

OROTONGROUP

NOTICE OF MEETING

2017 Annual General Meeting

Annual General Meeting of OrotonGroup Limited (**the Company**) will be held at

11:00 am on Friday 1 December 2017 at the Hilton Sydney

Level 1, Rooms 5-6 ,
488 George Street, Sydney NSW 2000

OrotonGroup Limited ABN 14 000 038 675 ACN 000 038 675

For personal use only

2017 Annual General Meeting

NOTICE OF MEETING

Notice is given that the 2017 Annual General Meeting of OrotonGroup Limited ABN 14 000 038 675 will be held at 11:00 am on Friday 1 December 2017 at the Hilton Sydney, Level 1, Rooms 5-6, 488 George Street, Sydney NSW 2000.

This Notice should be read in conjunction with the accompanying Explanatory Memorandum.

A proxy form accompanies this Notice.

CONSIDERATION OF REPORTS

To receive and consider the Financial Report, the Directors' Report and the Independent Audit Report of the Company and its controlled entities for the financial year ended 29 July 2017.

ORDINARY BUSINESS

Resolution 1 – Adoption of Remuneration Report

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

“That the Company’s Remuneration Report for the year ended 29 July 2017 (set out in the Directors’ Report) be adopted.”

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

The Chairman intends to vote all available proxies **IN FAVOUR** of this resolution.

Resolution 2 – Re-election of Ms Maria Martin as a Director

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

“That, in accordance with Rule 6.7(e) of the Constitution and ASX Listing Rule 14.5, Ms Maria Martin, a director, retires by rotation and, being eligible, be re-elected as a Director of the Company.”

The Chairman intends to vote all available proxies **IN FAVOUR** of this resolution.

VOTING EXCLUSION STATEMENT

Resolution 1 – Adoption of Remuneration Report

The Company will disregard any votes cast (in any capacity) on this resolution by or on behalf of:

- a) a member of the Key Management Personnel as disclosed in the Remuneration Report; and
- b) a Closely Related Party of those persons,

however, the Company need not disregard a vote if it is cast:

- a) as proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- b) by the Chairman as proxy for a person entitled to vote and the proxy expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Dated: 27 October 2017
BY ORDER OF THE BOARD



Vanessa De Bono
Company Secretary

NOTES

1. Proxies

If you are a Shareholder entitled to attend the meeting and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

If you are entitled to cast two or more votes, you may nominate one or two persons to vote on your behalf at the AGM. If two proxies are appointed, each proxy may be appointed to represent a specified number or proportion of your votes. Fractions of votes resulting from the appointment of proxies will be disregarded. If no such number or proportion is specified, each proxy may exercise half your votes. A proxy form and a reply paid envelope have been included for members with the Notice. Proxy voting instructions are provided on the back of the proxy form.

A proxy need not be a member. If you wish to direct a proxy how to vote on any resolution, place a mark (e.g. a cross) in the appropriate box on the proxy form and your votes may only be exercised in that manner. You may split your voting direction by inserting the number of shares or percentage of shares that you wish to vote in the appropriate box.

2. Proxy Delivery

Proxies given by post, fax, delivery or online must be received by the Company's share registry, Link Market Services Limited, by no later than 11:00 am (Sydney time) on 29 November 2017 being 48 hours before the AGM:

By post: Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

By facsimile: In Australia 02 9287 0309
From outside Australia 61 2 9287 0309

By delivery: Link Market Services Limited
1A Homebush Bay Drive, Rhodes, NSW, 2138
or
Level 12, 680 George Street, Sydney, NSW, 2000

Online: www.linkmarketservices.com.au

Any revocations of proxies must be received at one of these places before the commencement of the meeting, or at the registration desk on the day of the meeting until the commencement of the meeting.

3. Power of Attorney

If a member has appointed an attorney to attend and vote at the meeting or if the proxy is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Company's share registry, Link Market Services Limited, at the address or fax number in section 2 above, by no later than 11:00 am (Sydney time) on 29 November 2017 being 48 hours before the AGM, unless the power of attorney has been previously lodged with the Company's share registry for notation and has not expired or otherwise been revoked.

4. Corporate Representatives

If a corporate member wishes to appoint a person to act as its representative at the meeting, that person should be provided with a letter or certificate authorising him or her as the company's representative (executed in accordance with its constitution) or with a copy of the resolution appointing the representative, certified by a secretary or director of the company. A form of certificate may be obtained from the Company's share registry.

5. Members Eligible to Vote

In accordance with regulation 7.11.37 of the Corporations Regulations, the Board has determined that persons who are registered holders of shares of the Company as at 7:00 pm (Sydney time) on 29 November 2017 will be entitled to attend and vote at the meeting as a Shareholder.

6. Voting at the Meeting

Subject to any voting exclusions, on a show of hands every Shareholder has one vote and, on a poll, every Shareholder has one vote for each Share held.

EXPLANATORY MEMORANDUM

Information included in this Explanatory Memorandum is intended to assist with your consideration of the ordinary business proposed at the Orotongroup Limited's 2017 Annual General Meeting.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions. The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the resolutions.

CONSIDERATION OF REPORTS

Unless the Company's share registry has been notified otherwise, each Shareholder will have received notification of the release of the Annual Report which contains the Financial Report for the year ended 29 July 2017. The Annual Report can also be viewed under the "Investor Relations" section of the Company's website (www.orotongroup.com).

Following the consideration of the Financial Report, the Directors' Report and the Independent Audit Report, the Chairman will give Shareholders a reasonable opportunity to ask questions about or comment on the management of the Company. The Chairman will also give Shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent Audit Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by Shareholders that are relevant to the content of the Independent Audit Report or the conduct of the audit. Shareholders are entitled to submit questions relevant to the content of the Independent Audit Report or the conduct of the audit, in writing, to the Company up to five business days prior to the AGM. A list of written questions, if any, submitted by Shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the AGM.

ORDINARY BUSINESS

Resolution 1 – Adoption of Remuneration Report

The Remuneration Report forms part of the Directors' Report and can also be viewed under the "Investor Relations" section of the Company's website (www.orotongroup.com). The Remuneration Report sets out the remuneration policy for the Company and its controlled entities, and reports the remuneration arrangements in place for Key Management Personnel.

Section 250R(2) of the Corporations Act requires listed companies to put an annual non-binding resolution to Shareholders to adopt the Remuneration Report. In line with the legislation, this vote is advisory only, and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when next considering the Company's remuneration policy. The remuneration report for the 2016 financial year was approved at the 2016 annual general meeting by more than 75% of votes cast on the corresponding resolution to this resolution.

The Chairman will give Shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report.

The Directors consider that the Company's adopted remuneration policies are appropriately structured to provide rewards that link the performance of both the Company and the individual. On that basis, the Directors unanimously recommend that Shareholders vote **IN FAVOUR** of this resolution.

The Chairman intends to vote all available proxies **IN FAVOUR** of this resolution.

Resolution 2 – Re-election of Ms Maria Martin as a Director

Ms Maria Martin was appointed as an independent non-executive Director on 19 March 2015.

Pursuant to ASX Listing Rule 14.5, an entity must hold an election of Directors at each annual general meeting. This rule applies even where no director is required to stand for re-election at an annual general meeting under Listing Rule 14.4.

The Company must therefore have at least one Director stand for re-election at the meeting. Accordingly, pursuant to Rule 6.7(e) of the Company's Constitution, Ms Martin retires by rotation and, being eligible, offers herself for re-election as a Director.

The Board has reviewed the skills and performance of Ms Martin, including her contribution to the significant milestones achieved during the first phase of the Strategic Review and has endorsed her nomination as a candidate for re-election. Ms Martin's experience and professional dedication is of fundamental importance to OrotonGroup as it continues to conduct its 2017 Strategic Review.

The experience, qualifications and other information about Ms Martin are set out below.

Ms Martin is an experienced non-executive director, business person and Chartered Accountant and is passionate about the Oroton brand. Maria's background includes significant acquisition, restructuring, governance and audit experience from 15 years as a partner at PricewaterhouseCoopers, where she worked with a variety of clients and industries, including retail, consumer goods and digital.

Ms Martin is currently a non-executive director and chair of the Board Audit and Risk Management Committee of amaysim Australia Limited, a customer centric technology company delivering amazingly simple mobile, devices, energy and broadband to consumers. The amaysim Group is the fourth largest independent mobile services provider in Australia.

Ms Martin holds a Bachelor of Commerce from the University of New South Wales, is a Graduate of the Australian Institute of Company Directors and a Fellow of Chartered Accountants, Australia and New Zealand.

Ms Martin is OrotonGroup's lead independent non-executive director. Maria also chairs the Group's Board Audit Committee and People and Organisation Committee.

The Directors, with Ms Martin abstaining, unanimously recommend that Shareholders vote **IN FAVOUR** of this resolution.

The Chairman intends to vote all available proxies **IN FAVOUR** of this resolution.

GLOSSARY

In this Notice and Explanatory Memorandum:

AGM means the Annual General Meeting of the Company to be held on 1 December 2017.

Annual Report means the annual report of the Company for the financial year ended 29 July 2017.

Auditor means the independent auditor of the Company.

Board means the board of directors of the Company.

Chairman means the chairperson of the AGM.

Closely Related Party means closely related party of a Key Management Personnel and includes, among others, a spouse, child or dependent of the Key Management Personnel and a company controlled by the Key Management Personnel.

Company means OrotonGroup Limited.

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

Corporations Regulations means *Corporations Regulations 2001* (Cth).

Director means a director of the Company.

Directors' Report means the report of the directors of the Company on the consolidated entity consisting of the Company and the entities controlled by the Company for the financial year ended 29 July 2017.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice of the AGM.

Financial Report means the financial report on the consolidated entity consisting of the Company and the entities controlled by the Company for the financial year ended 29 July 2017.

Independent Audit Report means the report of the independent auditor in the Financial Report.

Key Management Personnel means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. The Company's Remuneration Report identifies the Company's key management personnel.

Notice means the notice of meeting for the AGM and includes the Explanatory Memorandum and all annexures to those documents.

Listing Rule means the listing rules of the ASX Limited.

Remuneration Report means the Company's executive remuneration report for the financial year ended 29 July 2017.

Shareholder means a holder of a Share.

Share means an ordinary share in the capital of the Company.