that the issue of Management Options to Ms Hagan fall with the "reasonable remuneration" exception as set out in section 211 of the Corporations Act, and relies on this exception for the purpose of this Resolution 6.

#### **Background to the issue of Management Options to Ms Hagan**

As part of her remuneration package, subject to receipt of Shareholder approval (which is being sought under the Notice of Meeting), Ms Hagan will be issued up to 500,000 unlisted and unvested Management Options on the terms set out in Annexure A.

Key terms of the Management Options are as follows:

- (a) Exercise price: 10.5 cents (\$0.105) per Management Option.
- (b) Vesting conditions: The Management Options will vest as follows:



- (i) One third of the Management Options (166,666) will vest 12 months after the date of issue;
  - (ii) A further one third of the Management Options (166,667) will vest 24 months after the date of issue; and
  - (iii) The remaining one third of the Management Options (166,667) will vest 36 months after the date of issue.
- (c) Expiry date: 5 years from the date of issue.

Resolution 6 seeks Shareholder approval to issue up to 500,000 Management Options to Ms Hagan. As of the date of this Notice, Ms Hagan holds 769,230 Shares in the Company. As at 6 October 2016, the Company has on issue 206,785,834 Shares. Accordingly, Ms Hagan's current interest in the Company is 0.37%.

Assuming that all Resolutions under this Notice of Meeting are approved by Shareholders, and assuming all convertible securities on issue in the Company are exercised, the maximum holding of Ms Hagan after the vesting and exercise of the Management Options in accordance with the terms set out in Annexure A will be 0.57% (based on a total fully diluted share capital of 224,150,800 Shares).

### **Information Required by ASX Listing Rule 10.13**

The following information in relation to the Management Options is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- (a) The maximum number of Management Options to be issued to Ms Amanda Hagan (or her nominee), a Director of the Company seeking re-election under Resolution 3 of this Notice of Meeting is 500,000.
- (b) Each Management Option will be issued for nil cash consideration.
- (c) The full terms of the Management Options are set out in Annexure A.
- (d) The issue of the Management Options to Ms Hagan (or her nominee) will occur no later than one month from the date of this Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
- (e) As the Management Options are being issued for nil cash consideration, the Company will not receive any immediate funds from the issue or exercise of the Management Options. If and when the Management Options are exercised, funds raised will be applied towards general working capital.

### **Directors' recommendation:**

The Directors (excluding Ms Hagan) recommend that Shareholders vote in favour of Resolution 6. As noted above, the Directors (with Ms Hagan excluded) believe that the issue of Management Options to Ms Hagan fall within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act, and relies on this exception for the purpose of this Resolution 6.

## **Part F: New Company Name**

---

### **RESOLUTION 7 – CHANGE OF COMPANY NAME**

At present, the Company's name is identical to the name of its main portal business ([www.1stavailable.com.au](http://www.1stavailable.com.au)). As part of the Company's strategy, the Company may launch additional services and/or acquire further complimentary businesses in the future. Accordingly, in order to accommodate the continued development of the Company, the Company considers that it is appropriate to separate the legal name of parent company from its main portal business.

To reflect this, the Company proposes to change its name from "1ST Available Ltd" to "1ST Group Limited". This change itself will not, in itself, affect the legal status of the Company or any of its assets or liabilities. The Company's ASX ticker code (ASX:1ST) will not change if this Resolution is passed by Shareholders of the Company.

Pursuant to Section 157 of the Corporations Act, a change in company name can only be enacted by Shareholders via a special resolution. Therefore, this Resolution can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

#### **Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

---

### **ENQUIRIES**

Shareholders are asked to contact Mr Andrew Whitten, Company Secretary, on (+61 2) 8072 1400 if they have any queries in respect of the matters set out in these documents.

---

## ANNEXURE A – TERMS OF MANAGEMENT OPTIONS

---

The terms and conditions of these Management Options (referred to as **Options** only in this Annexure A) are as follows:

- (a) Each Option, subject to the terms and conditions set out in this Annexure A, gives the holder of the Options (**Optionholder**) the right to subscribe for 1 fully paid ordinary share in the Company (**Share**) per Option issued. To obtain the right given by each Option, the Optionholder must exercise the Options in accordance with these terms and conditions.
- (b) Subject to paragraphs (q) and (r), these Options will vest only as follows:
  - (i) One third of the Options will vest 12 months after the date of issue;
  - (ii) A further one third of the Options will vest 24 months after the date of issue; and
  - (iii) The remaining one third of the Options will vest 36 months after the date of issue.
- (c) Subject to paragraphs (q) and (r), these Options will expire on the date 5 years from the date of issue (**Expiry Date**).
- (d) The amount payable upon the exercise of each Option will be 10.5 cents (\$0.105) (**Exercise Price**).
- (e) The Options may be exercised in whole or in part, and if exercised in part, multiples of 20,000 must be exercised on each occasion.
- (f) Optionholders may exercise their Options by lodging with the Company, before the Expiry Date:
  - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
  - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised.

**(Exercise Notice)**
- (g) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (h) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (i) The Options may not be assigned, transferred, encumbered with a security interest in or over them, or otherwise disposed, without the consent of the Board.
- (j) The Optionholder must not enter into transactions or arrangements, including by way of derivatives or similar financial products, which limit the economic risk of holding unvested Options.
- (k) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.

- (l) The Company will not apply for quotation of the Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of the Options on ASX within 10 Business Days after the allotment of those Shares.
- (m) If at any time the issued capital of the Company is reconstructed, all rights of the Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (n) There are no participating rights or entitlements inherent in the Options and the Optionholder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days (or such period as required by ASX Listing Rules) after the issue is announced. This will give the Optionholder the opportunity to exercise the Options prior to the date for determining entitlements to participate in any such issue.
- (o) In the event the Company proceeds with a bonus issue of securities to Shareholders after the date of issue of the Options, the number of securities over which an Option is exercisable may be increased by the number of securities which the Optionholder would have received if the Option had been exercised before the record date for the bonus issue.
- (p) The Company is entitled to treat the registered holder of Options as the absolute holder of that Option and is not bound to recognise any equitable or other claim to, or interest in, that Option on the part of any person other than the registered holder, except as ordered by a court of competent jurisdiction or as required by statute.
- (q) If a Change of Control is proposed to be made, the Board in its absolute discretion may determine either or both of the following:
  - (i) all unvested Options will vest and become exercisable at the time or upon the occurrence of an event determined by the Board; and
  - (ii) all unexercised Options that are not exercised prior to the time or occurrence of an event determined by the Board will lapse at that time or upon the occurrence of that event.
- (r) Where the Optionholder becomes a Good Leaver, all unvested Options will automatically lapse, unless the Board determines in its sole and absolute discretion to allow some or all of the unvested Options to vest, in which case the Options will be available for exercise. Good Leavers will have 30 days, or such other period as may be determined by the Board in its sole and absolute discretion, from the date of termination of employment to exercise all vested Options. Where the Optionholder becomes a Bad Leaver, all vested and unvested Options will automatically lapse, unless the Board determines otherwise in its sole and absolute discretion.

In these terms:

**Bad Leaver** means an Optionholder who ceases to be an employee or officer of the Company in any of the following circumstances:

- (a) the employment of the Optionholder is terminated, or the Optionholder is dismissed from office (as the case may be), due to serious or wilful misconduct, wilful disobedience, negligence or incompetence, insubordination, behaviour which damages or is likely to damage the business or reputation of the Company or any of its clients, or any other conduct justifying termination of employment or office without notice at common law;

- (b) the Optionholder resigns or ceases their employment or office with the Company (as the case may be) and commences employment, or holds the office of director, or directly or indirectly holds more than 5% of the issued capital with a competitor in breach of any post-termination restrictions in their contract of employment or associated documentation; or
- (c) the Optionholder is ineligible to hold their office for the purposes of Part 2D.6 of the Corporations Act or as a result of any relevant corporations or securities law.

**Change of Control** means:

- (a) the acquisition by any person or entity (together with his, her or its associates, if applicable) of a relevant interest in a majority of the Company's Shares);
- (b) the merger or consolidation of the Company as a result of which persons or entities who were shareholders of the Company immediately prior to such merger or consolidation do not, immediately thereafter, own, directly or indirectly, a majority of the combined voting power entitled to vote generally in the election of directors of the merged or consolidated company; or
- (c) the transfer of all or substantially all of the assets of the Company to one or more persons or entities that are not, immediately prior to such transfer, members of the Company except as part of a bona fide arrangement, reconstruction, restructuring, reorganisation, recapitalisation or consolidation that ultimately does not result in a Change of Control.

**Good Leaver** means an Optionholder who is not a Bad Leaver, and includes, but is not limited to, where an Optionholder ceases employment or office due to redundancy, retirement, permanent incapacity or death.

---

## GLOSSARY

---

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

**Annual Financial Report** means the 2016 Annual Report to Shareholders for the period ended 30 June 2016 as lodged by the Company with ASX on 30 September 2016.

**Annual General Meeting** or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

**ASIC** means Australian Securities and Investment Commission.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

**ASX Listing Rules** or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Auditor's Report** means the auditor's report of Bentleys NSW Audit Pty Ltd dated 30 September 2016 as included in the Annual Financial Report.

**Board** means the current board of Directors of the Company.

**Business Day** means a day on which trading takes place on the stock market of ASX.

**Chair** means the person chairing the Meeting.

**Company** means 1st Available Ltd (ACN 138 897 533) of Level 2, 2C, 2-12 Foveaux Street, Surry Hills NSW 2010.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

**Director** means a current director of the Company.

**Directors' Report** means the report of Directors as included in the Annual Financial Report.

**Dollar** or "**\$**" means Australian dollars.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**Management Options** means the options that are the subject of Resolution 6, having the terms set out in Annexure A.

**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting dated 28 October 2016 including the Explanatory Statement.

**Options** means an option to acquire a Share.

**Participant** means a holder of Management Options.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Remuneration Report** means the remuneration report as set out in the Annual Financial Report which is also available on the Company's website at [www.1stavailable.com.au/about/investors](http://www.1stavailable.com.au/about/investors).

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

**Restricted Voter** means a member of the Company's key management personnel (including the Directors) details of whose remuneration are included in the Remuneration Report and any of that person's Closely Related Parties or Associates (such as close family members and any controlled companies of those persons).

**Securities** mean Shares and/or Options (as the context requires).

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

**Shareholder** means a holder of a Share.

**Spill Meeting** means the meeting that will be convened within 90 days of the 2017 AGM if a threshold of votes are cast against the adoption of the Remuneration Report at the Meeting and the 2017 AGM.

**Spill Resolution** means the resolution required to be put to Shareholders at the 2017 AGM if a threshold of votes are cast against the adoption of the Remuneration Report at the Meeting and the 2017 AGM.

**VWAP** means the volume weighted average price, with respect to the price of Shares.


**LODGE YOUR VOTE**

 **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

 **BY MAIL**  
1st Available Ltd  
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 1st Available Ltd 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 **2:00pm (AEDT) on Monday, 28 November 2016 at Whittens & McKeough, Level 29, 201 Elizabeth Street, Sydney NSW 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolutions 1 and 6:** 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 6, 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*
<b>1</b> Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>5</b> Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2</b> Re-Election of Mr Richard Walker Arnold as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>6</b> Related Party Approval of Issue of Management Options to Ms Amanda Hagan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3</b> Re-Election of Ms Amanda Hagan as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>7</b> Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>4</b> ASX Listing Rule 7.1A Approval of Future Issue of Securities	<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" 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](http://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 **2:00pm (AEDT) on Saturday, 26 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](http://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

1st Available Ltd  
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.**