



1ST GROUP LIMITED

ACN 138 897 533

Notice of 2017 Annual General Meeting

Explanatory Statement

Proxy Form

Time: 2:00pm (Sydney time)

Date: Tuesday, 28 November 2017

Place: Whittens McKeough & Sundaraj
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.

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Venue

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2:00pm (Sydney time) on Tuesday, 28 November 2017 at:

Whittens McKeough & Sundaraj
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 Group Limited
c/- Link Market Services Ltd
Locked Bay A14, Sydney South NSW 1235; or

2. by facsimile to +61 2 9287 0309; or

3. lodge online at www.linkmarketservices.com.au, instructions as follows:

Select 'Investor Login' and enter 1ST Group Limited 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.

Your Proxy Form must be 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 Group Limited ACN 138 897 533 will be held at 2:00pm (Sydney time) on Tuesday, 28 November 2017 at Whittens McKeough & Sundaraj, Level 29, 201 Elizabeth Street, Sydney NSW.

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 (Sydney time) on Sunday, 26 November 2017. 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 2017 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 2017.”

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 Voter**). 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: Re-election of director

2. Resolution 2 –Re-election of Mr Trevor Matthews as director

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

“That Mr Trevor Matthews, a Director who retires by rotation in accordance with clause 13.2 of the Company’s Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election as a Director of the Company.”

Part C: ASX Listing Rule 7.1A

3. Resolution 3 – 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 3 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 those persons.

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 equity securities

4. Resolution 4 – 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 98,574 fully paid shares issued on 13 December 2016 utilising the Company’s existing capacity under Listing Rule 7.1 and on terms and conditions all of 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 4 by:

- (a) a person who participated in the issue and received the Shares; and
- (b) an Associate of those persons.

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 Options to Director

5. Resolution 5 – Approval of issue options to Mr Klaus Bartosch

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 10.11 and for all other purposes, the Shareholders of the Company approve the issue of 4,000,000 unlisted options to Mr Klaus Bartosch (or his nominee), the CEO and Managing Director of the Company on the terms set 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 5 by:

- (a) Mr Klaus Bartosch;
- (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) above.

However, the Company need not disregard a vote if:

- (i) it is cast by a person acting as a proxy for another person entitled to vote, in accordance with the direction 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.

Dated: 27 October 2017

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 Tuesday, 28 November 2017 (Sydney time) on 2:00pm at Whittens McKeough & Sundaraj, Level 29, 201 Elizabeth Street, Sydney, NSW.

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

Ordinary business

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 2017 together with the declaration of the Directors, the Director's 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.lstgrp.com.

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.lstgrp.com.

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 2018 Annual General Meeting (**2018 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2018 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 2018 AGM. All of the Directors who were in office when the 2018 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: Re-election of Trevor Matthews

Resolution 2 – Re-election of Trevor Matthews

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.

A Director who retires by rotation under clause 13.2 of the Company's Constitution is eligible for re-election.

Under this Resolution, Mr Matthews retired by rotation and seeks re-election at this AGM.

Mr Matthews has extensive financial services experience in Australia, Canada, Japan and the UK. He was previously with Aviva, most recently as Executive Director and Chairman, Developed Markets and prior to that CEO of Aviva UK. Trevor has also held the position of CEO with Friends Provident and Standard Life, both based in the UK, as well as Manulife Financial in Japan. He has also filled senior roles at National Australia Bank and Legal & General in Australia.

Mr Matthews has served as Commissioner for the UK Commission for Employment and Skills, Chairman of the Financial Services Skills Council in the UK, and has been a member of the boards of the Life Insurance Association of Japan, the Life Office Management Association in the US, and the Life Investment and Superannuation Association in Australia. He was President of the Chartered Insurance Institute and the Institute of Actuaries of Australia.

Mr Matthews is a director of AMP Limited, Bupa Australia and New Zealand group, FNZ Asia Pacific, Tokio Marine Asia, Edelweiss Tokio Life and chairman of the State Insurance Regulatory Authority and AMP Life.

He is a Fellow of the Institute of Actuaries in both Australia and the UK and a Fellow of the Australian Institute of Company Directors

Directors' recommendation

The Directors (excluding Mr Matthews) recommend that Shareholders vote for this Resolution 2.

Part C: ASX Listing Rule 7.1A

Resolution 3 – 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 is sought for the Company to issue equity securities under Listing Rule 7.1A.

If this Resolution 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 2017 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 is passed will cease to be valid on the earlier of 28 November 2018 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 x D) – E

where:

- A** is the number of fully paid 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 fully paid shares under Listing Rules 7.1 or 7.4 (this does not include an issue of fully paid shares under the entity's 15% placement capacity without Shareholder approval); and
 - (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 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 2 October 2017, the Company has on issue 206,884,408 fully paid shares and therefore has capacity to issue:

- (a) subject to Shareholder approval being obtained for Resolution 4 under this Notice of Meeting, 31,032,661 equity securities under Listing Rule 7.1; and
- (b) subject to Shareholder approval being sought under this Resolution, 20,688,440 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 the 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 fully paid shares and the number of ordinary securities as at 2 October 2017.
- Two examples where the number of fully paid shares on issue ("A") has increased, by 50% and 100%. The number of fully paid shares on issue may increase as a result of issues of fully paid 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		
		\$0.022 50% decrease in issue price	\$0.044 issue price **	\$0.088 100% increase in issue price
"A" is the number of fully paid shares on issue, being 206,884,408 shares	10% voting dilution	20,688,440	20,688,440	20,688,440
	Funds raised	\$455,146	\$910,291	\$1,820,583
"A" is a 50% increase in fully paid shares on issue, being 310,326,612 shares	10% voting dilution	31,032,661	31,032,661	31,032,661
	Funds raised	\$682,719	\$1,365,437	\$2,730,874
"A" is a 100% increase in fully paid shares on issue, being 413,768,816 shares *	10% voting dilution	41,376,881	41,376,881	41,376,881
	Funds raised	\$910,291	\$1,820,583	\$3,641,166

Notes:

- (i) The table assumes that the Company issues the maximum number of equity securities available under Listing Rule 7.1A.

- (ii) The table assumes that no options are exercised in fully paid shares before the date of the issue of equity securities under Listing Rule 7.1A.
- (iii) 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.
- (iv) 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.
- (v) The issue of equity securities under the Listing Rule 7.1A consists only of fully paid shares. If the issue of equity securities includes options, it is assumed that those options are exercised into ordinary fully paid 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 fully paid shares on ASX on 2 October 2017.
- *** Based on the Company's Share structure as at 2 October 2017.

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. In these circumstances, the issue of the fully paid shares may be made in substitution for the Company making a cash payment for the 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 who are unrelated to the Company including 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.

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 fully paid shares) must be in favour of this Resolution.

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 equity 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 13 December 2016</i>				
98,574 fully paid ordinary shares.	Issued as consideration for the FY16 earn out payment to the Shareholders of Clinic Connect Pty Ltd.	Deemed issue price of 35 cents per Share. No discount.	Deemed consideration value of \$34,500.	Shareholders of Clinic Connect Pty Ltd.
<i>Securities issued on 14 December 2016</i>				
500,000 unlisted options	Issued of options following receipt of Shareholders approval on 28 November 2016.	N/A – issued for nil consideration.	N/A – issued for nil consideration.	Ms Hagan, a director of the Company.

Total equity securities issued in previous 12 months	598,574
Percentage total equity securities issued in previous 12 months* represent of the total number of equity securities on issue at the commencement of that 12 month period	0.27%

*Based on Company's fully diluted capital structure as at date of 2016 Annual General Meeting

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 fully paid shares) must be in favour of this Resolution.

Part D: Ratification of prior issue of equity securities

Resolution 4 – Ratification of prior issue of Shares

Background to the issue of the Shares

As announced by the Company on 13 December 2016, the Company issued 98,574 Shares at a deemed issue price of \$0.35 per Share as consideration for the FY16 earn out payment to the Shareholders of Clinic Connect Pty Ltd ACN 137 154 585 pursuant to the share sale deed between the Company and Clinic Connect Pty Ltd dated 17 March 2015.

Background to this resolution

Resolution 4 proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 98,574 Shares which 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. Separately, the Company sought and obtained Shareholder approval at its 2016 annual general meeting to issue up to a further 10% (in addition to the 15% under Listing Rule 7.1) of the Company's issued capital under Listing Rule 7.1A.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1, which provides that where a company in a general meeting 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 purposes of Listing Rule 7.1.

The effect of approval of this Resolution 4 is to allow the Board of the Company to issue additional securities within the 15% limit under Listing Rule 7.1 instead of having to wait 12 months after the issue.

Information required by ASX Listing Rule 7.5

The following information in relation to the Shares which were issued utilising the Company's existing capacity under Listing Rule 7.1 is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Company issued 98,574 Shares issued on 13 December 2016.
- (b) Each of the Shares had a deemed issue price of \$0.35 per Share.
- (c) Each of the Shares are fully paid shares, ranking equally with other fully paid shares on issue.
- (d) The Shares were issued to vendors of Clinic Connect Pty Limited.
- (e) No funds were raised from the issue of the Shares. The Shares were issued as consideration for the FY16 earn out payment to the Shareholders of Clinic Connect Pty Ltd pursuant to the share sale deed between the Company and Clinic Connect Pty Ltd dated 17 March 2015.

Part E: Issue of Options to Director

Resolution 5 – Approval of issue of unlisted options to Mr Klaus Bartosch

The Board (excluding Mr Bartosch) has resolved, subject to Shareholder approval, to issue the following unlisted options to Mr Klaus Bartosch, Chief Executive Officer and Managing Director of the Company, who has also served as an Executive Director since 16 December 2011:

Tranche details	Tranche 1	Tranche 2	Tranche 3	Tranche 4
Number of options	1,000,000	1,000,000	1,000,000	1,000,000
Vesting date	29 November 2017	29 November 2018	29 November 2019	29 November 2020
Exercise price	10.5 cents	10.5 cents	15 cents	15 cents
Expiry date	29 November 2022	29 November 2022	29 November 2022	29 November 2022

In total, the Company is seeking Shareholder approval to issue 4,000,000 unlisted options to Mr Bartosch (or his nominee). As announced by the Company on 9 October 2017, by mutual consent, the Company and Mr Bartosch agreed to cancel his existing unvested options with immediate effect.

The Board (excluding Mr Bartosch) carefully considered the proposed issue of incentives to Mr Bartosch and considered that the quantum and terms of the options were appropriate as part of his overall remuneration.

Background and biography

Mr Bartosch is an experienced company executive in both ASX listed and private companies and brings extensive expertise in the development and operation of large consumer focused online booking engines, websites and aggregators. Klaus has been instrumental in the development of the company, the formation of the board and executive team.

Mr Bartosch has held various senior positions including as Sales and Marketing Director for the then publicly listed Hostworks where he helped increase shareholder value by over 400% in just 4 years prior to it being acquired by Macquarie Group in 2007 for approximately \$69 million. During his tenure at Hostworks, the company was responsible for the management of the online systems for many leading online brands including Wotif.com, Seek.com, Carsales.com.au, Realestate.com.au, Graysonline.com, Ticketek.com, SBS.com.au, ninemsn.com.au, and Ten.com.au.

Mr Bartosch is a Member of the Institute of Company Directors.

Related party approvals

ASX Listing Rule 10.11 provides that the Company, as an ASX listed entity, must not issue equity securities to a related party without Shareholder approval. If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

A “related party” for the purposes of the Listing Rules is widely defined and includes a director of a public company or a spouse of a director of a public company. Given that Mr Bartosch is an existing Director of the Company, he is a “related party” of the Company.

Under this Resolution 5, the Company seeks Shareholder approval under Listing Rule 10.11 for the issue and allotment of 4,000,000 unlisted options to Mr Bartosch (or his nominee) as part of his overall remuneration.

For the purposes of Chapter 2E of the Corporations Act, Mr Bartosch is also a “related party” as he is an existing Director of the Company, and the issue of unlisted options to him constitutes the giving of a “financial benefit”, which is defined broadly and includes securities.

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.

As noted above, the Board (excluding Mr Bartosch) carefully considered the proposed issue of incentives to Mr Bartosch and formed the view that the giving of this financial benefit to him as part of his overall remuneration, would be reasonable given the quantum and terms of the options, and the on-going responsibilities held by Mr Bartosch, as the Company's Managing Director and CEO.

In reaching this view, the following considerations were taken into account by the Board (excluding Mr Bartosch):

- (a) Majority of the unlisted options (75%) are unvested at issue, and will only vest over a period of time provided that Mr Bartosch remains employed by the Company at the time of vesting, accordingly, Mr Bartosch will only be able to realise the financial benefit if he continues to serve the Company.
- (b) The two exercise prices of the options (10.5 cents and 15 cents) are significantly higher than the recent trading price of the Company's Shares (4.4 cents as of 2 October 2017, and the 12-month high price of 6.9 cents 9 January 2017), and accordingly, represents a premium to recent Share price performance, which will assist in aligning his interests with Shareholders of the Company.
- (c) Mr Bartosch is CEO and Managing Director of the Company and is responsible for key aspects of the Company's management operations, and the issue of these unlisted options is reasonable in recognition of each of his respective responsibilities and on-going management of the Company. The issue of these unlisted options is a more cost effective way to remunerate and continue to incentivise Mr Bartosch as opposed to other forms of remuneration, such as cash bonuses.

Accordingly, the Board (excluding Mr Bartosch) believe that the issue of these unlisted options to Mr Bartosch falls within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act, and relies on this exception for the purposes of Resolution 5.

For the reasons noted above, the independent Directors recommend that the Shareholders should vote in favour of Resolution 5.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the unlisted options to Mr Bartosch (or his nominee) is provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) The related party is Mr Klaus Bartosch, CEO and Managing Director of the Company. Mr Bartosch also sits on the Board as an Executive Director.
- (b) The maximum number of unlisted options to be issued to Mr Bartosch (or his nominee) is 4,000,000.
- (c) The unlisted options will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (d) The unlisted options are issued for nil cash consideration and will form part of Mr Bartosch's remuneration from the Company.
- (e) The terms of the unlisted options are set out in Annexure A of this Notice of Meeting. The material terms of the unlisted options, which are separated into 4 tranches, are as follows:
 - (i) Tranche 1 options:
 - (a) Number of options: 1,000,000
 - (b) Exercise price: 10.5 cents per option
 - (c) Expiry date: 29 November 2022

- (ii) Tranche 2 options:
 - (a) Number of options: 1,000,000 options
 - (b) Vesting date: Continuous employment until 29 November 2018
 - (c) Exercise price: 10.5 cents per option
 - (d) Expiry date: 29 November 2022
 - (iii) Tranche 3 options:
 - (a) Number of options: 1,000,000 options
 - (b) Vesting date: Continuous employment until 29 November 2019
 - (c) Exercise price: 15 cents per option
 - (d) Expiry date: 29 November 2022
 - (iv) Tranche 4 options:
 - (a) Number of options: 1,000,000 options
 - (b) Vesting date: Continuous employment until 29 November 2020
 - (c) Exercise price: 15 cents per option
 - (d) Expiry date: 29 November 2022
- (f) The unlisted options are being issued to Mr Bartosch (or his nominee) as part of his remuneration, which the Board (excluding Mr Bartosch) considers to be reasonable in the circumstances.

Directors' recommendation

For reasons previously noted above, the Directors of the Company (excluding Mr Bartosch) recommend that Shareholders vote in favour of Resolution 5.

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.

Glossary

2018 AGM means the annual general meeting of the Company to be held following completion of the 2018 financial year.

Annual Financial Report means the 2017 Annual Report to Shareholders for the period ended 30 June 2017 as lodged by the Company with ASX on 26 September 2017.

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 26 September 2017 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.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant 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 *Corporation Regulations 2001* (Cth).

Company means 1ST Group Limited ACN 138 897 533.

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.

KMP means key management personnel (including the Directors) who remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 27 October 2017 including the Explanatory Statement.

Option means an option to acquire a Share.

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.

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 KMP and any Closely Related Parties of those members.

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 2018 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2018 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2018 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2018 AGM.

VWAP means the volume weighted average price, with respects to the price of fully paid shares.

Annexure A – Terms of Options

1. Subject to the terms and conditions contained herein, each Option gives the holder of the Options (**Holder**) the right to subscribe for 1 Share upon:
 - (a) exercise of the Option in accordance with these terms; and
 - (b) payment of the Exercise Price.

2. Subject to items 20 and 21 below, the Options will expire at 5:00pm (Sydney time) 29 November 2022 (**Expiry Date**).

3. Subject to item 19 below, the Options will vest over a period of continuous employment with the Company in 4 equal tranches, as follows:

Tranche details	Tranche 1	Tranche 2	Tranche 3	Tranche 4
Number of options	1,000,000	1,000,000	1,000,000	1,000,000
Vesting date (must be employed by the Company until this date)	29 November 2017	29 November 2018	29 November 2019	29 November 2020

4. The exercise prices payable in full on exercise of the Options are as follows (**Exercise Price**):

Tranche details	Tranche 1	Tranche 2	Tranche 3	Tranche 4
Number of options	1,000,000	1,000,000	1,000,000	1,000,000
Exercise price	10.5 cents	10.5 cents	15 cents	15 cents

5. A Holder may exercise all or some of the Options held by that Holder. If a Holder exercises only part of the Options held by that Holder, multiples of 5,000 Options must be exercised on each occasion.
6. If a Holder exercises fewer than all of the Options held by that Holder, the Company will cancel the Holder's holding statement and issue or cause to be issued a new holding statement for the balance of the Options held by that Holder.
7. Options may only be exercised by a Holder lodging with the Company:
 - (a) a signed written notice of exercise of Options specifying the number of Options being exercised;
 - (b) the holding statement for the Options; and
 - (c) a cheque or electronic funds transfer notice for the Exercise Price for the number of Options being exercised
 ((a) – (c) collectively known as **Exercise Notice**).
8. An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.

9. Within 10 Business Days of receipt of the Exercise Notice and the full amount of the Exercise Price in cleared funds, the Company will allot the number of Shares to the Holder in respect of the number of Options specified in the Exercise Notice.
10. Options cannot be transferred, disposed of, or have a security interest imposed over them.
11. All Shares allotted upon the exercise of the Options will, upon issuance, rank pari passu in all respects with other Shares.
12. The Company will not apply for quotation of the Options on ASX.
13. 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 date of allotment of those Shares.
14. If at any time the issued capital of the Company is reconstructed, all rights of the Holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of reconstruction.
15. There are no participating rights or entitlements inherent in the Options and the Holder will not be entitled to participate in new issue 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 after the issue is announced. This will give the Holder the opportunity to exercise the Options prior to the date for determining entitlements to participate in any such issue.
16. In the event the Company proceeds with a pro rata basis (other than a bonus issue) of Securities to Shareholders after the date of issue of the Options, the Exercise Price will be reduced in the manner permitted by the ASX Listing Rules applying at the time of the pro rata issue.
17. In the event the Company proceeds with a bonus issue of Securities to Shareholders after the date of the Options, the number of Securities over which an Option is exercisable may be increased in the manner permitted by the ASX Listing Rules applying at the time of the bonus issue.
18. The Company is entitled to treat the registered holder of the Options as the absolute holder of the Options and is not bound to recognise any equitable or other claim to, or interest in, the Options 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.
19. If a Change of Control Event occurs all unvested Options will automatically vest and be free of the condition set out in item 3 above and may be exercised at any time on or before the relevant Expiry Date and in any number.
20. If, any time, the Board determines that the Holder has committed an act of fraud, is ineligible to hold office for the purposes of Part 2D.6 of the Corporations Act, or is found to have acted in a manner that the Company considers to be gross misconduct, the Holder will forfeit any right or interest in any of the Options.
21. If a Holder's employment or engagement with the Company or a Related Body Corporate is terminated in circumstances where they are:
 - (a) determined by the Board to be 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 those unvested Options to vest, in which case those 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 vested Options; or

- (b) determined by the Board to be a “Other Leaver”, all vested and unvested Options will automatically lapse unless determined otherwise by the Board in its sole and absolute discretion. If any Options are lapsed, the Board in its sole and absolute discretion, may direct the Company to pay the Holder a nominal consideration for the cancellation of the Options.

In this Annexure, a **Change of Control Event** 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; or
- (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 Event.


LODGE YOUR VOTE

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

 **BY MAIL**
1ST Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

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

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



X99999999999

PROXY FORM

I/We being a member(s) of 1ST Group Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm (Sydney time) on Tuesday, 28 November 2017 at Whittens McKeough & Sundaraj, Level 29, 201 Elizabeth Street, Sydney NSW 2000** (the Meeting) and at any postponement or adjournment of the Meeting.

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


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

VOTING DIRECTIONS

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

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of issue options to Mr Klaus Bartosch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Trevor Matthews as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 ASX Listing Rule 7.1A Approval of Future Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<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:

- 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
- return both forms together.

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (Sydney time) on Sunday, 26 November 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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



BY MAIL

1ST Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

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

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



COMMUNICATION PREFERENCE

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



ONLINE

www.linkmarketservices.com.au

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

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