



N1 Holdings Limited

ACN 609 268 279

Notice of 2017 Annual General Meeting

Explanatory Statement

Proxy Form

Time: 10:00am

Date: Friday, 17 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.

For personal use only

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Venue

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am (Sydney time) on Friday, 17 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:
N1 Holdings Limited, Locked Bag A14, Sydney South NSW 1235; or
2. by facsimile to +61 2 9287 0309; or
3. lodge online at www.linkmarketservices.com.au, instructions as follows:

Select 'Investor Login' and enter N1 Holdings Limited or the ASX code N1H 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 N1 Holdings Limited ACN 609 268 279 will be held at 10:00am (Sydney time) on Friday, 17 November 2017 at Whittens McKeough & Sundaraj, Level 29, 201 Elizabeth Street, Sydney NSW 2000.

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm (Sydney time) on Wednesday, 15 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

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:

- For personal use only
- (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

Resolution 2 – re-election of Ms Jia Penny He as director

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

“That Ms Jia Penny He, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4, and being eligible offers herself for re-election as a Director of the Company.”

Part C: ASX Listing Rule 7.1A

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 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 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

Resolution 4 – ratification of prior issue of equity securities

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 4,791,250 Options issued to the employees of the Company pursuant to the Employee Incentive Plan, issued on 2 March 2017 (**March Securities**), on terms and conditions which are described in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”*

Voting exclusion statement: The Company will disregard any votes cast on Resolution 4 by:

- (a) a person who participated in the issues and received March Securities; and
- (b) an Associate of any person described in (a).

However, the Company will not disregard a vote if:

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

Resolution 5 – ratification of prior issue of equity securities

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 1,850,000 Convertible Bonds issued on 12 May 2017 (**May Securities**), on terms and conditions which are described in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”*

Voting exclusion statement: The Company will disregard any votes cast on Resolution 5 by:

- (a) a person who participated in the issues and received May Securities; and
- (b) an Associate of any person described in (a).

However, the Company will not disregard a vote if:

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

Resolution 6 – ratification of prior issue of equity securities

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 511,823 Shares issued on 30 June 2017 (**June Securities**), on terms and conditions which are described in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”*

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

- (a) Jiantao Ou and Linda He, who are senior managers of the Company and received the June Securities; and
- (b) an Associate of any person described in (a).

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or

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

Resolution 7 – ratification of prior issue of equity securities

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 5,000,000 Convertible Bonds issued on 27 September 2017 (September Securities), on terms and conditions which are described in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”

Voting exclusion statement: The Company will disregard any votes cast on Resolution 7 by:

- (a) a person who participated in the issues and received September Securities; and
(b) an Associate of any person described in (a).

However, the Company will not disregard a vote if:

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

Part D: adoption of Employee Incentive Plan

Resolution 8 – adoption of Employee Incentive Plan

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 7.2 (exception 9(b)) and for all other purposes, the Shareholders of the Company approve the adoption of an Employee Incentive Plan (EIP) as 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 8 by:

- (a) a director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company under the EIP); and
(b) an Associate of any person described in (a).

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: 16 October 2017

BY ORDER OF THE BOARD

Anand Sundaraj
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 10:00am (Sydney time) on Friday, 17 November 2017 at Whittens McKeough & Sundaraj, Level 29, 201 Elizabeth Street, Sydney, NSW 2000.

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

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

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's Annual Financial Report on its website at www.n1holdings.com.au.

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.n1holdings.com.au

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 director

Resolution 2 – re-election of Ms Jia Penny He

Rule 4.7 of the Company's Constitution requires that at each annual general meeting of the Company:

- (a) each director appointed by the board since the date of the previous annual general meeting (and who has not been re-elected at a subsequent general meeting) must retire but is eligible to stand for election as a director at that meeting; and
- (b) each director who is required to retire because of rule 4.6 of the Company's Constitution must retire but is eligible to stand for re-election as a director at that meeting. Rule 4.6 of the Company's Constitution required that no director may hold office without re-election beyond the third annual general meeting at which the director was last elected or re-elected.

If no directors are required to retire under (a) and/or (b) above, then the director who has held office longest without re-election must retire but is eligible to stand for re-election as a director at that meeting and if 2 or more directors have held office for the same period of time, the director to retire must be determined by agreement, or failing agreement, by lot.

Ms Jia Penny He was elected as a Director of the Company on 24 November 2015 and has since served as a Director of the Company. Under this Resolution, Ms He seeks election at this AGM.

Background details for Ms He as set out below:

Ms He is a Certified Practising Accountant and a licenced financial adviser. She has over 10 years combined industry experience in accounting, financial planning and mortgage broking.

Ms He joined N1 Group in May 2014 as the Accounting and Tax Adviser and Principal Financial Planner. Ms He was subsequently appointed as N1's Chief Financial Officer. Her current role within the Company includes all financial management, tax and reporting functions of the business.

Prior to N1, Ms He served as an executive for Cabot Square Chartered Accountants from July 2006 to May 2014.

Ms He holds a Master of Accounting degree from Macquarie University and is also an ATO registered tax agent holding a Public Practice Certificate.

Directors' recommendation

The Directors (excluding Jia Penny He) recommend that Shareholders vote for 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 17 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:

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

where:

A is the number of shares on issue 12 months before the date of issue or agreement to issue:

- (i) plus the number of fully paid shares issued in the 12 months under an exception

in Listing Rule 7.2;

- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of the holders of shares under Listing Rules 7.1 and 7.4 (this does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without Shareholder approval); 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 3 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 5 October 2017, the Company has on issue 81,557,573 ordinary shares and therefore has capacity to issue:

- (a) 12,233,635 equity securities under Listing Rule 7.1; and
- (b) subject to Shareholder approval being sought under this Resolution, 8,155,757 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, there is a risk of economic and voting dilution to existing Shareholders'. 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 market price of the Company's ordinary shares and the number of ordinary securities as at 5 October 2017.
- Two examples where the number of ordinary shares on issue ("A") has increased, by 50% and 100%. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require Shareholder approval (for example, pro-rata entitlements issues) or as a result of future specific placements under Listing Rule 7.1 that are approved by Shareholders.
- Two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the market price as at 5 October 2017.

Dilution

Variable "A" ASX Listing Rule 7.1A.2		\$0.09 50% decrease in issue price	\$0.18 issue price **	\$0.36 100% increase in issue price
"A" is the number of shares on issue, being 81,557,573 *** shares	10% voting dilution	8,155,757 Shares	8,155,757 Shares	8,155,757 Shares
	Funds raised	\$734,018	\$1,468,036	\$2,936,073
"A" is a 50% increase in shares on issue, being 122,336,360 *** shares	10% voting dilution	12,233,635 Shares	12,233,635 Shares	12,233,635 Shares
	Funds raised	\$1,101,027	\$2,202,054	\$4,404,109
"A" is a 100% increase in shares on issue, being 163,115,146 *** shares *	10% voting dilution	16,311,514 Shares	16,311,514 Shares	16,311,514 Shares
	Funds raised	\$1,468,036	\$2,936,073	\$5,872,145

Notes:

- The table assumes that the Company issues the maximum number of equity securities available under Listing Rule 7.1A.
 - (i) The table assumes that no options are exercised in ordinary shares before the date of the issue of equity securities under Listing Rule 7.1A.
 - (ii) 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.
 - (iii) 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.
 - (iv) The issue of equity securities under the Listing Rule 7.1A consists only of ordinary shares. If the issue of equity securities includes options, it is assumed that those options are exercised into ordinary shares for the purposes of calculating the voting dilution effect on existing Shareholders.
- * Any issue of equity securities is required to be made in accordance with the Listing Rules. Any issue made other than under the Company's 15% capacity (Listing Rule 7.1) or the Company's additional 10% capacity (Listing Rule 7.1A) and not otherwise made under an exception in Listing Rule 7.2 (for example, a pro-rata rights issue) would require Shareholder approval.
- ** Based on the closing price of the Company's Shares on ASX on 5 October 2017.
- *** Based on the Company's Share structure as at 5 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 ordinary 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 advisers.

Offers made under Listing Rule 7.1A may be made to parties 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.

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

Number/Class of Securities issued	Terms and purpose of issue	Price and discount to closing market price on the date of issue (if any)	Consideration details	Allottees of the Securities
<i>Securities issued on 2 March 2017</i>				
4,791,250 unlisted options	Issue of unlisted options to employees under the terms and conditions of the Company's EIP.	Nil issue price.	Nil consideration, as options were issued to employees pursuant to the EIP.	Employees of the Company.
<i>Securities issued on 12 May 2017</i>				
1,850,000 unlisted convertible bonds	Issue of convertible bonds with a term of 24 months from the date of issue and a face value of \$0.20.	Issue price of \$0.20 per convertible bond.	Cash consideration of \$370,000. The proceeds were used to fund a rent roll acquisition (as announced to the ASX on 12 May 2017), potential additional acquisitions and for working capital purposes.	Sophisticated investors identified by the Company.
<i>Securities issued on 30 June 2017</i>				
511,823 fully paid ordinary shares	Issue of shares to two senior managers of N1	Deemed issue price of \$0.20 per share	Non-cash consideration with a deemed value of \$102,364.60.	Jiantao Ou and Linda He

	Realty in lieu of their salaries.	No discount		
<i>Securities issued on 27 September 2017</i>				
5,000,000 unlisted convertible bonds	Issue of convertible bonds with a term of 24 months from the date of issue and a face value of \$0.20.	Issue price of \$0.20 per convertible bond. No discount	Cash consideration of \$1,000,000. The proceeds were used to fund potential acquisitions and for working capital purposes.	Sophisticated investors identified by the Company.

Total Securities issued in previous 12 months	12,153,073
Percentage of total Securities issued in previous 12 months*	13.81%

*Based on Company's 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 ordinary shares) must be in favour of this Resolution.

Part D: ratification of prior issue of equity securities

Resolution 4 – ratification of prior issue of equity securities

Background to the issue of the March Securities

The March Securities were issued to the employees of the Company pursuant to the EIP approved by the Board.

The EIP was initiated as a token of appreciation and regard for all the hardworking employees at the Company who had contributed to the successful execution of the Company's growth and strategy.

The March Securities were issued on the same terms, with the same vesting dates, as the Consideration Options set out in the Prospectus.

Background to this Resolution 4

Resolution 4 proposes that Shareholders of the Company approve and ratify the issue and allotment of 4,791,250 March Securities.

All of the March Securities were issued utilising the Company's existing capacity under Listing Rule 7.1.

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

Listing Rule 7.4 sets out an exception to Listing Rules 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 Rules 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.

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Information required by ASX Listing Rule 7.5

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

- (a) The Company issued 4,791,250 March Securities.
- (b) The March Securities had a nil issue price per security.
- (c) Each March Security is an Option exercisable at \$0.20 on or before 14 December 2020. The fully paid ordinary share issued on exercise of a March Security will rank equally in all respects with fully paid ordinary shares in the Company.
- (d) The March Securities were issued to employees of the Company pursuant to the EIP.
- (e) The March Securities were issued to incentivise and remunerate employees of the Company, pursuant to the EIP. The funds raised on exercise of the March Securities will be used for general working capital purposes.

Resolution 5 – ratification of prior issue of equity securities

Background to the issue of the May Securities

As announced by the Company on 12 May 2017, the Company completed a capital raising and raised a total of \$370,000 (before costs), via the issuance of 1.85 million Convertible Bonds.

Proceeds of the capital raising were used to fund a rent roll acquisition, potential additional acquisitions and for working capital purposes.

Background to this Resolution 5

Resolution 5 proposes that Shareholders of the Company approve and ratify the issue and allotment of 1,850,000 May Securities.

All of the May Securities were issued utilising the Company's existing capacity under Listing Rule 7.1.

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

Listing Rule 7.4 sets out an exception to Listing Rules 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 Rules 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 May Securities is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Company issued 1,850,000 May Securities.
- (b) The May Securities were issued at \$0.20 per security.
- (c) Each May Security is a Convertible Bond with a term of 24 months from the date of issue and a face value of \$0.20. Each May Security may be converted to an ordinary share prior to its maturity date. The fully paid ordinary share issued on conversion of a May Security will rank equally in all respects with fully paid ordinary shares in the Company.
- (d) The May Securities were issued to institutional investors.
- (e) Funds raised from the issue of the May Securities have and will be used by the Company to fund a rent roll acquisition (as announced to the market on 12 May 2017), potential additional acquisitions for general working capital purposes.

Resolution 6 – ratification of prior issue of equity securities

Background to the issue of the June Securities

On 30 June 2017, the Company issued 511,823 Shares at a deemed issued price of \$0.20 per Share to Jiantao Ou and Linda He, who are senior managers of N1 Realty in lieu of their salaries (**June Securities**).

Background to this Resolution 6

Resolution 6 proposes that Shareholders of the Company approve and ratify the issue and allotment of 511,823 June Securities.

All of the June Securities were issued utilising the Company's existing capacity under Listing Rule 7.1.

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

Listing Rule 7.4 sets out an exception to Listing Rules 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 Rules 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 June Securities is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Company issued 511,823 June Securities.
- (b) The June Securities were issued at a deemed price of \$0.20 per security.
- (c) The June Securities were fully paid ordinary shares in the Company and rank equally in all aspects with all fully paid ordinary shares in the Company.
- (d) The June Securities were issued to Jiantao Ou and Linda He, who are senior managers of N1 Realty in lieu of their salaries.
- (e) No cash proceeds were raised from the issue of the June Securities, rather the June Securities were issued to provide remuneration to Jiantao Ou and Linda He, who are senior managers of N1 Realty, in lieu of their salaries.

Resolution 7 – ratification of prior issue of equity securities

Background to the issue of the September Securities

As announced by the Company on 27 September 2017, the Company completed a capital raising to raise a total of \$1,000,000 (before costs), via the issuance of 5 million Convertible Bonds (**September Securities**).

Proceeds from the issue of the September Securities were used to fund potential acquisitions and for working capital purposes.

Background to this Resolution 7

Resolution 7 proposes that Shareholders of the Company approve and ratify the issue and allotment of 5,000,000 September Securities.

All of the September Securities were issued utilising the Company's existing capacity under Listing Rule 7.1.

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

Listing Rule 7.4 sets out an exception to Listing Rules 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 Rules 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 September Securities is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Company issued 5,000,000 September Securities.
- (b) The September Securities were issued at \$0.20 per security.
- (c) Each September Security is a Convertible Bond with a term of 24 months from the date of issue and a face value of \$0.20. Each September Security may be converted to an ordinary fully paid share prior to its maturity date. The share issued on conversion of a September Security will rank equally in all respects with fully paid ordinary shares in the Company.
- (d) The September Securities were issued to institutional investors.

Funds raised from the issue of the September Securities have and will be used by the Company to fund potential acquisitions and for working capital purposes.

Part E: adoption of Employee Incentive Plan

Resolution 8 – adoption of Employee Incentive Plan

This Resolution seeks Shareholder approval for the Company to adopt an employee share option plan (**EIP**). The EIP incorporates both broad based equity participation for eligible Australian employees as well as key executive incentive schemes. This is the first time the Company has sought approval for an employee incentive scheme.

Background

A summary of the key terms of the EIP is set out in **Annexure A**, and a copy of the rules of the EIP is available upon request from the Company.

Shareholder approval of the EIP is sought for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 9(b)), so that Securities issued in accordance with the EIP will be excluded from the calculation of the maximum number of new securities that can be issued by the Company in any 12 month period (currently 15% of securities previously on issue) for a period of three years from the date of approval.

If this Resolution 8 is approved by Shareholders, it will have the effect of enabling the securities issued by the Company under the EIP to be automatically excluded from the formula to calculate the number of securities which the Company may issue within the 15% in any 12 month limit under Listing Rule 7.1 during the next three-year period.

EIP terms generally

The EIP is a new employee equity scheme developed to meet contemporary equity design standards and to provide the greatest possible flexibility in the design and offer choices available in respect of various new equity schemes.

The EIP enables the Company to offer employees a range of different employee share scheme (**ESS**) interests. These ESS interests or 'awards' include options, performance rights, service rights, deferred

shares, exempt shares, cash rights and stock appreciation rights.

The type of ESS interest that may be offered to employees will be determined by a number of factors, including:

- (a) remuneration or incentive purpose of the award;
- (b) the tax jurisdiction that the participating employee lives and/or works in;
- (c) the laws governing equity incentives where the participating employee lives and/or works; and
- (d) the logistics and compliance costs associated with the offering equity incentives where the participating employee lives or works.

Whenever Shares are acquired under the EIP, they may be acquired and held by an employee share trust. If an employee share trust is established it will be governed by a trust deed which will outline the rules of the employee share trust and the responsibilities of the trustee, the Company and participants. If established, a copy of the trust deed will be available upon request from the Company.

Shares issued under the EIP will rank equally with all other ordinary shares in the Company.

Directors Recommendation

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

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

Enquiries

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

Glossary

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 27 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 Crowe Horwath dated 27 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 N1 Holdings Limited ACN 609 268 279.

Consideration Options means the unlisted options as defined in the Prospectus, the terms and conditions as contained in section 10.2 of the Prospectus.

Constitution means the Company's constitution.

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

Convertible Bonds means 6,850,000 unsecured and unlisted convertible bonds issued by the Company on 12 May 2017 and 27 September 2017. Each Convertible Bond has a face value of \$0.20 and a term of 24 months from the date of issue.

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.

EIP or **Employee Incentive Plan** means employee incentive plan, the subject of Resolution 5 in this Notice of Meeting.

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.

N1 Realty means N1 Realty Pty Ltd ACN 612 186 026 of Unit 502, Level 5, 77 King Street Sydney NSW 2000, one of the Company's wholly owned subsidiaries.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 16 October 2017 including the Explanatory Statement.

Option means an option to acquire a Share.

Prospectus means the prospectus lodged with ASIC on 13 January 2016 for the Company's initial public offering.

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.

Securities mean Shares, Convertible Bonds and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Spill Meeting means the meeting that will be convened within 90 days of the 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 Shares.

Annexure A – Summary of the key terms of the EIP

N1 Holdings Limited established the EIP to encourage employees to share in the ownership of the Company and to promote the long-term success of the Company as being a shared goal of all employees.

The main terms of the EIP are as follows:

- The Company may, at the discretion of the Board, offer and issue the following awards to employees:
 - o Options – rights to be issued a share upon payment of the exercise price and satisfaction of vesting conditions. Options are restricted awards until they exercise or expire.
 - o Performance rights – rights to be issued a Share for nil exercise price upon the satisfaction of vesting conditions. Performance rights are restricted awards until they are exercised or expire.
 - o Service rights – rights to be issued a Share for nil exercise price upon the satisfaction of continued employment of the employee.
 - o Deferred share awards – shares which are issued to employees who elect to receive Shares in lieu of any wages, salary or other form of remuneration, that may be forfeited if vesting conditions specified in the offer are not satisfied. Deferred share awards are restricted when an employee ceases employment with the Company, or in the Board's discretion.
 - o Exempt share awards – Shares issued for no consideration or at an issue price which is a discount to the market price with the intention that up to \$1,000 of the total value or discount received by each employee be exempt from tax. The restriction period will expire on the earlier of three years from the date of issue, or when an individual ceases employment with the Company.
 - o Cash rights – rights to be issued a cash payment for nil exercise price, upon the satisfaction of specified vesting conditions.
 - o Stock appreciation rights – stock appreciation rights are restricted awards until they are exercised or expire. Upon exercise of a stock appreciation right, the employee exercising the right will be entitled to receive payment from the Company determined on the basis of the fair market value on the date of exercise, and the fair market value on the date of granting of the right. The payment may be in cash, shares of equivalent value or a combination of cash and shares.
- The offer of all of the above awards must be made in writing and specify employee to whom the offer is being made, and the terms of the award.
- An offer will lapse if it is not accepted by the employee to whom the offer is made.
- An offer of shares must not be made if the number of shares which are the subject of the offer of awards or which may be issued as a result of any offers or award, or a similar offer of shares under another employee incentive plan at any time during the previous 3-year period would exceed 5% of the number of shares on issue at the time of the offer.
- Vesting conditions:
 - o The awards held by a participant will vest in and become exercisable by that participant upon satisfaction of any vesting conditions.
 - o Vesting conditions may be waived at the absolute discretion of the Board.
- The Board may determine that for a taxation, legal, regulatory or compliance reason it is not appropriate to issue the Shares. In this situation, it must make a cash payment to the participant equivalent to the fair market value as at the date of the exercise of the award.
- Allotment of shares:
 - o On allotment, the shares will be fully paid, rank equally for dividends and other entitlements and rank equally with existing shares at the time of allotment.

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- As soon as practicable after the allotment of the shares, the Board will apply for official quotation of the shares on the ASX.
 - The Company may appoint a trustee on terms and conditions it considers appropriate to acquire and hold shares on behalf of participants for the purposes of the plan.
 - Rights attaching to shares:
 - Shares will rank equally with all other existing shares in the Company at the date of issue.
 - A participant will have a vested and indefeasible entitlement to any dividends declared and distributed by the Company on shares under the plan.
 - A participant may exercise any voting rights attaching to shares under the plan registered in the participant's name.
 - Restricted Awards:
 - A participant must not sell, transfer, mortgage, pledge, charge, grant security or otherwise dispose of any restricted awards.
 - If a takeover bid is made to acquire all of the issued shares in the Company, participants are entitled to accept the takeover bid or participate in the other transaction in respect of their awards.
 - Corporate Control Event:
 - If a corporate control event occurs, the Board will determine in its sole discretion the manner in which all awards will be dealt with.
 - Cessation of Employment:
 - If the cessation of employment occurs for any reason, the Board of the Company will determine the manner in which all awards will be dealt with.
 - A participant is not entitled to participate in a new issue of shares or other securities made by the Company without exercising the awards before the record date for the relevant issue.
 - The rights of an option holder are to be changed to comply with the Listing Rules applying to a reorganisation of capital at the time of reorganisation.
 - Power of Attorney: In consideration for the awards, each participant to the scheme irrevocably appoints each director and secretary of the Company severally as their attorney, to do all acts and things to complete and execute documents.
 - Powers of the Board: the Board will have absolute discretion to:
 - Determine appropriate procedures for administration of the plan, consistent with its terms;
 - Resolve conclusively all questions of fact or interpretation arising in connection with the plan;
 - Delegate to any one or more person the exercise of their powers; and
 - Amend the terms of the plan.
 - Commencement: the plan will take effect when the Board decides, subject to the approval of any necessary resolution establishing the plan.
 - Suspension, termination or amendment: the plan may be suspended, terminated or amended at any time by the Board, subject to any resolution of the Company required by the listing rules.
 - Connection with other schemes: the Company is not restricted to using the plan as the only method of providing incentive rewards to employees and therefore the Company may approve other incentive schemes.
 - Participants issued awards under the plan are bound by the terms of the plan and the Constitution of the Company.
 - Participation in the plan does not affect an employee's terms of employment or appointment with

the Company and does not detract from any right the Company has to terminate the employment or appointment of an employee.

For personal use only



N1 Holdings Limited
ACN 609 268 279

LODGE YOUR VOTE

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

 **BY MAIL**
N1 Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

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

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

PROXY FORM

I/We being a member(s) of N1 Holdings 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 **10:00am on Friday, 17 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 8: 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 8, 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 Ratification of prior issue of equity securities - May Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Ms Jia Penny He as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Ratification of prior issue of equity securities - June Securities	<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"/>	7 Ratification of prior issue of equity securities - September Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of prior issue of equity securities - March Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Adoption of Employee Incentive Plan	<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).

N1H PRX1701C



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

- 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 **10:00am on Wednesday, 15 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

N1 Holdings 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.**