



# Notice of annual general meeting and explanatory memorandum

**Shoply Limited**

ACN 085 545 973

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**Date:** Tuesday, 10 November 2015

**Time:** 12.00 pm (Melbourne time)

**Venue:** RSM Bird Cameron Partners,  
Level 21, 55 Collins Street  
Melbourne, Victoria, 3000

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## NOTICE OF 2015 ANNUAL GENERAL MEETING

NOTICE is given that the 2015 Annual General Meeting of Shoply Limited ACN 085 545 973 will be held at RSM Bird Cameron Partners, Level 21, 55 Collins Street, Melbourne, Victoria, 3000 on Tuesday 10 November 2015 at 12.00 pm (Melbourne time).

### BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

#### 1. Financial and related reports

	Financial and related reports
Description	To receive and consider the Financial Reports of the Company including the balance sheets and profit and loss accounts of the Company and its subsidiaries and the reports of the Company's Directors and of the Company's auditor in respect of the financial year ended 30 June 2015.

#### 2. Adoption of Remuneration Report (Non-binding resolution)

Resolution 1	Adoption of Remuneration Report (Non-binding resolution)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2015 Annual Report and is available from the Company's website ( <a href="http://www.shoply.com.au">www.shoply.com.au</a> ). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the directors or the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>"THAT the Remuneration Report for the financial year ended 30 June 2015 included in the Directors' Report, which is attached to the Financial Statements as required under section 300A of the Corporations Act, be adopted by the Company."</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution (in any capacity, whether as proxy or as shareholders) by any of the following persons:  (a) Key Management Personnel; and  (b) Closely Related Parties of Key Management Personnel.  However, the Company need not disregard a vote if it is:  (c) cast by a person as a proxy appointed in accordance with the directions of the proxy form that specifies how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above; or  (d) cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above.

### 3. Re-Election of Directors

Resolution 2	Re-Election of Mr Domenic Carosa as Director
Description	Mr Domenic Carosa retires as a Director in accordance with rule 17.2(b) of the Constitution, and being eligible, offers himself for election under rule 17.2(f) of the Constitution.
Resolution (Ordinary)	To consider and, if thought fit, to pass the following resolution as an <b>ordinary resolution</b> :  <i>"THAT Mr Domenic Carosa, having retired from his office as a Director in accordance with rule 17.2(b) of the Constitution and, being eligible, having offered himself for re-election, be re-elected as a Director of the Company."</i>

Resolution 3	Re-Election of Mr Mark Goulopoulos as Director
Description	Mr Mark Goulopoulos retires as a Director in accordance with rule 17.2(b) of the Constitution, and being eligible, offers himself for election under rule 17.2(f) of the Constitution.
Resolution (Ordinary)	To consider and, if thought fit, to pass the following resolution as an <b>ordinary resolution</b> :  <i>"THAT Mr Mark Goulopoulos, having retired from his office as a Director in accordance with rule 17.2(b) of the Constitution and, being eligible, having offered himself for re-election, be re-elected as a Director of the Company."</i>

### 4. Election of Directors

Resolution 4	Election of Mr Matthew Dickinson as Director
Description	Mr Matthew Dickinson, who was appointed to the Board on 1 May 2015 to fill a casual vacancy, retires as a Director in accordance ASX Listing Rule 14.4 and section 201H of the Corporations Act.
Resolution (Ordinary)	To consider and, if thought fit, to pass the following resolution as an <b>ordinary resolution</b> :  <i>"THAT Mr Matthew Dickinson, having been appointed as a Director on 1 May 2015 to fill a casual vacancy to the Board, retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and section 201H of the Corporations Act and for all other purposes, and being eligible, having offered himself for election, be elected as a Director of the Company."</i>

Resolution 5	Election of Mr Lorenzo Coppa as Director
Description	Mr Lorenzo Coppa, who was appointed to the Board on 24 June 2015 to fill a casual vacancy, retires as a Director in accordance ASX Listing Rule 14.4 and section 201H of the Corporations Act.

<b>Resolution (Ordinary)</b>	To consider and, if thought fit, to pass the following resolution as an ordinary resolution:  <i>"THAT Mr Lorenzo Coppa, having been appointed as a Director on 24 June 2015 to fill a casual vacancy to the Board, retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and section 201H of the Corporations Act and for all other purposes, and being eligible, having offered himself for election, be elected as a Director of the Company."</i>
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## Special Business

### 5. Ratification of previous issues of securities

Resolution 6	Ratification of issue of February Warcom Shares
<b>Description</b>	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of shares made by the Company on 9 February 2015 as part of the share based consideration to the nominees of the vendor of the Warcom business which Shoply acquired in June 2014.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>"THAT for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 4,620,852 fully paid ordinary shares in the Company at a deemed issue price of \$0.0151 per share to the nominees of the vendor of the Warcom business on 9 February 2015 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</i>
<b>Voting Exclusion</b>	The Company will disregard any votes cast on this resolution by any person who participated in the issue of the shares and any of their associates. However, the Company need not disregard a vote if it is cast by: <ul style="list-style-type: none"> <li>(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or;</li> <li>(b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.</li> </ul>

Resolution 7	Ratification of issue of March eStore Shares
<b>Description</b>	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of shares made by the Company on 17 March 2015 as part of the share based consideration to the nominees of the vendor of the eStore business which Shoply acquired in March 2015.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>"THAT for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 14,970,060 fully paid ordinary shares in the Company at a deemed issue price of \$0.0167 per share to the nominees of the vendor of the eStore business on 17 March 2015 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</i>

<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast on this resolution by any person who participated in the issue of the shares and any of their associates. However, the Company need not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> <li>(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or;</li> <li>(b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.</li> </ul>
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<b>Resolution 8</b>	<b>Ratification of issue of May Warcom Shares</b>
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<b>Description</b>	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of shares made by the Company on 13 May 2015 as part of the share based consideration to the nominees of the vendor of the Warcom business which Shoply acquired in June 2014.
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<b>Resolution (Ordinary)</b>	<p>To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b>:</p> <p><i>“THAT for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 2,336,058 fully paid ordinary shares in the Company at a deemed issue price of \$0.0159 per share to the nominees of the vendor of the Warcom business on 13 May 2015 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i></p>
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<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast on this resolution by any person who participated in the issue of the shares and any of their associates. However, the Company need not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> <li>(c) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or;</li> <li>(d) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.</li> </ul>
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<b>Resolution 9</b>	<b>Ratification of issue of August Warcom Shares</b>
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<b>Description</b>	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of shares made by the Company on 18 August 2015 as part of the share based consideration to the nominees of the vendor of the Warcom business which Shoply acquired in June 2014.
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<b>Resolution (Ordinary)</b>	<p>To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b>:</p> <p><i>“THAT for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 5,178,886 fully paid ordinary shares in the Company at a deemed issue price of \$0.0149 per share to the nominees of the vendor of the Warcom business on 18 August 2015 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i></p>
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<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast on this resolution by any person who participated in the issue of the shares and any of their associates. However, the Company need not disregard a vote if it is cast by:</p> <p>(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or;</p> <p>(b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.</p>
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<b>Resolution 10</b>	<b>Ratification of issue of August eStore Shares</b>
<b>Description</b>	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of shares made by the Company on 18 August 2015 as part of the share based consideration to the nominees of the vendor of the eStore business which Shoply acquired in March 2015.
<b>Resolution (Ordinary)</b>	<p>To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b>:</p> <p><i>“THAT for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 8,041,504 fully paid ordinary shares in the Company at a deemed issue price of \$0.0149 per share to the nominees of the vendor of the eStore business on 18 August 2015 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i></p>
<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast on this resolution by any person who participated in the issue of the shares and any of their associates. However, the Company need not disregard a vote if it is cast by:</p> <p>(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or;</p> <p>(b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.</p>

## 6. Approval of LTIP Options

<b>Resolution 11A</b>	<b>Approval of issue of Director Options to Mr Andrew Plympton</b>
<b>Description</b>	Shoply seeks approval of shareholders for the issue of 4,000,000 Options to the Company's Non-Executive Chairman, Mr Andrew Plympton, pursuant to the Company's LTIP which was approved by shareholders at the Company's 2013 Annual General Meeting.
<b>Resolution (Ordinary)</b>	<p>To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b>:</p> <p><i>“THAT, for the purposes of Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to grant 4,000,000 Options, each to acquire 1 ordinary fully paid share in the Company, to Mr Andrew Plympton, a Non-Executive Director and Chairman of the Company, or his nominee(s) pursuant to the Company's LTIP and on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i></p>

<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast on this resolution by:</p> <ul style="list-style-type: none"> <li>(a) The Directors of the Company, being Messrs Andrew Plympton, Domenic Carosa, Mark Gouloupoulos, Matthew Dickinson and Lorenzo Coppa, and their nominee(s);</li> <li>(b) any person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed;</li> <li>(c) any associates of the persons named in sub-paragraphs (a) and (b); and</li> <li>(d) as a proxy by a member of Key Management Personnel and a Closely Related Party of Key Management Personnel, where the proxy appointment does not specify the way the proxy is to vote.</li> </ul> <p>However, the Company will not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> <li>(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form that specify how the proxy is to vote on this resolution; or</li> <li>(b) the chair of the Meeting, as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form that does not specify how the proxy is to vote on this resolution, but expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.</li> </ul>
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<b>Resolution 11B</b>	<b>Approval of issue of Director Options to Mr Domenic Carosa</b>
<b>Description</b>	Shoply seeks approval of shareholders for the issue of 3,000,000 Options to Non-Executive Director, Mr Domenic Carosa, pursuant to the Company's LTIP which was approved by shareholders at the Company's 2013 Annual General Meeting.
<b>Resolution (Ordinary)</b>	<p>To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b>:</p> <p><i><b>“THAT, for the purposes of Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to grant 3,000,000 Options, each to acquire 1 ordinary fully paid share in the Company, to Mr Domenic Carosa, a Non-Executive Director of the Company, or his nominee(s) pursuant to the Company's LTIP and on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</b></i></p>
<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast on this resolution by:</p> <ul style="list-style-type: none"> <li>(a) The Directors of the Company, being Messrs Andrew Plympton, Domenic Carosa, Mark Gouloupoulos, Matthew Dickinson and Lorenzo Coppa, and their nominee(s);</li> <li>(b) any person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed;</li> <li>(c) any associates of the persons named in sub-paragraphs (a) and (b); and</li> <li>(d) as a proxy by a member of Key Management Personnel and a Closely Related Party of Key Management Personnel, where the proxy appointment does not specify the way the proxy is to vote.</li> </ul>

	<p>However, the Company will not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> <li>(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form that specify how the proxy is to vote on this resolution; or</li> <li>(b) the chair of the Meeting, as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form that does not specify how the proxy is to vote on this resolution, but expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.</li> </ul>
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<b>Resolution 11C</b>	<b>Approval of issue of Director Options to Mr Mark Goulopoulos</b>
<b>Description</b>	Shoply seeks approval of shareholders for the issue of 3,000,000 Options to Non-Executive Director, Mr Mark Goulopoulos, pursuant to the Company's LTIP which was approved by shareholders at the Company's 2013 Annual General Meeting.
<b>Resolution (Ordinary)</b>	<p>To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b>:</p> <p><i><b>"THAT, for the purposes of Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to grant 3,000,000 Options, each to acquire 1 ordinary fully paid share in the Company, to Mr Mark Goulopoulos, a Non-Executive Director of the Company, or his nominee(s) pursuant to the Company's LTIP and on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</b></i></p>
<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast on this resolution by:</p> <ul style="list-style-type: none"> <li>(a) The Directors of the Company, being Messrs Andrew Plympton, Domenic Carosa, Mark Goulopoulos, Matthew Dickinson and Lorenzo Coppa, and their nominee(s);</li> <li>(b) any person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed;</li> <li>(c) any associates of the persons named in sub-paragraphs (a) and (b); and</li> <li>(d) as a proxy by a member of Key Management Personnel and a Closely Related Party of Key Management Personnel, where the proxy appointment does not specify the way the proxy is to vote.</li> </ul> <p>However, the Company will not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> <li>(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form that specify how the proxy is to vote on this resolution; or</li> <li>(b) the chair of the Meeting, as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form that does not specify how the proxy is to vote on this resolution, but expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.</li> </ul>



<b>Resolution 11D</b>	<b>Approval of issue of Director Options to Mr Matthew Dickinson</b>
<b>Description</b>	Shoply seeks approval of shareholders for the issue of 3,000,000 Options to Non-Executive Director, Mr Matthew Dickinson, pursuant to the Company's LTIP which was approved by shareholders at the Company's 2013 Annual General Meeting.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>"THAT, for the purposes of Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to grant 3,000,000 Options, each to acquire 1 ordinary fully paid share in the Company, to Mr Matthew Dickinson, a Non-Executive Director of the Company, or his nominee(s) pursuant to the Company's LTIP and on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</i>
<b>Voting Exclusion</b>	The Company will disregard any votes cast on this resolution by:  (a) The Directors of the Company, being Messrs Andrew Plympton, Domenic Carosa, Mark Gouloupoulos, Matthew Dickinson and Lorenzo Coppa, and their nominee(s);  (b) any person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed;  (c) any associates of the persons named in sub-paragraphs (a) and (b); and  (d) as a proxy by a member of Key Management Personnel and a Closely Related Party of Key Management Personnel, where the proxy appointment does not specify the way the proxy is to vote.  However, the Company will 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 that specify how the proxy is to vote on this resolution; or  (b) the chair of the Meeting, as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form that does not specify how the proxy is to vote on this resolution, but expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.
<b>Resolution 11E</b>	<b>Approval of issue of Director Options to Mr Lorenzo Coppa</b>
<b>Description</b>	Shoply seeks approval of shareholders for the issue of 3,000,000 Options to Non-Executive Director, Mr Lorenzo Coppa, pursuant to the Company's LTIP which was approved by shareholders at the Company's 2013 Annual General Meeting.

<b>Resolution (Ordinary)</b>	<p>To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b>:</p> <p><i>“THAT, for the purposes of Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to grant 3,000,000 Options, each to acquire 1 ordinary fully paid share in the Company, to Mr Lorenzo Coppa, a Non-Executive Director of the Company, or his nominee(s) pursuant to the Company’s LTIP and on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i></p>
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<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast on this resolution by:</p> <ul style="list-style-type: none"> <li>(a) The Directors of the Company, being Messrs Andrew Plympton, Domenic Carosa, Mark Goulopoulos, Matthew Dickinson and Lorenzo Coppa, and their nominee(s);</li> <li>(b) any person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed;</li> <li>(c) any associates of the persons named in sub-paragraphs (a) and (b); and</li> <li>(d) as a proxy by a member of Key Management Personnel and a Closely Related Party of Key Management Personnel, where the proxy appointment does not specify the way the proxy is to vote.</li> </ul> <p>However, the Company will not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> <li>(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form that specify how the proxy is to vote on this resolution; or</li> <li>(b) the chair of the Meeting, as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form that does not specify how the proxy is to vote on this resolution, but expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.</li> </ul>
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<b>Resolution 12</b>	<b>Approval of issue of Secretary Options</b>
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<b>Description</b>	Shoply seeks approval of shareholders for the issue of 2,000,000 Options to Ms Alyn Tai, Company Secretary of the Company.
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<b>Resolution (Ordinary)</b>	<p>To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b>:</p> <p><i>“THAT, for the purposes of Listing Rule 7.1 and for all other purposes, shareholder approval is given for the Company to grant 2,000,000 Options, each to acquire 1 ordinary fully paid share in the Company, to Ms Alyn Tai, Company Secretary of the Company, or her nominee(s), pursuant to the Company’s LTIP and on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i></p>
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<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast on this resolution by:</p> <ul style="list-style-type: none"> <li>(a) Ms Alyn Tai and her nominee(s);</li> <li>(b) any person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this resolution is passed; and</li> <li>(c) any associates of the persons named in sub-paragraphs (a) and (b); and</li> </ul> <p>However, the Company will not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> <li>(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or;</li> <li>(b) the chair of the meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.</li> </ul>
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## 7. Approval of 10% Placement Capacity

<b>Resolution 13</b>	<b>Approval of 10% placement capacity</b>
<b>Description</b>	Shoply seeks approval of shareholders to be able to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its ability to issue securities under Listing Rule 7.1.
<b>Resolution (Special)</b>	<p>To consider and, if thought fit, pass the following resolution as a <b>special resolution</b>:</p> <p><i><b>“THAT for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12 month period, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</b></i></p>
<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast on this resolution by any person who may participate in the issue of Equity Securities under this resolution 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 any associates of those persons.</p> <p>However, the Company need not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> <li>(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or;</li> <li>(b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.</li> </ul>

Dated 12 October 2015

**BY ORDER OF THE BOARD OF SHOPLY LIMITED**



Alyn Tai  
Company Secretary

## QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, RSM Bird Cameron, in relation to the conduct of the external audit for the year ended 30 June 2015, or the content of its audit report. Please send your questions to:

The Company Secretary, Shoply Limited  
**Via mail:** Level 1, 61 Spring Street, Melbourne VIC 3000  
**Via email:** [at@ccounsel.com.au](mailto:at@ccounsel.com.au)

Written questions must be received by no later than **5.00pm (Melbourne time) on Monday 2 November 2015**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Company's Remuneration Report for the year ended 30 June 2015.

During the course of the Annual General Meeting, the Chair will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

## VOTING INFORMATION

### Entitlement to vote at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that the persons eligible to vote at the Annual General Meeting are those who are registered shareholders of the Company as at **7.00 pm (Melbourne time) on Sunday 8 November 2015**, subject to any applicable voting exclusion.

### Voting by proxy

- (a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must

indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.

- (e) A proxy form accompanies this notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority **by 12.00 pm (Melbourne time) on Sunday 8 November 2015**:

**Online** [www.votingonline.com.au/shoplyagm2015](http://www.votingonline.com.au/shoplyagm2015)

**by post** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001

**by personal delivery** Boardroom Pty Limited  
Level 12, Grosvenor Place  
225 George Street  
Sydney NSW 2000

**by facsimile** +61 2 9290 9655

### Proxy voting by the Chair

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolution 1 and Resolutions 11A–11E (inclusive). In accordance with this express authority provided by you, the Chairman will vote in favour of Resolution 1 and Resolutions 11A–11E (inclusive). If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Company's Chairman, Mr Andrew Plympton, will chair the Meeting and intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1 or Resolution 11A–11E (inclusive), he or she will not vote your proxy on that item of business.

# EXPLANATORY MEMORANDUM TO NOTICE OF 2015 ANNUAL GENERAL MEETING

## 1. Financial and related reports

Item	Financial And Related Reports
<b>Explanation</b>	<p>Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2015 to be laid before the Company's 2015 Annual General Meeting. There is no requirement for a formal resolution on this item.</p> <p>The financial report contains the financial statements of the consolidated entity consisting of Shoply and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2015 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2015 Annual Report is available from the Company's website (<a href="http://www.shoply.com.au">www.shoply.com.au</a>).</p> <p>The Chair of the meeting will allow a reasonable opportunity at the meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor RSM Bird Cameron questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2015, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of RSM Bird Cameron in relation to the conduct of the audit.</p>

## 2. Adoption of Remuneration Report (Non-binding resolution)

Resolution 1	Adoption of Remuneration Report (Non-binding resolution)
<b>Explanation</b>	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2015 Annual Report and is available from the Company's website (<a href="http://www.shoply.com.au">www.shoply.com.au</a>).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> <li>• describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;</li> <li>• sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and</li> <li>• explains the differences between the basis for remunerating non-executive directors and senior executives, including the Chief Executive Officer.</li> </ul> <p>The vote on this item is advisory only and does not bind the Directors. However, the Board will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p>

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<b>Voting Exclusion</b>	A voting exclusion statement applies to this resolution, as set out in the Notice.
<b>Board Recommendation</b>	The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.
<b>Chair's available proxies</b>	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 1.

### 3. Re-Election of Directors

<b>Resolutions 2 &amp; 3</b>	<b>Re-Election of Messrs Domenic Carosa and Mark Gouloupoulos as Directors</b>
<b>Explanation</b>	<p>Rule 17.2(b) of the Company's constitution requires one third of the Directors (or if their number is not a multiple of three, the number nearest to but not less than one third) to retire at each Annual General Meeting of the Company. Under rule 17.2(c) of the constitution, the Directors to retire under rule 17.2(b) are those who have held office as Director the longest period of time since their last election to office. Under rule 17.2(d) of the constitution, for the purposes of ascertaining the number and identity of the Directors to retire under rule 17.2(b), Directors who have been appointed during the year to fill a casual vacancy are not to be taken into account.</p> <p>Messrs Domenic Carosa and Mark Gouloupoulos, who have held office as Directors for the longest periods of time since their last election to office on 12 December 2013, retire as Directors at the 2015 Annual General Meeting in accordance with rules 17.2(b), 17.2(c) and 17.2(d) of the Company's constitution. Messrs Carosa and Gouloupoulos, being eligible under rule 17.2(f) of the constitution, offer themselves for re-election as Directors.</p>
<b>About Mr Domenic Carosa</b>	<p>Mr Carosa was appointed to the Company's Board on 18 June 2013 as a Non-Executive Director.</p> <p>Mr Carosa holds a Masters of Entrepreneurship &amp; Innovation from Swinburne University has over 20 years of experience in business and technology. He is co-founder and Chairman of Future Capital Development Fund Pty Ltd (a registered Pooled Development Fund). Future Capital has successfully raised in excess \$8M in patient equity capital in recent years, invested in 14 early stage investees. He is also Chairman of Dominet Digital Corporation Pty Ltd, a boutique internet investment group. Mr Carosa was previously the co-founder and Group CEO of ASX-listed destra Corporation which was the largest independent media and entertainment company in Australia. He stepped aside in April 2008.</p> <p>The Board considers that Mr Carosa is not an Independent Director as Mr Carosa is a substantial shareholder of the Company.</p> <p>Mr Carosa is the Executive Director/CEO of ASX listed global mobile entertainment company Crowd Mobile Limited (ASX: CM8), having been appointed to this role on 13 January 2015. Mr Carosa is also a Non-Executive Director of ASX listed company Collaborate Corporation Limited (ASX: CL8) having been appointed 8 August 2014.</p>
<b>About Mr Mark Gouloupoulos</b>	<p>Mr Gouloupoulos was appointed to the Board on 1 November 2012 as a Non-Executive Director. Mr Gouloupoulos, BCom (Acc&amp;Fin), GDAFI, is an Associate Director of Wealth Management at Patersons Securities and has over 15 years' experience as an investment adviser. He has broad based knowledge which</p>

	<p>applies across many areas of financial markets and specialises in strategic investment advice for high net worth clients, international hedge funds and family offices. Mr Gouloupoulos has particular expertise with small capitalisation stocks and this has been a catalyst in him originating, arranging and distributing transactions in equity capital markets. In addition to his experience in capital markets Mr Gouloupoulos has also co-founded companies in the digital arena focussed on e-commerce and mobile applications.</p> <p>The Board considers that Mr Gouloupoulos is not an independent Director as Mr Gouloupoulos is a senior employee of a Patersons Securities Limited, which has been a provider of material professional services to the Company during the last three years.</p> <p>During the last three years, Mr Gouloupoulos has not served as a director of any other listed companies.</p>
<b>Board Recommendation</b>	The Board, with Messrs Carosa and Gouloupoulos abstaining on making recommendations on Resolutions 2 and 3 respectively, recommends that shareholders vote in favour of these resolutions.
<b>Chair's available proxies</b>	The Chair of the Meeting intends to vote all available proxies in favour of Resolutions 2 and 3.

#### 4. Election of Directors

<b>Resolutions 4 &amp; 5</b>	<b>Election of Messrs Matthew Dickinson and Lorenzo Coppa as Directors</b>
<b>Explanation</b>	<p>ASX Listing Rule 14.4 and section 201H(3) of the Corporations Act require that the appointment of any Director who is appointed by the other Directors to fill a casual vacancy on the Board be ratified at the next Annual General Meeting following that Director's appointment.</p> <p>Messrs Matthew Dickinson and Lorenzo Coppa were appointed to the Board on 1 May 2015 and 24 June 2015 respectively to fill casual vacancies. Accordingly, Messrs Dickson and Coppa retire as Directors and offer themselves for election pursuant to ASX Listing Rule 14.4 and section 201H of the Corporations Act.</p>
<b>About Mr Matthew Dickinson</b>	<p>Mr Dickinson was appointed to the Board on 1 May 2015 as an independent Non-Executive Director.</p> <p>Mr Dickinson holds a Bachelor of Information Technology (BIT) from the University of Technology Sydney (UTS), and has been an internet entrepreneur, startup advisor &amp; investor for the past 15 years. He founded the iMega Group, one of the world's first programmatic online ad-tech companies in 2005. Mr Dickinson scaled the iMega Group rapidly, with its global website audience reaching 2 million unique visitors per day and to \$8.6 Million EBIT in 3 years. The ASX listed Photon Group acquired iMega in an 8 figure deal.</p> <p>He is known as Australia's first "growth hacker" and is one of Australia's most sought after start-up advisors in the online start-up community. Mr Dickinson is unique in his capability to advise on board level strategy as well as "in the trenches" across all functional groups of an online business.</p> <p>He is a mentor at Startmate (Australia's leading start-up accelerator) and has advised hundreds of founders in the past 10 years in Australia and the USA. He started the Worldsites business, one of the first digital web agencies in</p>

	<p>Australia, focused on helping SME's get results on the internet. He was also an e-commerce management consultant at KPMG &amp; Cisco Systems. Mr Dickinson also worked across the family rag-trade business gaining experience in all facets of the retail and wholesale businesses. He was awarded a scholarship for the coveted Business Information Technology (BIT) program at the University of Technology Sydney (UTS).</p> <p>During the last three years, Mr Dickinson has not served as a director of any other listed companies.</p>
<b>About Mr Lorenzo Coppa</b>	<p>Mr Coppa was appointed to the Company's Board on 24 June 2015 as a Non-Executive Director. The Board considers that Mr Coppa is not an independent Director as Mr Coppa has in the last year been in a material business relationship with the Company, as a result of Mr Coppa's association with the vendors of the eStore business which the Company acquired in March 2015.</p> <p>Mr Coppa holds a BSc in physical sciences in Communications Electronics and Econometrics from La Trobe University. He founded the City Software group of companies (<b>City Software</b>) in 1991 and served as the CEO of City Software for nearly 25 years. City Software grew to be the nation's leading software reseller to small to medium businesses, charities, educational institutions, students and home users. Founded with \$32,000, City Software delivered \$1,000,000 revenue during its first year of trading and successfully delivered the first IT reseller website in 1994.</p> <p>City Software later acquired the Software Warehouse and eStore businesses in 2001 and 2003 respectively, adding hardware to the software specialist range.</p> <p>Over the years, Mr Coppa built the largest independent online IT retailer in Australia.</p> <p>In 2015 Shoply acquired the eStore business as announced to the market in March 2015.</p> <p>Mr Coppa served as an independent, non-executive director with SteriHealth Limited (ASX: STP) from September 2008 to June 2014. Serving as chairman in the latter years, Mr Coppa led a scheme to privatise the business with 97% shareholder approval.</p>
<b>Board Recommendation</b>	<p>The Board, with Messrs Dickinson and Coppa abstaining on making recommendations on Resolutions 4 and 5 respectively, recommends that shareholders vote in favour of these resolutions.</p>
<b>Chair's available proxies</b>	<p>The Chair of the Meeting intends to vote all available proxies in favour of Resolutions 4 and 5.</p>

## 5. Ratification of previous issues of securities

Resolutions 6–10	Ratification of previous issues of securities
<b>Explanation</b>	<p>The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for previous issues of securities made by the Company during the last 12 months under the Company's capacity to issue shares under ASX Listing Rule 7.1, which provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue shares during any 12 month period in excess of 15% of the number of shares on issue at the commencement of that 12 month period without shareholder approval (<b>7.1 Capacity</b>).</p>



	<p>ASX Listing Rule 7.4 sets out an exception to the limitations on the Company's capacity to issue securities pursuant to its 7.1 Capacity, by permitting the ratification of previous issues of securities which were not made under a prescribed exception under ASX Listing Rule 7.2 or with shareholder approval, provided that such issues did not breach the Company's 7.1 Capacity. If shareholders of a company approve the ratification of such previous issues of securities at a general meeting, those shares will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.</p> <p>Accordingly, if shareholders ratify the previous issues of securities made by Shoply by way of approving Resolutions 6–10 (inclusive), such securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.</p> <p>Pursuant to an assets purchase agreement between the Company and the vendor of the Warcom business, which Shoply acquired in June 2014, the vendor (and/or his nominees) is entitled to receive share based deferred consideration, subsequent to the satisfaction of prescribed revenue and profit margin targets of the Warcom business for the second, third and fourth quarters of the 2015 financial year. For further information, refer to Shoply's ASX announcement dated 12 June 2014 in respect of the Warcom acquisition.</p> <p>Resolutions 6, 8 and 9 relate to the issue of the deferred share based consideration to the Warcom vendors (and/or their nominees) for the second, third and fourth quarters of the 2015 financial year respectively.</p> <p>Pursuant to an assets purchase agreement between the Company and the vendor of the eStore business, which Shoply acquired in March 2015, the vendor (and/or his nominees) is entitled to receive partial share based consideration upon completion of the acquisition, and share based deferred consideration, subsequent to the satisfaction of prescribed revenue and profit margin targets of the eStore business for the fourth quarter of the 2015 financial year. For further information, refer to Shoply's ASX announcement dated 3 March 2015 in respect of the eStore acquisition.</p> <p>Resolutions 7 and 10 relate to the issue of the share based consideration payable upon completion of the eStore acquisition and the deferred share based consideration payable to the eStore vendors (and/or their nominees) for the fourth quarter of the 2015 financial year, respectively.</p>
<p><b>Reasons for Resolutions 6–10</b></p>	<p>The effect of the ratifications sought under Resolutions 6–10 (inclusive) in accordance with ASX Listing Rule 7.4 is the reinstatement of the Company's maximum 7.1 Capacity. This will effectively enable the Company to issue further shares of up to 15% of the issued capital of the Company, if required, in the next 12 months without requiring shareholder approval.</p>
<p><b>Voting Exclusions</b></p>	<p>Voting exclusions apply to each of Resolutions 6–10 (inclusive), as set out in the Notice.</p>

<p><b>Board Recommendation</b></p>	<p>The Directors believe that it is in the best interests of the Company that the Directors maintain their ability to issue up to 15% of the issued capital of the Company under ASX Listing Rule 7.1.</p> <p>The Directors consider it to be appropriate and prudent for approval to be sought at the Annual General Meeting, in respect of the relevant issues of securities made by the Company in the last 12 months. The Directors believe this approval will enhance the Company's flexibility to raise equity capital, should the Directors consider that it is in the best interests of the Company to do so.</p> <p>In particular, the Directors note that if this approval is not obtained at the Annual General Meeting, the Company may be required to incur the additional costs and delay of convening an extraordinary general meeting of the Company if the Directors propose to issue securities which do not fall under an exception to the 15% rule in ASX Listing Rule 7.2.</p> <p>On the basis of the foregoing, the Directors unanimously recommend that Shareholders vote in favour of Resolutions 6–10 (inclusive).</p>
<p><b>Chairman's available proxies</b></p>	<p>The Chairman of the Extraordinary General Meeting intends to vote all available proxies in favour of Resolutions 6–10 (inclusive).</p>
<p><b>Specific information for Resolution 6 – Ratification of issue of February Warcom Shares</b></p>	
<p><b>Effect of shareholder approval</b></p>	<p>If shareholder approval is obtained under Resolution 6, the issue of the February Warcom Shares will be excluded from the calculation of the Company's 7.1 Capacity.</p>
<p><b>Information required to be provided under the ASX Listing Rules 7.5</b></p>	<p>As stated above, the Company issued the shares under Resolution 6 pursuant to an assets purchase agreement between the Company and the vendor of the Warcom business, which Shoply acquired in June 2014. Under the agreement, the vendor (and/or his nominees) is entitled to receive share based deferred consideration, subsequent to the satisfaction of prescribed revenue and profit margin targets of the Warcom business for the second quarter of the 2015 financial year.</p> <p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:</p> <ul style="list-style-type: none"> <li>▪ <b>No. of shares issued</b> – 4,620,852 fully paid ordinary shares.</li> <li>▪ <b>Issue price per share</b> – Nil cash consideration; deemed issue price of \$0.0151 per share.</li> <li>▪ <b>Terms of shares</b> – Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company. The 4,620,852 shares are subject to voluntary escrow for one year from the date of issue, until 9 February 2016.</li> <li>▪ <b>Recipient of issue</b> – Nominees of the vendors of the Warcom business which Shoply acquired in June 2014.</li> <li>▪ <b>Use of funds raised</b> – The shares were issued as deferred consideration to the nominees of the vendor of the Warcom business which Shoply acquired in June 2014. No funds were raised under the issue.</li> </ul>

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**Specific information for  
Resolution 7 – Ratification of issue of March eStore Shares**

<b>Effect of Shareholder approval</b>	If Shareholder approval is obtained under Resolution 7, the issue of the March eStore Shares will be excluded from the calculation of the Company's 7.1 Capacity.
<b>Information required to be provided under the ASX Listing Rules 7.5</b>	<p>As stated above, the Company issued the shares under Resolution 7 pursuant to an assets purchase agreement between the Company and the vendor of the eStore business, which Shoply acquired in March 2015. Under the agreement, the vendors (and/or their nominees) are entitled to receive partial share based consideration upon completion of the acquisition.</p> <p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:</p> <ul style="list-style-type: none"> <li>▪ <b>No. of shares issued</b> – 14,970,060 fully paid ordinary shares.</li> <li>▪ <b>Issue price per share</b> – Nil cash consideration; deemed issue price of \$0.0167 per share.</li> <li>▪ <b>Terms of shares</b> – Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company. The 14,970,060 shares are subject to voluntary escrow for one year from the date of issue, until 17 March 2016.</li> <li>▪ <b>Recipient of issue</b> – Nominees of the vendors of the eStore business which Shoply acquired in March 2015.</li> <li>▪ <b>Use of funds raised</b> – The shares were issued as partial consideration to the nominees of the vendors of the eStore business which Shoply acquired in March 2015. No funds were raised under the issue.</li> </ul>

**Specific information for  
Resolution 8 – Ratification of issue of May Warcom Shares**

<b>Effect of Shareholder approval</b>	If Shareholder approval is obtained under Resolution 8, the issue of the May Warcom Shares will be excluded from the calculation of the Company's 7.1 Capacity.
<b>Information required to be provided under the ASX Listing Rules 7.5</b>	<p>As stated above, the Company issued the shares under Resolution 8 pursuant to an assets purchase agreement between the Company and the vendor of the Warcom business, which Shoply acquired in June 2014. Under the agreement, the vendors (and/or their nominees) are entitled to receive share based deferred consideration, subsequent to the satisfaction of prescribed revenue and profit margin targets of the Warcom business for the third quarter of the 2015 financial year.</p> <p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:</p> <ul style="list-style-type: none"> <li>▪ <b>No. of shares issued</b> – 2,336,058 fully paid ordinary shares.</li> <li>▪ <b>Issue price per share</b> – Nil cash consideration; deemed issue price of \$0.0159 per share.</li> </ul>

	<ul style="list-style-type: none"> <li>▪ <b>Terms of shares</b> – Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company. The 2,336,058 shares are subject to voluntary escrow for one year from the date of issue, until 13 May 2016</li> <li>▪ <b>Recipient of issue</b> – Nominees of the vendors of the Warcom business which Shoply acquired in June 2014.</li> <li>▪ <b>Use of funds raised</b> – The shares were issued as deferred consideration to the nominees of the vendors of the Warcom business which Shoply acquired in June 2014. No funds were raised under the issue.</li> </ul>
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<b>Specific information for Resolution 9 – Ratification of issue of August Warcom Shares</b>
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<b>Effect of Shareholder approval</b>	If Shareholder approval is obtained under Resolution 9, the issue of the August Warcom Shares will be excluded from the calculation of the Company's 7.1 Capacity.
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<b>Information required to be provided under the ASX Listing Rules 7.5</b>	<p>As stated above, the Company issued the shares under Resolution 9 pursuant to an assets purchase agreement between the Company and the vendors of the Warcom business, which Shoply acquired in June 2014. Under the agreement, the vendors (and/or their nominees) are entitled to receive share based deferred consideration, subsequent to the satisfaction of prescribed revenue and profit margin targets of the Warcom business for the fourth quarter of the 2015 financial year.</p> <p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:</p> <ul style="list-style-type: none"> <li>▪ <b>No. of shares issued</b> – 5,178,886 fully paid ordinary shares.</li> <li>▪ <b>Issue price per share</b> – Nil cash consideration; deemed issue price of \$0.0149 per share.</li> <li>▪ <b>Terms of shares</b> – Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company. The 5,178,886 shares are subject to voluntary escrow for one year from the date of issue, until 18 August 2016.</li> <li>▪ <b>Recipient of issue</b> – Nominees of the vendors of the Warcom business which Shoply acquired in June 2014.</li> <li>▪ <b>Use of funds raised</b> – The shares were issued as deferred consideration to the nominees of the vendors of the Warcom business which Shoply acquired in June 2014. No funds were raised under the issue.</li> </ul>
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<b>Specific information for Resolution 10 – Ratification of issue of August eStore Shares</b>
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<b>Effect of Shareholder approval</b>	If Shareholder approval is obtained under Resolution 10, the issue the August eStore Shares will be excluded from the calculation of the Company's 7.1 Capacity.
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<p><b>Information required to be provided under the ASX Listing Rules 7.5</b></p>	<p>As stated above, the Company issued the shares under Resolution 10 pursuant to an assets purchase agreement between the Company and the vendor of the eStore business, which Shoply acquired in March 2015. Under the agreement, the vendors (and/or their nominees) is entitled to receive share based deferred consideration, subsequent to the satisfaction of prescribed revenue and profit margin targets of the eStore business for the fourth quarter of the 2015 financial year.</p> <p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:</p> <ul style="list-style-type: none"> <li>▪ <b>No. of shares issued</b> – 8,041,504 fully paid ordinary shares.</li> <li>▪ <b>Issue price per share</b> – Nil cash consideration; deemed issue price of \$0.0149 per share.</li> <li>▪ <b>Terms of shares</b> – Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company. The 8,041,504 shares are subject to voluntary escrow for one year from the date of issue, until 18 August 2016.</li> <li>▪ <b>Recipient of issue</b> – Nominees of the vendors of the eStore business which Shoply acquired in March 2015.</li> <li>▪ <b>Use of funds raised</b> – The shares were issued as deferred consideration to the nominees of the vendors of the eStore business which Shoply acquired in March 2015. No funds were raised under the issue.</li> </ul>
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## 6. Approval of LTIP Options

Resolutions 11A–11E	Approval of issue of Director Options
<p><b>Explanation</b></p>	<p>Resolutions 11A–11E seek shareholder approval pursuant to ASX Listing Rule 10.14 for the issue of 4,000,000 Options to the Company’s Non-Executive Director and Chairman Mr Andrew Plympton, and 3,000,000 Options to each of the Company’s other Non-Executive Directors, Messrs Domenic Carosa, Mark Gouloupoulos, Matthew Dickinson and Lorenzo Coppa. The Director Options will be issued for nil consideration, and will each be exercisable at a price that is 1.45 times the volume weighted average price (<b>VWAP</b>) of Shoply shares traded on ASX during the 30 trading days immediately prior to the issue of the Director Options, on or before the 3 year anniversary of the date of issue of the Director Options.</p>
<p><b>Reason for Resolutions 11A–11E</b></p>	<p>Resolutions 11A–11E seek Shareholder approval for the grant of Options to acquire ordinary fully paid shares under the Company’s LTIP to the Non-Executive Directors, to incentivise these Directors without requiring further cash expenditure by the Company, and to further align the Non-Executive Directors’ interests with those of shareholders.</p> <p>Shareholder approval of the issue of the Director Options is sought the purposes of the ASX Listing Rules.</p>

### **ASX Listing Rules**

Under Listing Rule 10.14, the acquisition of securities by a Director under an employee incentive scheme such as the LTIP requires shareholder approval.

In accordance with the ASX Listing Rules, shareholders are being asked under Resolutions 11A–11E to approve the grant of the Director Options to the relevant Directors and to the extent those Options are exercised, the underlying ordinary shares.

Exception 14 in ASX Listing Rule 7.2 provides that ASX Listing Rule 7.1 does not apply where shareholder approval for an issue of securities is obtained under ASX Listing Rule 10.14. This means that, if shareholder approval is obtained for Resolutions 11A–11E, the issue of the Director Options and the issue of underlying shares will not deplete the Company's 7.1 Capacity.

The Board acknowledges that the grant of Options to the Non-Executive Directors is contrary to the ASX Corporate Governance Principles and Recommendations which recommend that non-executive directors should normally be remunerated by way of fees, should not participate in schemes designed for remuneration of executives and should not receive options or performance rights.

However, the Board considers the grant of the Director Options constitutes cost effective consideration to the Directors for their ongoing commitment and contribution to the Company and, for the reasons above, constitutes reasonable remuneration to the Directors in the circumstances of the Company and the Directors (including their responsibilities as Directors of the Company).

If Shareholders do not approve the issue of Director Options to the Directors, the Board may increase the level of fees received by the Non-Executive Directors.

### **Corporations Act 2001 (Cth)**

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties of a public company. Section 208 of the Corporations Act prohibits a public company giving a financial benefit to a related party unless one of a number of exceptions applies or shareholder approval is obtained. For the purposes of Chapter 2E, the Company's Non-Executive Directors are related parties of the Company, by virtue of section 228(2) of the Corporations Act.

A "financial benefit" is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is ordinarily prohibited by Chapter 2E of the Corporations Act. One exception to the general rule is where the benefit constitutes "reasonable remuneration" in respect of the duties and responsibilities of the related party in the management of the public company.

Currently, the Company's Non-Executive Chairman receives Directors' fees of \$48,000 per annum including superannuation and each of the other Non-Executive Directors receives Directors' fees \$30,000 per annum including superannuation. The remuneration that the Non-Executive Directors receive for performing their duties as a Director is below the average remuneration levels for directors of companies with similar size to the Company's. The grant of the Options is a cash free, effective and efficient way to provide the Non-Executive Directors with an appropriate and market level of Directors' remuneration.

An alternative to the issue of the Director Options would be to increase the Directors' cash remuneration. However, given the current stage of development of the Company, and the necessity for cash resources to be preserved and

directed into the growth of the Company's business, the Board considers the issue of the Director Options to be an appropriate cash-free method of remunerating the Non-Executive Directors for their commitment and contribution to the Company.

On this basis, in the view of the Board, the issue of the Director Options do constitute "reasonable remuneration" in respect of the Non-Executive Directors, and, as the provision of such benefits is expressly permitted by section 211(1) of the Corporations Act, the Board does not consider the Company is required to seek shareholder approval in order to give the Non-Executive Directors the financial benefit that is inherent in the issue to them of the Director Options.

Accordingly, Resolutions 11A–11E do not seek approval for the purposes of Chapter 2E of the Corporations Act.

Disclosures made for the purposes of ASX Listing Rule 10.15	Director	Maximum Number of Director Options to be Issued	Vesting Criteria	Exercise Price	Expiry Date
	Andrew Plympton	4,000,000	None	1.45 times the VWAP of Shoply shares traded on ASX during the 30 trading days immediately prior to the issue of the Options	The 3 year anniversary of the date of issue of the Options
	Domenic Carosa	3,000,000	None	1.45 times the VWAP of Shoply shares traded on ASX during the 30 trading days immediately prior to the issue of the Options	The 3 year anniversary of the date of issue of the Options
	Mark Gouloupoulos	3,000,000	None	1.45 times the VWAP of Shoply shares traded on ASX during the 30 trading days immediately prior to the issue of the Options	The 3 year anniversary of the date of issue of the Options
	Matthew Dickinson	3,000,000	None	1.45 times the VWAP of Shoply shares traded on ASX during the 30 trading days immediately prior to the issue of the Options prior to the issue of the Options	The 3 year anniversary of the date of issue of the Options
	Lorenzo Coppa	3,000,000	None	1.45 times the VWAP of Shoply shares traded on ASX	The 3 year anniversary of the date of issue of the

			during the 30 trading days immediately prior to the issue of the Options	Options
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The Director Options will be granted within one month of the date of the Meeting. The Options will not be quoted. Otherwise, the general terms and conditions of all of the Options are set out below.

The only related parties who may participate in the Plan are Directors of the Company. Under the Plan, the Directors of the Company may issue Options to the Directors (including to any of the current Directors, being Messrs Andrew Plympton, Domenic Carosa, Mark Gouloupoulos, Matthew Dickinson and Lorenzo Coppa) and executives of the Company and its subsidiaries, and to their associated entities.

For the purposes of ASX Listing Rule 10.15.4, the below table discloses the details of securities issued under the LTIP since shareholders last approved an issue of securities under the LTIP at the Company's 2013 Annual General Meeting:

Name of recipient	Number of securities received	Acquisition price	Number of securities lapsed
Mr Andrew Plympton	1,000,000 Options	Nil	1,000,000
Mr Domenic Carosa	1,000,000 Options	Nil	1,000,000
Mr Mark Gouloupoulos	1,000,000 Options	Nil	1,000,000
Ms Sophie Karzis	1,000,000 Options	Nil	1,000,000
Mr Damien London	1,000,000 Options	Nil	1,000,000
Mr Simon Crean	4,000,000 Options	Nil	Nil
Mr Anthony Svirskis	1,000,000 Options	Nil	1,000,000
Mr Michael Shuman	900,000 Options	Nil	900,000

There is currently no proposal by the Directors to issue any Options under the Plan to any Director or his associates, other than to the parties as described in this Notice of Meeting and Explanatory Memorandum. Any such issue would also require the approval of shareholders under listing rule 10.14. There is no loan proposed in relation to the proposed issue of the Director Options.

The Director Options will be granted for nil consideration. There will be no funds raised from the issue of Director Options, but the Company will raise funds from the exercise of the Director Options.

Details of any securities issued under the LTIP will be published in each annual report of the Company relating to a period in which such securities have been issued, along with details regarding approval for the issue of those securities which was obtained under ASX Listing Rule 10.14.

**Details of the**

**Summary of terms of LTIP**



## Long Term Incentive Plan

Set out below is a summary of the terms and conditions of the LTIP, including those on which Options may be issued under the LTIP.

### General

The LTIP authorises the Directors of the Company offer shares or to grant Options or performance rights to eligible employees of the Company and its subsidiaries, including the Directors and senior executives, and to certain entities of those participants.

Participants in the LTIP are not required to pay any amount to be granted Options, unless the Directors determine otherwise.

The Directors have the power to determine the number of Options, the exercise price of the Options, the period during which they may be exercised, the expiry date and the terms of Options issued under the LTIP.

### Limit

The Directors must not issue securities under the LTIP if, following the issue of those securities, the number of securities held by participants under the LTIP would be more than 5% of the total number of fully paid ordinary shares then on issue.

### Terms and conditions attaching to options

The key terms and conditions of Options that will be issued under the LTIP in the future are as follows:

### Exercise

If any Option is validly exercised, the Company must issue to the holder 1 fully paid ordinary share for each Option exercised within 30 days from the date of receipt by the Company of payment of the exercise price in cleared funds.

### Ranking

Shares issued pursuant to the exercise of Options rank equally from their date of issue with all other fully paid ordinary shares in the Company then on issue.

### Bonus issues

If there is a pro-rata issue of bonus ordinary shares (namely shares for which no consideration is payable to the Company) to the ordinary shareholders in the Company, and if after that time the Option holder validly exercises any Options, the Company must issue to the Option holder (in addition to the number of shares to which the holder is entitled on exercise) the number of bonus shares which the Option holder would have received if before the bonus issue they had held the shares they would have been entitled to had the Options been exercised.

### Rights issue

If there is an issue (**Pro-rata Issue**) of shares for which consideration is payable to the Company and which has first been offered to all shareholders on a pro-rata basis (other than an issue of shares in lieu or in satisfaction of dividends or by way of dividend reinvestment), the exercise price of each Option existing on the record date for determining entitlements in relation to the Pro-rata Issue will

be reduced according to the following formula:

$$O' = O - \frac{E \times [P - (S + D)]}{N + 1}$$

where:

O' is the new exercise price of the Option;

O is the old exercise price of the Option;

E is 1 or such other number of Shares into which the Option is exercisable;

P is the average closing price per Share (weighted by reference to volume) during the 5 trading days ending on the day before the "ex rights date" or "ex entitlements date" in relation to the Pro-rata Issue;

S is the subscription price for a share under the Pro-rata Issue;

D is the dividend (if any) due by the Company but not yet paid on existing shares (except those to be issued under the Pro-rata Issue); and

N is the number of shares with rights or entitlements that must be held to receive a right to 1 new share pursuant to the Pro-rata Issue.

#### **Reconstruction of share capital**

If:

- the Company's shares are converted into a larger or smaller number of shares, the number of Options immediately prior to the conversion will be converted in the same ratio as the shares and the exercise price will be adjusted in inverse proportion to that ratio;
- the Company reduces its share capital by a return of capital to the ordinary shareholders, the number of Options will remain the same but the exercise price will be reduced by the same amount as the return of capital on each ordinary share;
- the Company reduces its share capital by a cancellation of capital that is either lost or not represented by available assets, the number of Options and the exercise price will remain unaltered;
- there is a pro-rata cancellation of shares, the number of Options will be reduced in the same ratio as the shares and the exercise price will be amended in inverse proportion to that ratio; or
- there is any other reconstruction or reorganisation of the Company's share capital, the number of Options or the exercise price or both will be reorganised in such manner as the Directors of the Company consider necessary so that the Option holder will not receive a benefit that the ordinary shareholders do not receive in connection with the reconstruction or reorganisation.

All entitlements arising in connection with any such reconstruction or reorganisation will be rounded down to the nearest whole number and fractions will be disregarded (subject to the provisions with respect to rounding the entitlements as sanctioned by the meeting of shareholders approving the

	<p>reconstruction or reorganisation of the shares) and in all other respects the terms for exercise of the Options will remain unchanged as a consequence of any reconstruction or reorganisation.</p> <p><b>Options not assignable</b></p> <p>Unless the Directors determine otherwise, Options are not assignable other than by operation of law.</p> <p><b>Expiry date</b></p> <p>All Options remaining unexercised by 11.59pm on the expiry date for Options determined by the Directors will lapse and terminate after that time.</p> <p><b>Early exercise</b></p> <p>Notwithstanding any restrictions on the exercise of Options which would otherwise apply, Options may be exercised if:</p> <ul style="list-style-type: none"> <li>• the Company sells its major undertaking;</li> <li>• the Company enters into a compromise or arrangement under part 5.1 of the Corporations Act; or</li> <li>• the Company is the subject of a takeover bid under Chapter 6 of the Corporations Act.</li> </ul>										
<p><b>Other information</b></p>	<p>The Directors are not aware of any other information that is reasonably required by shareholders to allow them to make a decision as to whether it is in the best interests of the Company to pass Resolutions 11A–11E.</p>										
<p><b>Specific information required under ASX Listing Rules for Resolution 11A – Approval of issue of Options to Mr Andrew Plympton</b></p>											
<p><b>Specific information required by ASX Listing Rule 10.15</b></p>	<p>In accordance with ASX Listing Rule 10.15, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 10.14, the following information is provided to Shareholders:</p> <table border="0" style="width: 100%;"> <tr> <td style="vertical-align: top;"><b>Maximum no. of securities to be issued</b></td> <td>4,000,000 Options</td> </tr> <tr> <td style="vertical-align: top;"><b>Date by which securities will be issued</b></td> <td>If shareholder approval is obtained for Resolution 11A, the Company will issue the 4,000,000 Options to Mr Plympton as soon as is practicable after the Annual General Meeting, or in any event no later than 1 month after the date of the Annual General Meeting.</td> </tr> <tr> <td style="vertical-align: top;"><b>Issue price per security</b></td> <td>The Options issued under Resolution 11A will be issued for nil consideration.</td> </tr> <tr> <td style="vertical-align: top;"><b>Recipient of issue</b></td> <td>Mr Andrew Plympton, Non-Executive Chairman, or his nominee(s).</td> </tr> <tr> <td style="vertical-align: top;"><b>Terms of securities</b></td> <td>The Options issued under Resolution 11A will each be exercisable at 1.45 times the VWAP of Shoply shares traded on ASX during the 30</td> </tr> </table>	<b>Maximum no. of securities to be issued</b>	4,000,000 Options	<b>Date by which securities will be issued</b>	If shareholder approval is obtained for Resolution 11A, the Company will issue the 4,000,000 Options to Mr Plympton as soon as is practicable after the Annual General Meeting, or in any event no later than 1 month after the date of the Annual General Meeting.	<b>Issue price per security</b>	The Options issued under Resolution 11A will be issued for nil consideration.	<b>Recipient of issue</b>	Mr Andrew Plympton, Non-Executive Chairman, or his nominee(s).	<b>Terms of securities</b>	The Options issued under Resolution 11A will each be exercisable at 1.45 times the VWAP of Shoply shares traded on ASX during the 30
<b>Maximum no. of securities to be issued</b>	4,000,000 Options										
<b>Date by which securities will be issued</b>	If shareholder approval is obtained for Resolution 11A, the Company will issue the 4,000,000 Options to Mr Plympton as soon as is practicable after the Annual General Meeting, or in any event no later than 1 month after the date of the Annual General Meeting.										
<b>Issue price per security</b>	The Options issued under Resolution 11A will be issued for nil consideration.										
<b>Recipient of issue</b>	Mr Andrew Plympton, Non-Executive Chairman, or his nominee(s).										
<b>Terms of securities</b>	The Options issued under Resolution 11A will each be exercisable at 1.45 times the VWAP of Shoply shares traded on ASX during the 30										

	<p>trading days immediately prior to the issue of the Options on or before the 3 year anniversary of the date of issue of the Options. The Company will not apply to ASX for quotation of the Options. The underlying shares issued upon the exercise of the Options will be quoted and will rank equally with all existing shares on issue in the Company.</p> <p><b>Use of funds raised</b> The Options issued under Resolution 11A are to be issued for nil consideration. Accordingly, no funds will be raised from the issue of these Options. However, the Company will raise funds from the exercise of the Options. The Company expects that such funds will be applied towards its working capital requirements.</p> <p><b>Voting Exclusion Statement</b> A voting exclusion statement applies to this item of business, as set out in the Notice.</p>
<b>Board Recommendation</b>	For the aforementioned reasons, the Directors do not wish to make a recommendation to Shareholders about the proposed Resolution 11A.
<b>Chairman's available proxies</b>	The Chairman of the meeting intends to vote all available proxies in favour of this Resolution 11A.
<b>Specific information required under ASX Listing Rules for Resolution 11B – Approval of issue of Options to Mr Domenic Carosa</b>	
<b>Specific information required by ASX Listing Rule 10.15</b>	<p>In accordance with ASX Listing Rule 10.15, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 10.14, the following information is provided to Shareholders:</p> <p><b>Maximum no. of securities to be issued</b> 3,000,000 Options</p> <p><b>Date by which securities will be issued</b> If shareholder approval is obtained for Resolution 11B, the Company will issue the 3,000,000 Options to Mr Carosa as soon as is practicable after the Annual General Meeting, or in any event no later than 1 month after the date of the Annual General Meeting.</p> <p><b>Issue price per security</b> The Options issued under Resolution 11B will be issued for nil consideration.</p> <p><b>Recipient of issue</b> Mr Domenic Carosa, Non-Executive Director, or his nominee(s).</p> <p><b>Terms of securities</b> The Options issued under Resolution 11B will each be exercisable at 1.45 times the VWAP of Shoply shares traded on ASX during the 30 trading days immediately prior to the issue of the Options on or before the 3 year anniversary of the date of issue of the Options. The Company will not apply to ASX for quotation of the Options. The underlying shares issued upon the exercise of the Options will be quoted and will rank equally with all</p>

	existing shares on issue in the Company.
<b>Use of funds raised</b>	The Options issued under Resolution 11B are to be issued for nil consideration. Accordingly, no funds will be raised from the issue of these Options. However, the Company will raise funds from the exercise of the Options. The Company expects that such funds will be applied towards its working capital requirements.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to this item of business, as set out in the Notice.
<b>Board Recommendation</b>	For the aforementioned reasons, the Directors do not wish to make a recommendation to Shareholders about the proposed Resolution 11B.
<b>Chairman's available proxies</b>	The Chairman of the meeting intends to vote all available proxies in favour of this Resolution 11B.
<b>Specific information required under ASX Listing Rules for Resolution 11C – Approval of issue of Options to Mr Mark Gouloupoulos</b>	
<b>Specific information required by ASX Listing Rule 10.15</b>	In accordance with ASX Listing Rule 10.15, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 10.14, the following information is provided to Shareholders:
<b>Maximum no. of securities to be issued</b>	3,000,000 Options
<b>Date by which securities will be issued</b>	If shareholder approval is obtained for Resolution 11C, the Company will issue the 3,000,000 Options to Mr Gouloupoulos as soon as is practicable after the Annual General Meeting, or in any event no later than 1 month after the date of the Annual General Meeting.
<b>Issue price per security</b>	The Options issued under Resolution 11C will be issued for nil consideration.
<b>Recipient of issue</b>	Mr Mark Gouloupoulos, Non-Executive Director, or his nominee(s).
<b>Terms of securities</b>	The Options issued under Resolution 11C will each be exercisable at 1.45 times the VWAP of Shoply shares traded on ASX during the 30 trading days immediately prior to the issue of the Options on or before the 3 year anniversary of the date of issue of the Options. The Company will not apply to ASX for quotation of the Options. The underlying shares issued upon the exercise of the Options will be quoted and will rank equally with all existing shares on issue in the Company.

	<p><b>Use of funds raised</b>      The Options issued under Resolution 11C are to be issued for nil consideration. Accordingly, no funds will be raised from the issue of these Options. However, the Company will raise funds from the exercise of the Options. The Company expects that such funds will be applied towards its working capital requirements.</p> <p><b>Voting Exclusion Statement</b>      A voting exclusion statement applies to this item of business, as set out in the Notice.</p>
<b>Board Recommendation</b>	For the aforementioned reasons, the Directors do not wish to make a recommendation to Shareholders about the proposed Resolution 11C.
<b>Chairman's available proxies</b>	The Chairman of the meeting intends to vote all available proxies in favour of this Resolution 11C.
<b>Specific information required under ASX Listing Rules for Resolution 11D – Approval of issue of Options to Mr Matthew Dickinson</b>	
<b>Specific information required by ASX Listing Rule 10.15</b>	<p>In accordance with ASX Listing Rule 10.15, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 10.14, the following information is provided to Shareholders:</p> <p><b>Maximum no. of securities to be issued</b>      3,000,000 Options</p> <p><b>Date by which securities will be issued</b>      If shareholder approval is obtained for Resolution 11D, the Company will issue the 3,000,000 Options to Mr Dickinson as soon as is practicable after the Annual General Meeting, or in any event no later than 1 month after the date of the Annual General Meeting.</p> <p><b>Issue price per security</b>      The Options issued under Resolution 11D will be issued for nil consideration.</p> <p><b>Recipient of issue</b>      Mr Matthew Dickinson, Non-Executive Director, or his nominee(s).</p> <p><b>Terms of securities</b>      The Options issued under Resolution 11D will each be exercisable at 1.45 times the VWAP of Shoply shares traded on ASX during the 30 trading days immediately prior to the issue of the Options on or before the 3 year anniversary of the date of issue of the Options. The Company will not apply to ASX for quotation of the Options. The underlying shares issued upon the exercise of the Options will be quoted and will rank equally with all existing shares on issue in the Company.</p> <p><b>Use of funds raised</b>      The Options issued under Resolution 11D are to be issued for nil consideration. Accordingly, no funds will be raised from the issue of these Options. However, the Company will raise funds from the exercise of the Options. The Company expects that such funds will be applied towards its</p>

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	working capital requirements.
	<p><b>Voting Exclusion Statement</b> A voting exclusion statement applies to this item of business, as set out in the Notice.</p>
<b>Board Recommendation</b>	For the aforementioned reasons, the Directors do not wish to make a recommendation to Shareholders about the proposed Resolution 11D.
<b>Chairman's available proxies</b>	The Chairman of the meeting intends to vote all available proxies in favour of this Resolution 11D.
<b>Specific information required under ASX Listing Rules for Resolution 11E – Approval of issue of Options to Mr Lorenzo Coppa</b>	
<b>Specific information required by ASX Listing Rule 10.15</b>	<p>In accordance with ASX Listing Rule 10.15, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 10.14, the following information is provided to Shareholders:</p> <p><b>Maximum no. of securities to be issued</b> 3,000,000 Options</p> <p><b>Date by which securities will be issued</b> If shareholder approval is obtained for Resolution 11E, the Company will issue the 3,000,000 Options to Mr Coppa as soon as is practicable after the Annual General Meeting, or in any event no later than 1 month after the date of the Annual General Meeting.</p> <p><b>Issue price per security</b> The Options issued under Resolution 11E will be issued for nil consideration.</p> <p><b>Recipient of issue</b> Mr Lorenzo Coppa, Non-Executive Director, or his nominee(s).</p> <p><b>Terms of securities</b> The Options issued under Resolution 11E will each be exercisable at 1.45 times the VWAP of Shoply shares traded on ASX during the 30 trading days immediately prior to the issue of the Options on or before the 3 year anniversary of the date of issue of the Options. The Company will not apply to ASX for quotation of the Options. The underlying shares issued upon the exercise of the Options will be quoted and will rank equally with all existing shares on issue in the Company.</p> <p><b>Use of funds raised</b> The Options issued under Resolution 11E are to be issued for nil consideration. Accordingly, no funds will be raised from the issue of these Options. However, the Company will raise funds from the exercise of the Options. The Company expects that such funds will be applied towards its working capital requirements.</p>

	<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to this item of business, as set out in the Notice.
<b>Board Recommendation</b>	For the aforementioned reasons, the Directors do not wish to make a recommendation to Shareholders about the proposed Resolution 11E.	
<b>Chairman's available proxies</b>	The Chairman of the meeting intends to vote all available proxies in favour of this Resolution 11E.	

<b>Resolution 12</b>	<b>Approval of issue of Secretary Options</b>											
<b>Explanation</b>	Resolution 12, which is an ordinary resolution, seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 2,000,000 Options to Ms Alyn Tai, Company Secretary of the Company. The Secretary Options will be issued for nil consideration, and will each be exercisable at 1.45 times the VWAP of Shoply shares traded on ASX during the 30 trading days immediately prior to the issue of the Secretary Options on or before the 3 year anniversary of the date of issue of the Options.											
<b>Reason for Resolution 2</b>	The effect of Resolution 12 will be to allow the Company to issue the Secretary Options during the period of 3 months after the Annual General Meeting (or a longer period if allowed by ASX) without using the Company's 7.1 Capacity.											
<b>Specific information required by ASX Listing Rule 7.3</b>	<p>In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to Shareholders:</p> <table border="0"> <tr> <td><b>Maximum no. of securities to be issued</b></td> <td>2,000,000 Options</td> </tr> <tr> <td><b>Date by which securities will be issued</b></td> <td>If shareholder approval is obtained for Resolution 12, the Company will issue the Secretary Options as soon as is practicable after the Annual General Meeting, or in any event no later than 3 months after the date of the Annual General Meeting.</td> </tr> <tr> <td><b>Issue price per security</b></td> <td>The Secretary Options will be issued for nil consideration.</td> </tr> <tr> <td><b>Recipient</b></td> <td>Ms Alyn Tai, Company Secretary, or her nominee(s).</td> </tr> <tr> <td><b>Terms of securities</b></td> <td>The Secretary Options will each be exercisable at 1.45 times the VWAP of Shoply shares traded on ASX during the 30 trading days immediately prior to the issue of the Secretary Options on or before the 3 year anniversary of the date of issue of the Options. The Company will not apply to ASX for quotation of the Options. The underlying shares issued upon the exercise of the Options will rank equally with all existing shares on issue in the Company.</td> </tr> </table>		<b>Maximum no. of securities to be issued</b>	2,000,000 Options	<b>Date by which securities will be issued</b>	If shareholder approval is obtained for Resolution 12, the Company will issue the Secretary Options as soon as is practicable after the Annual General Meeting, or in any event no later than 3 months after the date of the Annual General Meeting.	<b>Issue price per security</b>	The Secretary Options will be issued for nil consideration.	<b>Recipient</b>	Ms Alyn Tai, Company Secretary, or her nominee(s).	<b>Terms of securities</b>	The Secretary Options will each be exercisable at 1.45 times the VWAP of Shoply shares traded on ASX during the 30 trading days immediately prior to the issue of the Secretary Options on or before the 3 year anniversary of the date of issue of the Options. The Company will not apply to ASX for quotation of the Options. The underlying shares issued upon the exercise of the Options will rank equally with all existing shares on issue in the Company.
<b>Maximum no. of securities to be issued</b>	2,000,000 Options											
<b>Date by which securities will be issued</b>	If shareholder approval is obtained for Resolution 12, the Company will issue the Secretary Options as soon as is practicable after the Annual General Meeting, or in any event no later than 3 months after the date of the Annual General Meeting.											
<b>Issue price per security</b>	The Secretary Options will be issued for nil consideration.											
<b>Recipient</b>	Ms Alyn Tai, Company Secretary, or her nominee(s).											
<b>Terms of securities</b>	The Secretary Options will each be exercisable at 1.45 times the VWAP of Shoply shares traded on ASX during the 30 trading days immediately prior to the issue of the Secretary Options on or before the 3 year anniversary of the date of issue of the Options. The Company will not apply to ASX for quotation of the Options. The underlying shares issued upon the exercise of the Options will rank equally with all existing shares on issue in the Company.											



	<p><b>Use of funds raised</b>      The Secretary Options are to be issued for nil consideration. Accordingly, no funds will be raised from the issue of the Secretary Options. However, the Company will raise funds from the exercise of the Options. The Company expects that such funds will be applied towards its working capital requirements.</p> <p><b>Voting Exclusion Statement</b>      A voting exclusion statement applies to this item of business, as set out in the Notice.</p>
<b>Board Recommendation</b>	The Directors believe that it is in the best interests of the Company to preserve its 7.1 Capacity. In addition, the Directors note that the exercise of the Secretary Options will provide a source of revenue for the Company whilst further aligning the interests of the Company Secretary with that of existing shareholders. On the basis of the foregoing, the Directors unanimously recommend that shareholders vote in favour of Resolution 12.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 12.

## 7. Approval of 10% Placement Capacity

Resolution 13	Approval of 10% placement capacity
<b>General</b>	<p>Under Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12 month period. ASX Listing Rule 7.1A permits eligible small and mid-cap ASX-listed entities, subject to shareholder approval, to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its ability to issue securities under Listing Rule 7.1 (<b>10% Placement Capacity</b>).</p> <p>The Company seeks shareholder approval under ASX Listing Rule 7.1A for the 10% Placement Capacity. The effect of this resolution will be to allow the Directors, subject to the conditions set out below, to issue Equity Securities under the 10% Placement Capacity without using the Company's 15% placement capacity under Listing Rule 7.1.</p> <p>Resolution 13 is a <b>special resolution</b>. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed.</p>
<b>Eligibility</b>	<p>ASX-listed entities which have a market capitalisation of \$300 million or less, and which are not included in the S&amp;P/ASX 300 Index will be considered eligible to seek shareholder approval under Listing Rule 7.1A.</p> <p>As at the date of this Notice, the Company, which has a market capitalisation of less than \$300 million, is not included in the S&amp;P/ASX 300 Index. Accordingly, the Company is considered eligible to seek shareholder approval under Listing Rule 7.1A.</p>
<b>Formula</b>	The exact number of additional Equity Securities that the Company may issue under the 10% Placement Capacity will be determined by a formula set out Listing Rule 7.1A.2 as follows:

	<p style="text-align: center;"><b>(A x D) - E</b></p> <p>Where:</p> <p><b>A</b> is the number of shares on issue 12 months before the date of issue or agreement:</p> <ul style="list-style-type: none"> <li>▪ plus the number of fully paid shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;</li> <li>▪ plus the number of partly paid shares that became fully paid in the previous 12 months (there are presently no partly paid shares on issue in the Company);</li> <li>▪ plus the number of shares issued in the previous 12 months with approval of shareholders under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without shareholder approval; and</li> <li>▪ less the number of shares cancelled in the previous 12 months.</li> </ul> <p><i>'A' has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity</i></p> <p><b>D</b> is 10%.</p> <p><b>E</b> is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rule 7.1 or 7.4.</p>
<p><b>Conditions of issue under the 10% Placement Capacity</b></p>	<p>There are a number of conditions applicable to the issue of Equity Securities under Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions are as follows:</p> <p>(a) Equity Securities issued under the 10% Placement Capacity can only be in a class of securities already quoted. At the date of this Notice, the Company only has one class of securities which are quoted, being ordinary shares.</p> <p>(b) The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the volume weighted average market price (<b>VWAP</b>) for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ol style="list-style-type: none"> <li>i. the date on which the price at which the Equity Securities are to be issued is agreed; or</li> <li>ii. if the Equity Securities are not issued within 5 trading days of the date in paragraph (i), the date on which the securities are issued.</li> </ol>
<p><b>Period of validity of shareholder approval</b></p>	<p>In the event that the Company obtains shareholder approval of Resolution 13, such approval will cease to be valid upon the earlier of:</p> <p>(a) 12 months after the date of this Annual General Meeting, being 10 November 2016; or</p> <p>(b) if applicable, the date on which the Company's shareholders approve a change to the nature or scale of the Company's activities under Listing Rule 11.1.2, or the disposal of the Company's main undertaking under Listing Rule 11.2.</p> <p><b>(Placement Period)</b></p>
<p><b>INFORMATION TO BE PROVIDED TO SHAREHOLDERS UNDER ASX LISTING RULE 7.3A</b></p>	

<b>Minimum issue price</b>	<p>The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the VWAP for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ul style="list-style-type: none"> <li>i. the date on which the price at which the Equity Securities are to be issued is agreed; or</li> <li>ii. if the Equity Securities are not issued within 5 trading days of the date in paragraph (i), the date on which the securities are issued.</li> </ul>
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<b>Risk of dilution to shareholders</b>	<p>If Resolution 13 is approved by shareholders, any issue of Equity Securities under the 10% Placement Capacity may present a risk of economic and voting dilution of existing shareholders, including the risk that:</p> <ul style="list-style-type: none"> <li>▪ the market price of the Company's Equity Securities may be significantly lower on the relevant issue date than on the date of this Annual General Meeting; and</li> <li>▪ the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.</li> </ul> <p>The table below shows the potential dilution of existing shareholders under various scenarios on the basis of:</p> <ul style="list-style-type: none"> <li>▪ an issue price of \$0.011 per share which was the closing price of the Company's shares on the ASX on 2 October 2015; and</li> </ul> <p>the variable 'A' being calculated as the number of fully paid ordinary shares on issue on the date of this Notice, being 559,987,531. This assumes that all shares issued by the Company to date are ratified and approved by shareholders under Resolutions 6–10 (inclusive).</p> <p>The table also shows:</p> <ul style="list-style-type: none"> <li>(a) two examples where variable 'A' has increased by 50% and 100%. The number of shares on issue in the Company may increase as a result of the issue of shares that do not require approval of shareholders (for example, pro-rata entitlement issues or scrip issues under takeover offers) or future placements of shares under Listing Rule 7.1 of up to 15% of issued capital that are approved at future general meetings of shareholders; and</li> <li>(b) two examples of where the issue price of shares has decreased by 50% and increased by 100%.</li> </ul>
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VARIABLE 'A'		Dilution		
		50% decrease in issue price \$0.0055	Issue price \$0.011	100% increase in issue price \$0.022
Current Variable 'A' 559,987,531 shares	10% voting dilution	55,998,753 shares	55,998,753 shares	55,998,753 shares
	Funds raised	\$307,993.14	\$615,986.28	\$1,231,972.57
50% increase in current Variable 'A' 839,981,297 shares	10% voting dilution	83,998,130 shares	83,998,130 shares	83,998,130 shares
	Funds raised	\$461,989.71	\$923,979.43	\$1,847,958.85

	<table border="1"> <tr> <td><b>100% increase in current Variable 'A'</b> 1,119,975,062 shares</td> <td><b>10% voting dilution</b></td> <td>111,997,506 shares</td> <td>111,997,506 shares</td> <td>111,997,506 shares</td> </tr> <tr> <td></td> <td><b>Funds raised</b></td> <td>\$615,986.28</td> <td>\$1,231,972.57</td> <td>\$2,463,945.14</td> </tr> </table>	<b>100% increase in current Variable 'A'</b> 1,119,975,062 shares	<b>10% voting dilution</b>	111,997,506 shares	111,997,506 shares	111,997,506 shares		<b>Funds raised</b>	\$615,986.28	\$1,231,972.57	\$2,463,945.14
<b>100% increase in current Variable 'A'</b> 1,119,975,062 shares	<b>10% voting dilution</b>	111,997,506 shares	111,997,506 shares	111,997,506 shares							
	<b>Funds raised</b>	\$615,986.28	\$1,231,972.57	\$2,463,945.14							
	<p>The table has been prepared on the following assumptions:</p> <ul style="list-style-type: none"> <li>(a) the Company issues the maximum number of shares available under the 10% Placement Capacity;</li> <li>(b) no Options to acquire shares on issue in the Company are exercised;</li> <li>(c) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;</li> <li>(d) the table does not show an example of dilution that may be caused to a particular shareholder as a result of placements under the 10% Placement Capacity based on that shareholder's holding at the date of the Annual General Meeting.</li> <li>(e) the table shows only the effect of issues of Equity Securities under the 10% Placement Capacity in accordance with Listing Rule 7.1A and not under the 15% placement capacity under Listing Rule 7.1.</li> <li>(f) the issue of Equity Securities under the 10% Placement Capacity consists only of shares.</li> <li>(g) the issue price is \$0.011, being the closing price of the Company's shares on the ASX on 2 October 2015.</li> </ul>										
<b>Period of validity</b>	The Company will only issue and allot the Equity Securities during the Placement Period. The approval under the Resolution 13 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).										
<b>Reason for issue of shares under 10% Placement Capacity</b>	<p>The Company may seek to issue the Equity Securities for the following purposes:</p> <ul style="list-style-type: none"> <li>(a) non-cash consideration for the acquisition of the new assets, businesses or investments, in which event the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or</li> <li>(b) cash consideration, the proceeds of which will be applied to fund the Company's existing and future activities, appraisal of corporate opportunities, investment in new businesses (if any), the costs incurred in undertaking placement(s) of shares under Listing Rule 7.1.A and for general working capital.</li> </ul> <p>The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A 4 and 3.10.5A upon issue of any Equity Securities.</p>										

<p><b>Allocation policy</b></p>	<p>The Company may not issue any or all the Equity Securities for which approval is given and may issue the Equity Securities progressively as the Company places the Equity Securities with investors.</p> <p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors such as:</p> <ol style="list-style-type: none"> <li>1. fund raising options (and their viability) available to the Company at the relevant time;</li> <li>2. the effect of the issue of the Equity Securities on the control of the Company;</li> <li>3. the financial situation of the Company and the urgency of the requirement for funds; and</li> <li>4. advice from the Company's corporate, financial, legal and broking advisers.</li> </ol> <p>The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice. It is intended that the allottees will be suitable professional and sophisticated investors, and other investors not requiring a disclosure document under section 708 of the Corporations Act, that are known to the Company and/or introduced by third parties.</p> <p>The allottees may include existing substantial shareholders and/or new shareholders, but the allottees will not be related parties of the Company.</p> <p>In the event that the shares under the 10% Placement Capacity are issued as consideration for the acquisition of businesses, assets or investments, it is likely that the allottees will be the vendors of such businesses, assets or investments.</p>																			
<p><b>Previous approval</b></p>	<p>The Company previously obtained approval under ASX Listing Rule 7.1A on 3 December 2014. In accordance with ASX Listing Rule 7.3A.6, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1A, the following information is provided to shareholders:</p> <p>As at 10 November 2014, being the date that is 12 months prior to the 2015 Annual General Meeting, the Company had the following Equity Securities on issue:</p> <table border="1" data-bbox="443 1473 1407 1751"> <thead> <tr> <th>Class of Equity Securities</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Ordinary shares</td> <td>521,938,160</td> </tr> <tr> <td>Options to acquire fully paid ordinary shares exercisable at \$0.035 on or before 31 July 2015</td> <td>59,990,207</td> </tr> <tr> <td>Unlisted options exercisable at \$0.10 on or before 30 April 2015</td> <td>1,600,000</td> </tr> <tr> <td>Unlisted options exercisable at \$0.10 on or before 8 December 2015</td> <td>1,000,000</td> </tr> <tr> <td>Options under Long Term Incentive Plan</td> <td>10,900,000</td> </tr> <tr> <td><b>TOTAL</b></td> <td><b>595,428,367</b></td> </tr> </tbody> </table> <p>The table below shows the number and type of Equity Securities issued by the Company in the 12 months prior to the 2015 Annual General Meeting, and the percentage they represent of the total number of Equity Securities on issue at 10 November 2014 (being 595,428,367).</p> <table border="1" data-bbox="443 1930 1407 2016"> <thead> <tr> <th>Item</th> <th>Date of issue</th> <th>Class of Equity Securities</th> <th>No. issued</th> <th>% represented of total number of Equity Securities</th> </tr> </thead> <tbody> </tbody> </table>	Class of Equity Securities	Number	Ordinary shares	521,938,160	Options to acquire fully paid ordinary shares exercisable at \$0.035 on or before 31 July 2015	59,990,207	Unlisted options exercisable at \$0.10 on or before 30 April 2015	1,600,000	Unlisted options exercisable at \$0.10 on or before 8 December 2015	1,000,000	Options under Long Term Incentive Plan	10,900,000	<b>TOTAL</b>	<b>595,428,367</b>	Item	Date of issue	Class of Equity Securities	No. issued	% represented of total number of Equity Securities
Class of Equity Securities	Number																			
Ordinary shares	521,938,160																			
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Options under Long Term Incentive Plan	10,900,000																			
<b>TOTAL</b>	<b>595,428,367</b>																			
Item	Date of issue	Class of Equity Securities	No. issued	% represented of total number of Equity Securities																

1	09/02/15	Ordinary shares	4,620,852	0.78%
2	17/03/15	Ordinary shares	14,970,060	2.51%
3	17/03/15	Ordinary shares	4,175	0.00070%
4	13/05/15	Ordinary shares	2,336,058	0.39%
5	13/05/15	Ordinary shares	1,000	0.00017%
6	04/08/15	Ordinary shares	45,784	0.01%
7	18/08/15	Ordinary shares	5,178,886	0.87%
8	18/08/15	Ordinary shares	8,041,504	1.35%
	<b>TOTAL</b>		<b>35,198,319</b>	<b>5.91%</b>

All ordinary shares issued by the Company in the 12 months prior to the 2015 Annual General Meeting have the same terms and rank equally in all respects with existing shares in the Company. Specific information in relation to each issue is as follows:

Item	Reason for issue	Recipient	Use / intended use of funds	Issue price per share	Discount/premium to market price	Total cash consideration
1	Share based deferred consideration	Vendor of Warcom business and his nominees	N/A, none raised	Deemed issue price of \$0.0151 per share	N/A	\$50,829.37 (current cash valuation based on the market price of SHP shares on 2 October 2015)
2	Share based deferred consideration	Vendor of eStore business and his nominees	N/A, none raised	Deemed issue price of \$0.0167 per share	N/A	\$164,670.66 (current cash valuation based on the market price of SHP shares on 2 October 2015)
3	Exercise of options	Various option holders	Working capital	\$0.035	N/A	\$146.13
4	Share based deferred consideration	Vendor of Warcom business and his nominees	N/A, none raised	Deemed issue price of \$0.0159 per share	N/A	\$25,696.64 (current cash valuation based on the market price of SHP shares on 2 October 2015)
5	Exercise of options	Various option holders	Working capital	\$0.035	N/A	\$35.00
6	Exercise of options	Various option holders	Working capital	\$0.035	N/A	\$1,602.44
7	Share based deferred consideration	Vendor of Warcom business and his nominees	N/A, none raised	Deemed issue price of \$0.0149 per share	N/A	\$56,967.75 (current cash valuation based on the market price of SHP shares on 2 October 2015)
8	Share based deferred consideration	Vendor of eStore business and his nominees	N/A, none raised	Deemed issue price of \$0.0159 per share	N/A	\$88,456.54 (current cash valuation based on the market price of SHP shares on 2 October 2015)

The Company has raised a total of \$1,783.57 through the issue of ordinary shares

	in the 12 months prior to the 2014 Annual General Meeting (see items 3, 5 and 6 in the tables above). The Company has applied these funds towards its working capital requirements.
<b>Ranking of shares</b>	Any shares issued under the 10% Placement Capacity will rank equally with all other existing shares on issue in the Company.
<b>GENERAL INFORMATION</b>	
<b>Voting Exclusion</b>	A voting exclusion statement applies to this resolution, as set out in the Notice.
<b>Board Recommendation</b>	The Directors unanimously recommend that shareholders vote in favour of this resolution.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

## Definitions

<b>7.1 Capacity</b>	Means the Company's capacity to issue Shares under ASX Listing Rule 7.1.
<b>August eStore Shares</b>	Means 8,041,504 fully paid ordinary shares the subject of Resolution 10 issued to the nominees of the vendor of the eStore business on 18 August 2015 at a deemed issue price of \$.0149 per share.
<b>August Warcom Shares</b>	Means 5,178,886 fully paid ordinary shares the subject of Resolution 9 issued to the nominees of the vendor of the Warcom business on 18 August 2015 at a deemed issue price of \$.0149 per share.
<b>Company or Shoply</b>	Shoply Limited ACN 085 545 973
<b>Constitution</b>	The Company's constitution
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth)
<b>Closely Related Party</b> (of a member of KMP of an entity)	Has the definition given to it by section 9 of the Corporations Act, and means: <ul style="list-style-type: none"> <li>(a) a spouse or child of the member; or</li> <li>(b) a child of the member's spouse; or</li> <li>(c) a dependant of the member or of the member's spouse; or</li> <li>(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 entity; or</li> <li>(e) a company the member controls; or</li> <li>(f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).</li> </ul>
<b>Director Options</b>	Means the Options the subject of Resolutions 11A–11E which are proposed to be issued to Messrs Andrew Plympton, Domenic Carosa, Mark Gouloupoulos, Matthew Dickinson and Lorenzo Coppa, each exercisable at 1.45 times the VWAP of Shoply shares traded on ASX during the 30 trading days immediately prior to the issue of the Options on or before the 3 year anniversary of the date of issue of the Options.
<b>February Warcom Shares</b>	Means 4,620,852 fully paid ordinary shares the subject of Resolution 6 issued to the nominees of the vendor of the Warcom business on 9 February 2015 at a deemed issue price of \$.0151 per share.
<b>Key Management Personnel or KMP</b>	Those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.
<b>LTIP</b>	Means the Company's Long Term Incentive Plan which was approved by shareholders at the Company's 2013 Annual General Meeting.
<b>March eStore Shares</b>	Means 14,970,060 fully paid ordinary shares the subject of Resolution 7 issued to the nominees of the vendor of the eStore business on 17 March 2015 at a deemed issue price of \$.0167 per share.

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<b>May Warcom Shares</b>	Means 2,336,058 fully paid ordinary shares the subject of Resolution 8 issued to the nominees of the vendor of the Warcom business on 13 May 2015 at a deemed issue price of \$.0159 per share.
<b>Option</b>	Means an option to acquire an ordinary share in the Company.
<b>Secretary Options</b>	Means 2,000,000 Options, the subject of Resolution 12, which are proposed to be issued to Ms Alyn Tai, the Company Secretary of Shoply, each exercisable at 1.45 times the VWAP of Shoply shares traded on ASX during the 30 trading days immediately prior to the issue of the Options on or before the 3 year anniversary of the date of issue of the Options.

**-ENDS-**



**All Correspondence to:**

- By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- By Fax:** +61 2 9290 9655
- Online:** www.boardroomlimited.com.au
- By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

**YOUR VOTE IS IMPORTANT**

For your vote to be effective it must be recorded **before 12:00pm (Melbourne Time) on Sunday, 8 November 2015.**

<b>TO VOTE ONLINE</b>	<b>BY SMARTPHONE</b>
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- STEP 1: VISIT** [www.votingonline.com.au/shoplyagm2015](http://www.votingonline.com.au/shoplyagm2015)
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**



Scan QR Code using smartphone QR Reader App

**TO VOTE BY COMPLETING THE PROXY FORM**

**STEP 1 APPOINTMENT OF PROXY**

Indicate who you want to appoint as your Proxy. If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

**Appointment of a Second Proxy**

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

**STEP 2 VOTING DIRECTIONS TO YOUR PROXY**

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

**Proxy which is a Body Corporate**

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

**STEP 3 SIGN THE FORM**

The form **must** be signed as follows:

- Individual:** This form is to be signed by the securityholder.
- Joint Holding:** where the holding is in more than one name, all the securityholders should sign.
- Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

**STEP 4 LODGEMENT**

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **12:00pm (Melbourne Time) on Sunday, 8 November 2015.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- Online** [www.votingonline.com.au/shoplyagm2015](http://www.votingonline.com.au/shoplyagm2015)
- By Fax** + 61 2 9290 9655
- By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- In Person** Level 12, 225 George Street,  
Sydney NSW 2000 Australia

**Attending the Meeting**

If you wish to attend the meeting please bring this form with you to assist registration.

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Shoply Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **RSM Bird Cameron Partners, Level 21, 55 Collins Street, Melbourne, Victoria 3000 on Tuesday, 10 November 2015 at 12:00pm (Melbourne Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

**Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters:** If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and where I/we have not directed my/our proxy how to vote in respect of Resolution 1, and/or Resolutions 11A-11E (inclusive), I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of those Resolutions even though they are connected with the remuneration of a member of the key management personnel of Shoply Limited.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1 and Resolutions 11A –11E (inclusive)). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite those Resolutions.

**STEP 2 VOTING DIRECTIONS**

\* 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 vote will not be counted in calculating the required majority if a poll is called.

		FOR	AGAINST	ABSTAIN*			FOR	AGAINST	ABSTAIN*
<b>Res 1</b>	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 9</b>	Ratification of issue of August Warcom Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 2</b>	Re-election of Mr Domenic Carosa as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 10</b>	Ratification of issue of August eStore Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 3</b>	Re-election of Mr Mark Goulopoulos as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 11A</b>	Approval of issue of Director Options to Mr Andrew Plympton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 4</b>	Election of Mr Matthew Dickinson as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 11B</b>	Approval of issue of Director Options to Mr Domenic Carosa	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 5</b>	Election of Mr Lorenzo Coppa as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 11C</b>	Approval of issue of Director Options to Mr Mark Goulopoulos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 6</b>	Ratification of issue of February Warcom Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 11D</b>	Approval of issue of Director Options to Mr Matthew Dickinson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 7</b>	Ratification of issue of March eStore Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 11E</b>	Approval of issue of Director Options to Mr Lorenzo Coppa	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 8</b>	Ratification of issue of May Warcom Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 12</b>	Approval of issue of Secretary Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
					<b>Res 13</b>	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SHAREHOLDERS**

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary