

VERILUMA

VERILUMA LIMITED

ACN 142 901 353

NOTICE OF ANNUAL GENERAL MEETING

TIME:	3.00pm (AEDT)
DATE:	Tuesday, 28 November 2017
PLACE:	Offices of KPMG Tower Three, International Towers Sydney, 300 Barangaroo Avenue, Sydney NSW 2000

A copy of the Veriluma Limited 2017 Annual Report can be found at

www.veriluma.com

This Notice of Annual General Meeting and Explanatory Statement should be read in their entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss any matter in this Notice of Annual General Meeting or the Explanatory Statement, please do not hesitate to contact the Company Secretary on +61 2 8016 2875.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the 2017 Annual General Meeting of Veriluma Limited will be held at 3:00pm AEDT on Tuesday, 28 November 2017 at the Offices of KPMG, Tower Three, International Towers Sydney, 300 Barangaroo Avenue, Sydney NSW 2000.

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* that the persons eligible to vote at the 2017 Annual General Meeting are those who are registered as Shareholders at 3:00pm AEDT on Sunday, 26 November 2017.

VOTING IN PERSON

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

VOTING BY PROXY

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

In accordance with section 249L of the *Corporations Act 2001*, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of Veriluma Limited; and
- a member who 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 the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the *Corporations Act 2001*, each proxy may exercise one-half of the votes.

Under sections 250BB and 250BC of the *Corporations Act 2001*:

- 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.

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the *Corporations Act 2001* provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote as directed; and
- if the proxy has two or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and

- if the proxy is the chairman of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote as directed; and
- if the proxy is not the chairman – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as directed.

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the *Corporations Act 2001* provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of Veriluma Limited members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chairman of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

DEFINED TERMS

Capitalised terms in this Notice of Annual General Meeting and Explanatory Statement are defined in the accompanying Glossary.

ASX

A copy of this Notice of Annual General Meeting and Explanatory Statement has been lodged with ASX. Neither ASX nor any of its officers takes any responsibility for their contents.

BUSINESS OF THE MEETING

AGENDA

ORDINARY BUSINESS

Reports and Accounts

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2017 to be laid before the meeting, together with the Directors' Report (which includes the Remuneration Report) and the Auditor's Report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report contained in the Directors' Report accompanying the Company's annual financial report for the financial year ended 30 June 2017 be adopted."

Notes:

- This resolution is advisory only, and does not bind the Directors or the Company.
- 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.
- If 25% or more of the votes cast are voted against the adoption of Remuneration Reports at two consecutive annual general meetings, shareholders will be required to vote at the second of those AGM's on a resolution (a "spill resolution") that another meeting be held within 90 days to consider the appointment of all the Directors of the Company.

Please note that on the vote on Resolution 1, Shareholders will be allowed a reasonable opportunity as a whole to ask questions about or comment on the Remuneration Report which is included in the Directors' Report forming part of the Annual Report. The Company's 2017 Annual Report is available on the Company's website (www.veriluma.com).

Voting Exclusion Statement:

In accordance with section 250R(4) of the *Corporations Act 2001*, no member of the key management personnel of the Company whose remuneration is the subject of the 2017 Remuneration Report or a closely related party of such a member may vote on Resolution 1.

However, in accordance with the Act, a person described above may vote on Resolution 1 if:

- It is cast by such person as proxy for a person who is permitted to vote, in accordance with a direction specified in the proxy form how to vote; or
- it is cast by the Chairman as proxy for a person who is permitted to vote, in accordance with an appointment which expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

Chairman appointed as proxy:

If the Chairman is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chairman will vote any proxies which do not indicate on their proxy form the way the Chairman must vote, in favour of Resolution 1.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR RICHARD CHARLES ANSTEY

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

"That, for the purposes of rule 11.3 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Richard Charles Anstey, a director of the Company who retires by rotation and, being eligible, is re-elected as a Director of the Company."

3. RESOLUTION 3 – ELECTION OF DIRECTOR – DR LAURENCE STUART HAMMOND

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

“That, for the purposes of rule 11.11 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Dr. Laurence Stuart Hammond, having been appointed a Director of the Company on 18 September 2017, is elected as a Director of the Company.”

DATED: 27 October 2017

By Order of the Board



Tharun Kupanda
COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to vote on and pass the Resolutions set out in the accompanying Notice of Annual General Meeting.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

The *Corporations Act 2001* requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

A remuneration report addresses a company's remuneration arrangements for its directors and other key management personnel. A remuneration report is part of a directors' report that accompanies annual financial reports of companies in respect of a financial year.

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

1.2 Voting consequences

By s250U of the *Corporations Act 2001*, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at two consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are against adoption of the remuneration report. If required, the Spill Resolution must be put to the vote at the second of those annual general meetings.

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

Should that event arise, all of the directors of the company who were in office when the directors' report was approved, other than the managing director, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons who are elected or re-elected as directors of the company will be the directors of the company.

1.3 Previous voting results

At the Company's last annual general meeting, votes cast against adoption of the remuneration report laid before that meeting were less than 25% of all votes cast. Accordingly, a Spill Resolution will not be required to be put to shareholders following this Annual General Meeting, whatever the outcome of voting on Resolution 1.

1.4 Proxy voting

Shareholders appointing a proxy to vote on this Resolution are invited to note the following:

If you are a shareholder entitled to attend and vote, you are entitled to appoint one or two proxies. Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise one-half of the votes. A proxy need not be a shareholder of the Company. If you want to appoint a proxy, please use the form provided. If you want to appoint two proxies, please follow the instructions on the proxy form.

The Company's constitution provides that, on a show of hands, every person present and qualified to vote has one vote. If you appoint one proxy, that proxy may vote on a show of hands, but if you appoint two proxies neither may vote on a show of hands.

If you appoint a proxy who is also a shareholder or is also a proxy for another shareholder, your directions may not be effective on a show of hands. Your directions will be effective if a poll is required and your proxy votes.

To record a valid vote, members will need to complete, sign, date and lodge the accompanying Proxy Form (and any power of attorney or other authority under which it is signed, or a certified copy of the power of attorney or authority) at the share registry of the Company:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001 Australia

or send it or them by facsimile to:

Computershare Investor Services Pty Limited
Fax 1800 783 447 (from within Australia) or
Fax +61 3 9473 2555 (from outside Australia),

to arrive no later than 3.00 pm (AEDT time) on Sunday, 26 November 2017.

You can also vote online at www.investorvote.com.au by entering your Control Number, SRN/HIN and postcode, which are shown on the first page of the accompanying Proxy Form.

Custodian Voting – for Intermediary Online subscribers only (Custodians) please visit www.intermediaryonline.com to convey your voting intentions.

If you choose to appoint a proxy, you are encouraged to direct your proxy vote how to vote by marking either “For”, “Against” or to “Abstain” for each item of business.

Shareholders may arrange to receive shareholder information electronically, or obtain a replacement or second proxy form, by contacting:

Computershare Investor Services Pty Limited
Tel 1300 850 505 (from within Australia) or
Tel +61 3 9415 4000 (from outside Australia).

How the Chairman intends to vote undirected proxies

Please note that if the Chairman of the meeting is your proxy (or becomes your proxy), you expressly authorise the Chairman to exercise your proxy on Resolution 1 even though it is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company, the Chairman. If you appoint the Chairman as your proxy, you can direct the Chairman to vote “For” or “Against” Resolution 1 or to “Abstain” from voting on the resolution by marking the appropriate box on the Proxy Form.

The Chairman intends to vote all undirected proxies he holds “For” or in favour of each item of business, including Resolution 1.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR RICHARD CHARLES ANSTEY

Pursuant to rule 11.3 of the Company’s Constitution and Listing Rule 14.4, one-third of the Directors (or the number nearest one-third) must retire at each annual general meeting, provided always that no Director (except the 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 longer, without submitting himself or herself for re-election.

The Directors to retire in accordance with these provisions are those who have been longest in office since their appointment or last election or re-election or, if the Directors have been in office for an equal length of time, those to retire shall be determined by drawing lots unless otherwise agreed.

A Director who retires by rotation under rule 11.3 of the Constitution is eligible for re-election. The Company currently has three Directors in office and accordingly one must retire. In accordance with rule 11.11 of the Constitution, any director appointed since the last Annual General Meeting of the Company cannot be taken into account in determining the Directors who are to retire by rotation.

Mr Richard Charles Anstey retires by rotation and seeks re-election.

Mr Anstey’s fellow members on the Board unanimously support the re-election of Mr Anstey.

Mr Anstey has more than 30 years' experience in the IT and telecommunications industries and in associated investment banking roles. Across this time, he has built and managed his own companies. The first, Tangent Group Pty Ltd, established a strong reputation for the development of software, software products and strategic management consultancy for the banking and finance sector.

After the sale of Tangent and a year as a partner with Grant Samuel Technology Capital, in 2000 he co-founded InQbator, an early stage investment group focused upon the technology, telecommunications and life sciences sectors. InQbator is now called iQFunds and has managed Commonwealth Government backed seed funds for the past 17 years. It has invested in over 30 companies and manages the remaining portfolio of 8 active companies in Australia and the U.S.

Mr Anstey is an independent non-executive director of Technology One Limited (ASX 200: TNE) and has board roles with a number of his portfolio companies.

He is a Fellow of the Australian Institute of Company Directors and a Fellow of the Australian Institute of Management.

3. RESOLUTION 3 – ELECTION OF DIRECTOR – DR LAURENCE STUART HAMMOND

Pursuant to rule 11.11 of the Company's Constitution and Listing Rule 14.4, any Director appointed by the Directors to fill a casual vacancy holds office until the next annual general meeting of the Company and is eligible for re-election. Accordingly, Dr Laurence Stuart Hammond retires and seeks re-election.

Dr Hammond's fellow members on the Board unanimously support his election.

Dr Hammond is a founder and director of iQ Capital Management Pty Ltd, and has invested in about 30 technology ventures since 2000. Before that Laurie spent 15 years as a research scientist and director, and 10 years as chief executive in a number of organisations in Australia and New Zealand. He is a current or past member or chairman of national and state funding and advisory bodies on industry development and innovation, including Innovation Australia Board and Commercialisation Australia Board. Laurie has an MBA from the University of Melbourne, a PhD from the University of the West Indies, and BSc Hons 1st Class from James Cook University.

GLOSSARY

\$ means Australian dollars.

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

AGM or Annual General Meeting means the 2017 annual general meeting of the Company, including any adjournment.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board or Directors means the board of directors of the Company.

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

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

- (a) a spouse or child of the member;
- (b) a child of the member of the member's spouse;
- (c) a dependent of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* for the purposes of the definition of 'closely related party' in section 9 of the *Corporations Act 2001*.

Company means Veriluma Limited ACN 142 901 353.

Constitution means Veriluma Limited's Constitution.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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

Notice or Notice of Annual General Meeting means this notice of annual general meeting.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report in the Directors' report accompanying the Company's annual financial report for the year ended 30 June 2017.

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

Share means a share in the Company with voting rights.

Shareholder means a holder of a Share.

VERILUMA

ABN 48 142 901 353

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

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

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 9999999

SRN/HIN: I9999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 3.00pm (AEDT) Sunday, 26 November 2017

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

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



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Veriluma Limited hereby appoint

☐ the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Veriluma Limited to be held at the Offices of KPMG, Tower Three, International Towers Sydney, 300 Barangaroo Avenue, Sydney, New South Wales on Tuesday, 28 November 2017 at 3.00pm (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

STEP 2 Items of Business



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

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Mr Richard Charles Anstey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director - Dr Laurence Stuart Hammond	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/ /



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