

# Notice of Annual General Meeting

intelliHR Holdings Limited ACN 600 548 516

Notice is given that the Annual General Meeting of intelliHR Holdings Limited (**intelliHR**) will be held at:

<b>Location</b>	Offices of BDO Brisbane, Level 10, 12 Creek Street, Brisbane QLD 4000
<b>Date</b>	Friday, 26 October 2018
<b>Time</b>	12:00pm (Brisbane time)

## Ordinary Business

### Financial statements and reports

To receive and consider the financial report, Directors' report and auditor's report for the financial year ended 30 June 2018.

**Note:** This item of business is for discussion at the Annual General Meeting and is not a resolution.

### Adoption of 2018 Remuneration Report

To consider and, if in favour, pass the following resolution in accordance with section 250R(2) Corporations Act:

- 1 'That the Remuneration Report for the year ended 30 June 2018 be adopted.'

**Note:** This resolution is advisory only and does not bind the Company or the Directors. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the AGM when reviewing the Company's remuneration policies.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution 1.

### Re-election of Mr Jeremy Fong

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 2 'That Mr Jeremy Fong, who retires from office in accordance with rule 19.3 of the Company's Constitution, and being eligible, be re-elected as a director of intelliHR.'

**Note:** Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Mr Fong abstaining) unanimously recommend that you vote in favour of this resolution 2.

## Special Business

### Approval of the issue of Shares to Executive Directors

To consider and, if in favour, to pass the following resolutions as ordinary resolutions:

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3 (a) 'That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 306,600 Shares to Mr Robert Bromage at an issue price of \$0.30 per Share, as detailed in the Explanatory Memorandum.'

(b) 'That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 410,627 Shares to Mr Jeremy Fong at an issue price of \$0.30 per Share, as detailed in the Explanatory Memorandum.'

**Note:** Each Resolution will be voted on separately.

The non-executive Directors recommend that you vote in favour of resolutions 3(a) and 3(b).

### **Approval of additional 10% capacity to issue Shares under Listing Rule 7.1A**

To consider and, if in favour, to pass the following resolution as a special resolution:

4 'That for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve intelliHR having the additional capacity to issue Shares up to 10% of the issued capital of intelliHR (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum.'

The Directors unanimously recommend that you vote in favour of resolution 4 .

Dated: 26 September 2018

By order of the Board



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**Suzanne Yeates**

Chief Financial Officer & Company Secretary

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## Notes

- (a) A Shareholder who is entitled to attend and cast a vote at the Annual General Meeting is entitled to appoint a proxy.
- (b) The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the attached proxy form.
- (d) If the proxy form specifies the way the proxy is to vote on a particular resolution the proxy need not vote on a show of hands but if the proxy does so, it must vote as specified in the proxy form.
- (e) If the proxy has two or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands.
- (f) If the proxy is the Chairman of the Annual General Meeting, the proxy must vote on a poll or must vote the way specified in the proxy form.
- (g) If the proxy is not the Chairman of the Annual General Meeting the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as specified in the proxy form.
- (h) If the proxy form specifies the way the proxy is to vote on a particular resolution and the proxy is not the chair of the Annual General Meeting and a poll is demanded and either:
  - (i) the proxy is not recorded as attending; or
  - (ii) the proxy does not vote,the chair of the Annual General Meeting is deemed the proxy for that resolution.
- (i) A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the Annual General Meeting.
- (j) intelliHR has determined under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purpose of voting at the Annual General Meeting or an adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00pm on Wednesday, 24 October 2018.
- (k) If you have any queries on how to cast your votes, please call Ms Suzanne Yeates, the Company Secretary, on 0439 310 818 during business hours.

## Voting restrictions

### Resolution 1: 2018 Remuneration Report

intelliHR will disregard any votes cast on resolution 1:

- (a) by or on behalf of a member of the Key Management Personnel (**KMP**) named in the Remuneration Report for the year ended 30 June 2018, or a closely related party of that KMP, regardless of the capacity in which the vote is cast; and
- (b) as proxy of a member of the KMP at the date of the AGM, or a closed related party of that KMP, unless the vote is cast as proxy for a person who is entitled to vote on resolution 1:
  - (i) in accordance with their directions on how to vote as set out in the proxy appointment (e.g. for, against, abstain); or
  - (ii) by the Chairman of the AGM and the appointment of the Chairman as proxy expressly authorises the Chairman to exercise the proxy even if this resolution is connected directly or indirectly with the remuneration of a member of the KMP.

### Resolutions 3(a) and 3(b): Issue of Shares to Executive Directors

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of resolutions 3(a) & 4(b) by or on behalf of Mr Bromage and Mr Fong or an associate of such person (or persons). However, the Company need not disregard a vote if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form (e.g. for, against, abstain); or
- (b) the Chairman of the AGM 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 (e.g. for, against or abstain).

### Resolution 4: Approval of additional 10% capacity to issue shares under Listing Rule 7.1A

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of resolution 4 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Equity Securities in the Company (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an Associate of such person (or persons). However, the Company need not disregard a vote if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form (e.g. for, against, abstain); or
- (b) the Chairman of the AGM 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 (e.g. for, against or abstain).

**Voting intentions of the Chairman**

Shareholders should be aware that the Chairman of the Meeting intends to vote all undirected proxies in favour of each item of business, subject to compliance with the Corporations Act.

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# Explanatory Memorandum

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This Explanatory Memorandum accompanies the Notice of Annual General Meeting of IntelliHR Limited (**IntelliHR**) to be held at the offices of BDO Brisbane, Level 10, 12 Creek Street, Brisbane QLD 4000.

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

## Financial statements and reports

The Corporations Act requires that the report of the directors, the auditor's report and the financial report for the year ended 30 June 2018 be laid before the AGM. There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the operations and management of IntelliHR.

Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by IntelliHR in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor IntelliHR's Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.

The financial report, the directors' report and the auditor's report are contained in the Annual Report and available on IntelliHR's website [www.intellihr.com.au](http://www.intellihr.com.au).

## Resolution 1: Remuneration Report

Shareholders are asked to adopt the Remuneration Report of the Company for the financial year ended 30 June 2018. This report is included in the Directors' Report in the Company's 2018 Annual Report and is available on the Company's website [www.intellihr.com.au](http://www.intellihr.com.au).

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

This resolution is advisory only and not binding on the Company or the Directors. The Board will take the discussion at the meeting into consideration when determining the Company's remuneration policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.

## Directors' recommendation

As this resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, abstains from making a recommendation regarding this resolution.

**Note:** A voting exclusion applies to this resolution, as set out in this Notice of Meeting.

## Resolution 2: Re-election of Mr Jeremy Fong

Jeremy Fong retires by rotation in accordance with IntelliHR's Constitution and, being eligible, offers himself for re-election.

Mr Fong was appointed Chief Technology Officer in 2014 and an Executive Director in 2016. He has a decade of experience helping businesses achieve a strategic advantage through the development of innovative software. He has led greenfield technology projects in diverse industries, such as finance, pharmaceuticals and recruitment. Borrowing from the wealth of knowledge and experience of Silicon Valley, he applies emerging best practices to both technology and team.

Mr Fong holds a Bachelor of Information Technology from the University of Queensland.

### Directors' recommendation

The Directors (with Mr Fong abstaining) unanimously recommend the re-appointment of Mr Fong to the Board.

## Resolutions 3(a) and 3(b): Issue of Shares to Executive Directors

Resolutions 3(a) and 3(b) seek approval of Shareholders under Listing Rule 10.11 for the issue of Shares to IntelliHR's Executive Directors, Mr Robert Bromage and Mr Jeremy Fong, as payment in lieu of cash for short term incentives (**STI**) awarded to them in respect of the financial year ended 2018.

### Background

As disclosed in the Remuneration Report, Executive Directors are eligible to receive a cash bonus of up to 50% of their total fixed remuneration (**TFR**) at the end of the financial year, subject to the Executive Director achieving the key performance indicators (**KPIs**) set for them by the Board during that period. If an Executive Director does not achieve each of the KPIs during the financial year, the Board may determine the appropriate pro rata STI to be received by the Executive Directors.

KPIs were set for each of Mr Bromage and Mr Fong for financial year ended 30 June 2018 which were based on the Group objectives, including developing culture, execution of business plan, customer growth, brand development, technical product development and talent attraction and retention.

For the year ending 30 June 2018, the Board has determined:

- Mr Bromage is entitled to an STI award of \$91,980 to be taken in the form of 306,600 Shares, at an issue price of \$0.30 per Share; and
- Mr Fong is entitled to an STI award of \$123,188 to be taken in the form of 410,627 Shares, at an issue price of \$0.30 per Share.

The Board believes that part of the rewards for the Executive Directors' services to IntelliHR should be performance-based and at risk and should involve equity interests in IntelliHR. This approach reflects national and international best practice in executive remuneration and corporate governance.

Further details of the Executive Directors' remuneration packages are set out in the Remuneration Report.

### Shareholder approval

Listing Rule 10.11 requires IntelliHR to obtain Shareholder approval prior to the issue of Shares to directors and their related parties. Therefore, the issue of Shares to the Executive Directors

contemplated in resolutions 3(a) and 3(b) requires Shareholder approval under Listing Rule 10.11 before the Shares can be issued.

If approval is obtained pursuant to Listing Rule 10.11, intelliHR will be entitled to rely on Listing Rule 7.2 (Exception 14) as an exception to any requirement that may otherwise apply requiring Shareholder approval under Listing Rule 7.1.

### Additional information

Listing Rule 10.13 requires certain information to be provided in relation to approval sought under Listing Rule 10.11. This information is set out below:

Information	Particulars
Number of securities to be issued	Resolution 3(a) - 306,600 Shares representing Mr Bromage's entire FY2018 STI award of \$91,980 Resolution 3(b) – 410,627 Shares representing Mr Fong's entire FY2018 STI award of \$123,188 If Shareholder approval is not obtained, intelliHR will satisfy the issue of Shares to Mr Bromage or Mr Fong by paying an equivalent amount in cash.
Date by which the securities will be issued	As soon as practicable, and in any event within one month, after the date of this Annual General Meeting.
Issue price of the securities	\$0.30 per Share (being the price at which Shares were issued under intelliHR's prospectus dated 20 November 2017 for its initial public offering).
Intended use of funds	If Shareholder approval is obtained, the Shares will be issued to Mr Bromage and Mr Fong as part of their FY2018 remuneration packages and accordingly no amount is payable and no funds will be raised.
Voting exclusion	A voting exclusion applies to this resolution, as set out in this Notice of Meeting.

### Directors' recommendation

The non-executive Directors recommend that you vote in favour of resolutions 3(a) and 3(b).

### Resolution 4: Additional 10% capacity to issue Shares under Listing Rule 7.1A

Resolution 4 seeks Shareholder approval to permit intelliHR to issue an additional 10% of its issued capital over a 12 month period in accordance with Listing Rule 7.1A (**Additional Placement Facility**).

Listing Rule 7.1 permits intelliHR to issue a maximum of 15% of its capital in any 12 month period without requiring Shareholder approval. Under Listing Rule 7.1A, eligible entities (companies that are outside the S&P/ASX 300 index and have a market capitalisation of \$300 million or less) can issue a further 10% of share capital in 12 months on a non-pro rata basis provided that Shareholders approve this by special resolution at the AGM. This requires at least 75% of the votes cast in favour of the resolution by Shareholders entitled to vote.

intelliHR is an eligible entity as at the date of this Notice of Meeting as its market capitalisation is less than \$300 million.

The number of Shares that may be issued (if Shareholder approval is obtained at the Annual General Meeting) will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

**(A x D) – E**, whereas:

**A** = is the number of fully paid shares on issue 12 months before the date of issue or agreement:

plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;

plus the number of partly paid shares that became fully paid in the 12 months;

plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% capacity pursuant to Listing Rule 7.1 without Shareholder approval; and

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 Rule 7.1 or 7.4.

For the purposes of Listing Rule 7.3A, IntelliHR provides the following information:

Information	Particulars
Minimum price at which the equity securities may be issued	<p>The issue price of each share must be no less than 75% of the volume weighted average price for the shares calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"><li>(a) the date on which the price, at which the securities are to be issued, is agreed; or</li><li>(b) if the securities are not issued within five trading days of the date in paragraph (a), the date on which the securities are issued.</li></ul>
Risk of economic and voting dilution	<p>An issue of shares under Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:</p> <ul style="list-style-type: none"><li>(a) the market price for shares may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and</li><li>(b) the equity securities may be issued at a price that is at a discount to the market price for the shares on the issue date.</li></ul> <p>Under ASX Listing Rule 7.3A.2, a table describing the notional possible dilution, based upon various assumptions as stated, is set out below.</p>
Date by which the Company may issue the securities	<p>The period commencing on the date of the annual general meeting (to which this notice relates) at which approval is obtained and expiring on the first to occur of the following:</p> <ul style="list-style-type: none"><li>(a) the date which is 12 months after the date of the annual general meeting at which approval is obtained; and</li><li>(b) the date of the approval by holders of the Company's ordinary securities of a transaction under ASX Listing Rules 11.1.2 or 11.2.</li></ul> <p>The approval under ASX Listing Rule 7.1A will cease to be valid if holders of the Company's ordinary securities approve a transaction under ASX Listing Rules 11.1.2 or 11.2.</p>
Purposes for which the Equity Securities may be issued, including whether the Company may issue them for non-cash consideration	<p>It is the Board's current intention that any funds raised under an issue of Equity Securities will be applied as follows:</p> <ul style="list-style-type: none"><li>(a) Investment in new complimentary product development; and</li><li>(b) Acceleration of national and international expansion.</li></ul> <p>The Company reserves the right to issue shares for non-cash consideration, including for payment of service or consultancy fees and costs.</p>

Details of IntelliHR's allocation policy for issues under approval

IntelliHR's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- (a) the methods of raising funds that are available to the Company including but not limited to, rights issue or other issue in which existing security holders can participate;
- (b) the effect of the issue of the Listing Rule 7.1A shares on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from corporate, financial and broking advisers (if applicable).

The allottees under the Listing Rule 7.1A facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and new Shareholders who are not related parties or associates of a related party of the Company. Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the Listing Rule 7.1A facility will be or include the vendors of the new assets or investments.

IntelliHR otherwise confirms that related parties will not be eligible for any proposed issue pursuant to Listing Rule 7.1A.

Previous approvals under ASX Listing Rule 7.1A	Not applicable.
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### Information under Listing Rule 7.3A.2

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.08 50% decrease in Issue Price	\$0.16 Issue Price	\$0.32 100% increase in Issue Price
Current Variable A* 58,595,119 Shares	10% voting dilution	5,859,512	5,859,512	5,859,512
	Funds raised	\$468,460.95	\$937,521.90	\$1,875,043.81
50% increase in current Variable A* 87,892,679 Shares	10% voting dilution	8,789,268	8,789,268	8,789,268
	Funds raised	\$703,141.43	\$1,406,282.86	\$2,812,565.73
100% increase in current Variable A* 117,190,238 Shares	10% voting dilution	11,719,024	11,719,024	11,719,024
	Funds raised	\$937,521.90	\$1,875,043.81	\$3,750,087.62

\*Note: Current Variable A refers to the calculation required by Listing Rule 7.1A.2 which, in IntelliHR's case, equates to the current number of Shares on issue.

The table has been prepared on the following assumptions:

- The Company issues the Shares for cash under the Additional Placement Facility.
- IntelliHR issues the maximum number of Shares available under the Additional Placement Facility (being 10% of the number of the Shares on issue).
- No options are exercised to convert into shares before the date of the issue of the shares available under Listing Rule 7.1A.
- Other than as indicated in the table, the Company does not issue any additional equity securities during the 12 month period.

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- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
  - The table does not show an example of dilution that may be caused to a particular Shareholder by reason of a share issue under Listing Rule 7.1A (i.e. the Additional Placement Facility), based on that Shareholder's holding at the date of the meeting.
  - The table shows only the effect of issues of equity securities under Listing Rule 7.1A (i.e. the Additional Placement Facility), not under the 15% placement capacity under Listing Rule 7.1.
  - The issue of shares under Listing Rule 7.1A consists only of ordinary shares in the Company.
  - The issue price is \$0.16, being the closing price of the Shares on ASX on 10 September 2018.

**Directors' recommendation**

The Directors recommend that you vote in favour of resolution 4.

## Glossary

<b>Additional Placement Facility</b>	has the meaning set out in Resolution 4 of the Explanatory Memorandum.
<b>Annual General Meeting or AGM</b>	means intelliHR's annual general meeting, the subject of this Notice of Meeting.
<b>ASX</b>	means ASX Limited ACN 008 624 691.
<b>BDO</b>	means BDO Audit Pty Ltd ACN 134 022 870.
<b>Board</b>	means the board of directors of intelliHR.
<b>Chairman</b>	means the chairman of the Company.
<b>Company or intelliHR</b>	means intelliHR Holdings Ltd ACN 600 548 516.
<b>Constitution</b>	means the constitution of the Company.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Directors</b>	means the directors of intelliHR.
<b>Equity Securities</b>	has the meaning given to that term in the Listing Rules.
<b>Executive Director</b>	means the current executive directors of the Company, Mr Robert Bromage and Mr Jeremy Fong.
<b>Explanatory Memorandum</b>	means the explanatory memorandum attached to the Notice of Meeting.
<b>FY2018</b>	means the financial year ended 30 June 2018.
<b>KMP or Key Management Personnel</b>	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
<b>KPI</b>	means key performance indicator.
<b>Listing Rules</b>	means ASX Listing Rules.
<b>Notice of Meeting</b>	means the notice of meeting and includes the Explanatory Memorandum.
<b>Remuneration Report</b>	means the Company's 2018 Remuneration Report.
<b>Resolution</b>	means a resolution proposed in this Notice of Meeting.
<b>Shareholder</b>	means a person who is the registered holder of Shares.
<b>Shares</b>	means the existing fully paid ordinary shares in intelliHR.
<b>STI</b>	means short term incentive.

## LODGE YOUR VOTE

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

 **BY MAIL**  
intelliHR 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; or  
Level 12, 680 George Street, Sydney NSW 2000

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

## PROXY FORM

I/We being a member(s) of intelliHR 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 **12:00pm (Brisbane time) on Friday, 26 October 2018 at BDO Brisbane, Level 10, 12 Creek Street, Brisbane QLD 4000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**Important for Resolution 1, 3a & 3b:** 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 Resolution 1, 3a & 3b even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

### VOTING DIRECTIONS

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.**

**Please read the voting instructions overleaf before marking any boxes with an .**

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
<b>1</b> Adoption of 2018 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>4</b> Approval of additional 10% capacity to issue Shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2</b> Re-election of Mr Jeremy Fong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
<b>3a</b> Approval of the issue of Shares to Mr Robert Bromage	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
<b>3b</b> Approval of the issue of Shares to Mr Jeremy Fong	<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).



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STEP 1

STEP 2

STEP 3

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

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

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRMAN OF THE MEETING

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

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **12:00pm (Brisbane time) on Wednesday, 24 October 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

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

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



#### BY MAIL

intelliHR 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  
or  
Level 12  
680 George Street  
Sydney NSW 2000

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

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