



ADSLOT LIMITED

ABN 70 001 287 510

NOTICE OF MEETING

25 November 2014 at 10.00am

TO BE HELD AT

**The offices of Grant Thornton
Level 30, 525 Collins Street, Melbourne, Victoria**

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss any matters relating to this Notice of Meeting please contact Brendan Maher, Company Secretary on +61 (0)3 8695 9104.

ADSLOT LIMITED
ABN 70 001 287 510

NOTICE OF ANNUAL GENERAL MEETING
Tuesday 25 November 2014

Notice is given that the Annual General Meeting of the Shareholders of Adslot Limited ('Company' or 'Adslot') will be held at the offices of Grant Thornton, Level 30, 525 Collins Street, Melbourne, Victoria, on Tuesday 25 November 2014 at 10:00am.

ORDINARY BUSINESS

1. Financial statements and reports

To receive and consider the Directors' Report, Financial Report and Independent Audit Report for the financial year ended 30 June 2014.

2. Remuneration report (Resolution 1)

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

That the Remuneration Report as set out in the Annual Report of the Company for the financial year ended 30 June 2014 be adopted.

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

3. Re-election of Mr Geoff Dixon as director (Resolution 2)

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

That Mr Geoff Dixon, a director appointed during the year to fill a casual vacancy, and being eligible, be re-elected as a director of the Company.

4. Re-election of Mr Quentin George as director (Resolution 3)

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

That Mr Quentin George, a director appointed during the year to fill a casual vacancy, and being eligible, be re-elected as a director of the Company.

5. Re-election of Mr Ben Dixon as director (Resolution 4)

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

That Mr Ben Dixon, a director appointed during the year to fill a casual vacancy, and being eligible, be re-elected as a director of the Company.

6. Re-election of Mr Adrian Giles as director (Resolution 5)

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

That Mr Adrian Giles, a director retiring by rotation in accordance with clause 58.1 of the Company's constitution, and being eligible, be re-elected as a director of the Company.

SPECIAL BUSINESS

7. Renewed approval of employee incentive scheme (Resolution 6)

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

That all issues of securities under the Adslot Limited Employee Share Option Plan and the Adslot Limited Employee Share Trust, the terms of which are described in the Explanatory Statement, be approved as an exception to Listing Rule 7.1 and for all other purposes.

8. Approval of Share issue to Ben Dixon under employee incentive scheme (Resolution 7)

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

That the issue of up to 750,000 ordinary shares in Adslot Limited to Mr Ben Dixon under the Adslot Limited Employee Share Option Plan be approved for the purpose of Listing Rule 10.14 and for all other purposes.

PROXY NOTES

- A member entitled to attend and vote at the meeting has a right to appoint a proxy.
- The proxy need not be a member of the Company.
- A member who is entitled to cast two or more votes may appoint up to two proxies and, in the case of such an appointment, may specify the proportion or number of votes each proxy is appointed to exercise.
- If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes which each proxy may exercise, each proxy may exercise half of the votes.
- The proxy form included in this Notice of Annual General Meeting must be signed by the member or the member's attorney. Proxies given by corporations must be signed under the hand of a duly authorised officer or attorney.
- To be valid, the form appointing the proxy and the power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be lodged with the Share Registry - Computershare Investor Services Pty Limited at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067, using the reply paid envelope supplied or by facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) or online at www.investorvote.com.au as soon as possible and in any event not later than 48 hours prior to the time appointed for the Annual General Meeting.
- Shareholders should refer to the Explanatory Statement, which accompanies and forms part of this Notice of General Meeting for information regarding each Resolution.

DIRECTED AND UNDIRECTED PROXIES

- A proxy may decide whether to vote on any Resolution, except where the proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit (other than as noted below).
- If you choose to appoint a proxy, the Board encourages you to direct your proxy how to vote on each Resolution by marking either "For", "Against" or "Abstain" for this item of business on the proxy form.
- If you sign the enclosed proxy form and do not specify an individual or body corporate as your proxy, you will have appointed the chairperson of the Annual General Meeting as your proxy.
- If the chairperson is appointed as your proxy and you have not directed the chairperson how to vote, you will be taken to have expressly authorised the chairperson to cast your votes in favour of Resolution 1 (Remuneration Report).
- The chairperson will vote undirected proxies on, and in favour of, all of the proposed Resolutions, including Resolution 1 (Remuneration Report).

- If you appoint as your proxy any other director of the Company, any other of the Company's key management personnel or any of their closely related parties, they will vote undirected proxies in favour of all of the proposed resolutions except Resolution 1 (Remuneration Report). They will not cast any votes in respect of Resolution 1 (Remuneration Report) that arise from undirected proxies they hold.
- "Key management personnel" of the Company for the financial year ended 30 June 2014 are identified in the Remuneration Report, which forms part of the Company's 2014 Annual Report. The "closely related parties" of the Company's key management personnel are defined in the Corporations Act, and include certain of their family members, dependents and companies they control.

DETERMINATION OF VOTING ENTITLEMENTS

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, for the purpose of the meeting, only persons holding Shares at 7.00pm (AEDT) on 23 November 2014 will be treated as Shareholders. This means that only those persons who are the registered holders of Shares at that time will be entitled to attend and vote at the Annual General Meeting.

VOTING EXCLUSION STATEMENT

In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by the Company's key management personnel (other than the chairperson of the Annual General Meeting) or any of their closely related parties.

In accordance with the Listing Rules, the Company will disregard any votes cast on:

- Resolution 6 by any of the Directors or their associates; or
- Resolution 7 by Mr Ben Dixon or any of his associates.

However, in relation to Resolution 6 and Resolution 7, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Annual General Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

REQUIRED VOTING MAJORITIES

All Resolutions are proposed as ordinary resolutions. Accordingly, the passage of each Resolution requires approval by a simple majority of the votes cast by members present and voting at the Annual General Meeting, whether in person or by proxy.

Dated: 23 October 2014

By Order of the Board
Brendan Maher
Company Secretary

ADSL0T LIMITED
ABN 70 001 287 510

EXPLANATORY STATEMENT

PURPOSE OF INFORMATION

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Annual General Meeting dated 23 October 2014) is to provide Shareholders with an explanation of the business and the Resolutions to be proposed and considered at the Annual General Meeting (**Meeting**) of the Company which is to be held on Tuesday 25 November 2014 at 10:00am at the offices of Grant Thornton, Level 30, 525 Collins Street, Melbourne, Victoria. The information in the Explanatory Statement will also assist Shareholders to determine how they wish to vote on each Resolution.

FINANCIAL STATEMENTS AND REPORTS

Pursuant to the Corporations Act, the directors of a public company that is required to hold an annual general meeting must table the financial statements and reports of the Company (including the Directors' Report and Auditor's Report) for the previous financial year before the Shareholders at that annual general meeting.

Shareholders have been provided with all relevant information concerning the Company's financial statements, the Directors' Report and Auditor's Report in the Annual Report of the Company for the year ended 30 June 2014. A copy of the Annual Report has been forwarded to each Shareholder (other than those Shareholders who have previously elected not to receive the Annual Report, whether in paper form or electronically). Any Shareholder who has made this election and now wishes to receive a paper or electronic copy of the Annual Report should contact the Company to arrange receipt.

The Annual Report can also be viewed, printed and downloaded from the Company's website www.adslot.com. A copy of the financial statements, the Directors' Report and the Auditor's Report will be tabled at the meeting.

Shareholders should note that the sole purpose of tabling the financial statements and the reports of the Company at the Meeting is to provide Shareholders with the opportunity to ask questions or discuss matters arising from the financial statements and/or the reports at the meeting. It is not the purpose of the meeting that the financial statements or the reports be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt, receive or consider the Company's financial statements or the reports (other than the Remuneration Report) will be put to the Shareholders at the Meeting.

Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on the financial statements and the reports. The Company's auditor will also be available to receive questions and comments from Shareholders about the preparation and content of the financial statements and the Auditor's report and the conduct of the audit generally.

Further, any Shareholder entitled to cast a vote at the Meeting may submit written questions to the auditor if:

- (a) the question is relevant to:
 - (i) the content of the Auditor's report to be considered at the Meeting; or
 - (ii) the conduct of the audit of the 2014 financial report to be considered at the Meeting; and
- (b) the Shareholder gives the question to the Company no later than 5 business days before the day on which the Meeting is to be held.

Where appropriate, and practical to do so, the Company may provide answers to any such written questions at the Meeting.

REMUNERATION REPORT (Resolution 1)

The Directors' Report for the year ended 30 June 2014 contains a Remuneration Report, which sets out the policy for remuneration of its officers and senior employees.

The Corporations Act (section 250R(2)) requires that each listed company put a resolution to its shareholders at its annual general meeting that its remuneration report be adopted. The Corporations Act expressly provides that the vote is advisory only and does not bind the directors or the company.

The Board will consider the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be given the opportunity to vote at the second of those AGMs on a resolution that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must stand for re-election. At the Company's 2013 Annual General Meeting, only 1.8% of the votes cast by members were against the adoption of the Remuneration Report.

Where the chairperson of the meeting has been appointed as proxy, the chairperson will be taken to have been expressly authorised to vote (and the chairperson will vote) undirected proxies in favour of Resolution 1 (Remuneration Report) even though the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel. However, if another director of the Company or any other of the Company's key management personnel (or any of their closely related parties) is appointed as a proxy, they will not cast any votes in respect of Resolution 1 that arise from any undirected proxies they hold.

"Key management personnel" of the Company for the financial year ended 30 June 2014 are identified in the Remuneration Report, which formed part of the Annual Report. The "closely related parties" of the Company's key management personnel are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

If you choose to appoint a proxy, the Board encourages you to direct your proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" for this item of business on the proxy form.

Resolution 1 is put to the Shareholders at the Meeting in fulfilment of the obligations of the Company under section 250R(2) of the Corporations Act. Shareholders attending the Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Recommendation - The Directors make no recommendation with respect to voting on Resolution 1.

RE-ELECTION OF MR GEOFF DIXON AS DIRECTOR (Resolution 2)

Mr Geoff Dixon was appointed as a Director by the Board in accordance with clause 57.1 of the Company's constitution on 23 December 2013 to fill a casual vacancy. Clause 57.2 of the Company's constitution and Listing Rule 14.3 requires that a Director appointed by the Board pursuant to clause 57.1 (other than an executive Director who is the Managing Director) will hold office until the end of the next annual general meeting of the Company, at which time the Director may be re-elected by the Shareholders. Accordingly, Mr Dixon resigns from office and, being eligible, offers himself for re-election.

Biographical details of Mr Geoff Dixon

Geoff Dixon is one of Australia's most experienced and successful corporate executives. He is the former Managing Director and Chief Executive Officer of Qantas Airways Limited and has wide experience at board level in the media, general business and philanthropic sectors. He is a director of Crown Limited and Consolidated Media Holdings Limited. He is also Chairman of the Garvan Research Foundation, and Chairman of Tourism Australia.

Recommendation - The Board recommends that Shareholders vote in favor of Resolution 2.

RE-ELECTION OF MR QUENTIN GEORGE AS DIRECTOR (Resolution 3)

Mr Quentin George was appointed as a Director by the Board in accordance with clause 57.1 of the Company's constitution on 16 June 2014 to fill a casual vacancy. Clause 57.2 of the Company's constitution and Listing Rule 14.3 requires that a Director appointed by the Board pursuant to clause 57.1 (other than an executive Director who is the Managing Director) will hold office until the end of the next annual general meeting of the Company, at which time the Director may be re-elected by the Shareholders. Accordingly, Mr George resigns from office and, being eligible, offers himself for re-election.

Biographical details of Mr Quentin George

Quentin George is one of the advertising industry's most credentialed and respected thought leaders. Based in the United States, Mr George has previously served as the Chief Digital and Innovation Officer at IPG Mediabrands, where he was responsible for overseeing \$2B in digital media spend across global media agency networks, as well as specialist digital agencies for Fortune 500 brands.

Mr George has also previously held the positions of Global Head of Digital Media and Strategic Innovation, and President, Global at Universal McCann. In 2008, Mr George led the team that architected and built the industry's first ever, standalone programmatic media-buying agency, Cadreon, which he successfully grew into a multi-national organisation encompassing North America, Europe and Asia-Pacific.

Mr George has also previously served on the customer advisory boards of Google, Microsoft Advertising, Yahoo! and AOL. He has also served on high-profile industry advisory boards including the Internet Advertising Bureau (IAB) and the American Association of Advertising Agencies (AAAA's), and has held senior leadership roles at digital agencies such as Razorfish and Organic.

Mr George is currently co-founder of Unbound, a global strategic consultancy advising some of the world's largest companies on digital strategy.

Recommendation - The Board recommends that Shareholders vote in favor of Resolution 3.

RE-ELECTION OF MR BEN DIXON AS DIRECTOR (Resolution 4)

Mr Ben Dixon was appointed as a Director by the Board in accordance with clause 57.1 of the Company's constitution on 23 December 2013 to fill a casual vacancy. Clause 57.2 of the Company's constitution and Listing Rule 14.3 requires that a Director appointed by the Board pursuant to clause 57.1 (other than an executive Director who is the Managing Director) will hold office until the end of the next annual general meeting of the Company, at which time the Director may be re-elected by the Shareholders. Mr Dixon is an executive Director but is not the Managing Director. Accordingly, Mr Dixon resigns from office and, being eligible, offers himself for re-election.

Biographical details of Mr Ben Dixon

Ben Dixon's career in the advertising industry goes back over 17 years and includes roles at several large multinational agency groups including DDB and Mojo. He has wide experience across both the media buying and account management fields having held senior positions directing accounts for advertisers such as Telstra and Kraft Foods. In particular he was responsible for the development and implementation of eCommerce and online strategies across a number of advertisers.

In late 1999 Ben conceptualised and then co-founded Facilitate Digital Pty Ltd, assuming the role of General Manager. In the subsequent 3 years he played an integral role in steering the business through an industry collapse to a position of strength.

Recommendation - The Board recommends that Shareholders vote in favor of Resolution 4.

RE-ELECTION OF MR ADRIAN GILES AS DIRECTOR (Resolution 5)

Clause 58.1 of the Company's constitution requires one third of the directors (other than the Managing Director) to retire by rotation at each annual general meeting. Accordingly, Mr Giles retires from office and, being eligible, offers himself for re-election.

Biographical details of Mr Adrian Giles

Adrian Giles is an entrepreneur with businesses in the Internet, information technology and manufacturing industries. In 1997 Mr Giles co-founded Sinewave Interactive which researched and pioneered the concept of marketing a website using search engines and was the first company in Australia to offer Search Engine Optimisation (SEO) as a service.

In 1998 Mr Giles co-founded Hitwise which grew over 10 years to become one of the most recognised global internet measurement brands operating successfully in the USA, UK, Australia, NZ, Hong Kong, and Singapore. Whilst positioning the company for a NASDAQ listing in early 2007 Hitwise was sold to Experian (LSE: EXPN) in one of Australia's most successful venture backed Internet trade sales.

Recommendation - The Board recommends that Shareholders vote in favor of Resolution 5.

RENEWED APPROVAL OF EMPLOYEE INCENTIVE SCHEME (Resolution 6)

The Company has established an employee incentive scheme consisting of the Adslot Limited Employee Share Option Plan and the Adslot Limited Employee Share Trust (**Scheme**).

The Scheme was last approved by Shareholders at the 2011 Annual General Meeting. The Scheme provides for the issue of Shares and options over Shares to or on behalf of directors, management or other employees of the Company or its subsidiaries (**Eligible Employees**). Since that approval was given, the Company has issued no Options to Eligible Employees and 22,400,037 Shares to Eligible Employees under the Scheme. Of these shares some 6,587,855 have been fully earned and transferred to Eligible Employees, 1,713,795 have been forfeited and the remaining 14,098,387 remain subject to service conditions not yet satisfied.

A summary of the terms of the Scheme are set out in Annexure A. A copy of the Scheme may be inspected at the offices of the Company and will be available for inspection at the Meeting.

Since July 2010, the Board has ceased issuing options over Shares to Eligible Employees under the Scheme, as it believes that options are no longer the most effective way to remunerate Eligible Employees when considering the overarching principles of the Scheme.

It is important to note that no securities (Shares, options or other securities convertible into Shares) may be issued to or on behalf of a Director without Shareholder approval of the number of the Shares or options to be issued and the terms of issue.

The Scheme gives the Board significant flexibility in determining the terms and conditions of the issue of securities to the Company's directors, management and employees generally. The Board also has flexibility over a range of other aspects of the Scheme, including administration of the Scheme. The rules of the Scheme, as amended from time to time (**Rules**), articulate the Board's powers for administering the Scheme and give the Board a number of discretions to facilitate the management of the Scheme. The Rules are subject to the overriding requirements of the Corporations Act and the Listing Rules.

A copy of the Rules may also be inspected at the offices of the Company and will be available for inspection of the Meeting.

The Board's current intention is for the Company to issue Shares to Eligible Employees on the terms set out as follows:

- (a) The Board will determine from time to time (in consultation with the Managing Director or CEO) which Eligible Employees will be invited to participate in the Scheme.
- (b) If such an Eligible Employee elects to participate in the Scheme, then the Board (in consultation with the Managing Director or CEO) will determine the number of Shares that the Eligible Employee will be entitled to receive (**Share Allocation**) if the Eligible Employee achieves various performance criteria to be set periodically for that Eligible Employee by the Board. The period of time for achieving the performance criteria (**Service Period**) will vary by Eligible Employee, but is likely to be one or two years.
- (c) The Board will review from time to time whether and the extent to which Eligible Employees have achieved the performance criteria that have been set for them. Depending on the nature of the performance criteria, these reviews may occur as frequently as quarterly, but will occur no less frequently than annually.
- (d) The performance criteria against which each Eligible Employee's performance will be assessed will be clearly communicated by the Company to each participating Eligible Employee.
- (e) After the completion of the relevant Service Period, if the Board determines that the Eligible Employee has achieved the performance criteria that were set for that Eligible Employee, then the Company will issue to the Eligible Employee, for a nil issue price, the Shares that the Company had advised the Eligible Employee that he or she would be entitled to receive if those performance criteria were achieved. If the Board determines that the Eligible Employee has only partially achieved the performance criteria or has achieved some but not all of the performance criteria, the Board may determine that the Eligible Employee will be issued with some but not all of the relevant Share Allocation.
- (f) If, during the relevant Service Period but before the relevant performance criteria have been achieved, the Eligible Employee ceases to be employed, the Eligible Employee will cease to have any right to receive any Share Allocation.

If the relevant performance criteria are not achieved during the relevant Service Period and the Board does not make a determination referred to in paragraph (e) above, the Eligible Employee will cease, as at the end of the relevant Service Period, to have any right to receive any Share Allocation.

- (g) The issue of Shares to Eligible Employees who have achieved their performance criteria under the Scheme is likely to occur in early September of each year, although the Board may choose to have the Company issue Shares to Eligible Employees at different times (depending on the relevant Service Periods and the timing of the achievement of performance criteria). The Board may also choose to have the Trustee under the Trust transfer any unallocated Shares then held by the Trustee, instead of having the Company issue new Shares to an Eligible Employee.

The Board may determine from time to time that the Company will issue Shares under the Scheme to or on behalf of Eligible Employees on other terms, as permitted under the Rules. For example, from time to time the Board may authorise the issue or transfer of Shares to new Eligible Employees as sign on bonuses or subject to vesting or other criteria. Any such issue or transfer of Shares will be subject to the Rules (including the limit on the total number of Shares and options over Shares that may be issued under the Scheme).

Regulatory Requirements

Under Listing Rule 7.1, a listed company needs the prior approval of its shareholders for an issue of its securities (shares, options or other securities convertible into shares) if the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% by number of the number of securities on issue at the commencement of that 12 month period.

Listing Rule 7.2 (Exception 9) states that Listing Rule 7.1 will not apply to an issue of securities by a company under an employee incentive scheme if, in the three years before the date of issue of the securities, the members of that company have approved the issue of securities under that employee incentive scheme as an exception to the general rule.

Accordingly, Shareholders are asked to approve the Scheme so that issues of securities under the Scheme during the three years following the Annual General Meeting will be approved as an exception to Listing Rule 7.1.

Note that Exception 9 to Listing Rule 7.1 will only be available if there has been no change to the number or terms of the securities to be issued, the mechanism for pricing or payment or any other material terms of the Scheme.

Adslot Limited Employee Share Trust

The Company has established the Adslot Limited Employee Share Trust (**Trust**) to facilitate the Company's administration of parts of the Scheme. Where an Eligible Employee is or may become entitled to be issued Shares under the Scheme, Shares may be acquired by the Trustee then (subject to any vesting conditions being met) subsequently transferred to the Eligible Employee (in accordance with the terms of their issue). The Trust may also be used in relation to other, yet to be established, employee incentive arrangements.

Under the Scheme, the Company may issue Shares to the Trustee or may direct the Trustee to purchase them on the market. If any Shares are bought by the Trustee on the market pursuant to the Scheme, the Company will provide or procure funding to the Trustee to acquire those Shares. In certain circumstances unallocated Shares held by the Trustee may be bought back by the Company.

Approval of the Scheme

The Board believes that the approval of the Scheme will continue to:

- (a) encourage employees to focus on creating value for Shareholders;
- (b) link reward with the achievement of long term performance in the Company;
- (c) encourage employees to remain with the Company by providing them with the opportunity to hold a financial stake in the Company; and
- (d) assist in the Company attracting high calibre employees.

Recommendation - The Board recommends that Shareholders vote in favour of Resolution 6.

APPROVAL OF ISSUE OF SHARES TO BEN DIXON (Resolution 7)

The Board seeks Shareholder approval to issue up to 750,000 Shares to Ben Dixon under the Scheme.

Under Listing Rule 10.14, an entity must not permit a director or an associate of a director to acquire securities under an employee incentive scheme without first obtaining shareholder approval. As Mr Dixon is a Director, Shareholder approval is required for Mr Dixon to be issued Shares pursuant to the Scheme.

Subject to Shareholder approval, the number of Shares issued to Mr Dixon under the Scheme will depend upon Mr Dixon's performance over the financial years 2014/15 and 2015/16 in relation to the performance criteria to be set by the Board for those periods, but will not be more than 750,000 Shares in total for those two years.

The performance criteria set for Mr Dixon by the Board relates to Company financial performance to budget for financial years 2014/15 and 2015/16.

The initial number of Shares that may be issued to Mr Dixon under the Scheme cannot be determined until the end of the 2014/15 financial year and the end of the 2015/16 financial year once his performance has been assessed against the relevant performance criteria for those years. The latest date that the Shares will be issued to Mr Dixon is 21 November 2016.

Additional information

In accordance with the Listing Rules, the following additional information is provided concerning the Shares proposed to be issued to Mr Dixon under the Scheme:

- (a) Mr Dixon will not be provided with any loan in relation to the Shares that may be issued to him under the Scheme.
- (b) If and to the extent that the Board determines that Mr Dixon has achieved the performance criteria set for him, the Shares will be issued to Mr Dixon for a nil issue price.
- (c) Since the Scheme was last approved by Shareholders in 2011, no other Directors have participated in the Scheme.
- (d) Details of any Shares issued to Mr Dixon under the Scheme will be published in the Company's annual report to Shareholders and released to ASX relating to the period in which any such Shares have been issued, and it will be noted in that annual report that approval for such issue of Shares was obtained under Listing Rule 10.14.
- (e) Any additional Directors or associates of Directors who become entitled to participate in the Scheme after Resolution 7 is approved, and who are not named in the notice of meeting or this Explanatory Statement, will not participate in the Scheme until approval is obtained under Listing Rule 10.14.

Recommendation - The Board (other than Mr Dixon) recommends that Shareholders vote in favour of Resolution 7.

HOW TO VOTE

To vote on the Resolutions, Shareholders will need to follow these steps:

EITHER: Complete the Form of Proxy and return it by facsimile or mail (**to be received no later than 10.00am on 24 November 2014**) to the following office or facsimile number:

Computershare Investor Services Pty Limited:

Online at: www.investorvote.com.au

By Mail: GPO Box 242, Melbourne VIC 8060

By delivery: Yarra Falls, 452 Johnston Street, Abbotsford, Victoria

By facsimile: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

OR Attend the Meeting.

Custodian voting: For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

QUERIES

If you have any queries about the Meeting, the financial statements to be put to the Meeting or the Resolutions being considered, please contact the Company Secretary, Mr Brendan Maher, on (+61 3) 8695 9104.

Dated: 23 October 2014

By Order of the Board
Brendan Maher
Company Secretary

GLOSSARY

In this Explanatory Statement the following terms have the following meanings unless the context otherwise requires:

AEDT	Australian Eastern Standard Time (or Daylight Time, as the case may be).
AGM	an annual general meeting of the Company.
ASX	ASX Limited.
Board	the board of Directors of the Company.
Chairman	Chairman of the Company.
Company or Adslot	Adslot Limited ACN 001 287 510.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	a director of the Company.
Explanatory Statement	the Explanatory Statement accompanying and forming part of the Notice of Meeting.
Listing Rules	the Official Listing Rules of ASX.
Meeting	the annual general meeting of Shareholders (convened by the Notice) to be held on 25 November 2014 at 10.00am (AEDT).
Notice	the Notice of Meeting and the accompanying Explanatory Statement.
Resolution	a resolution set out in the Notice.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a shareholder of the Company.
Trust	Adslot Limited Employee Share Trust.
Trustee	the trustee of the Trust.

Annexure A**Adslot Employee Share Plan (Scheme) – Summary of Terms**

- 1 Eligibility and upper limit of issue of Shares and options
 - a. The Scheme will enable the Company to issue Shares and/or options over Shares under the Scheme to directors, executives and employees of the Company or its subsidiaries.
 - b. The maximum number of Shares and options over Shares that can be issued or granted under the Scheme is 20% of the Company's issued capital on a fully diluted basis.
- 2 Shares
 - a. If the Board determines that an Eligible Employee will be required to pay an issue price for Shares, the Scheme gives the Board the ability to issue Shares with an issue price of not less than 80% of the market value of the Company's Shares at the date of offer.
 - b. Under the Scheme, the Board is also able to issue Shares to or on behalf of Eligible Employees for a nil issue price, where the allocation or issue of those Shares is in connection with the Eligible Employee becoming employed by the Company or one of its subsidiaries or is subject to performance, vesting or other criteria.
 - c. Shares issued under the Scheme will have voting and dividend rights, and the right to participate in further issues pro-rata to all ordinary shareholders.
 - d. The Company will apply for listing of all Shares issued under the Scheme.
 - e. The Board may include in the terms of any offer of Shares or options under the Scheme a restriction having the effect of preventing the holder from disposing of Shares acquired under the Scheme (whether acquired outright or on exercise of options issued under the Scheme) and/or a condition that could result in the holder forfeiting ownership of such Shares in defined circumstances.
- 3 Options
 - a. Under the Scheme the Board has the power to issue options to subscribe for Shares and has the power to determine terms of issue, including the exercise price and their expiry date, (i.e. the date on which any unexercised options lapse) subject to a maximum option period of 10 years.
 - b. Under the Scheme, the Board may issue options with an exercise price of an amount that must be greater than or equal to 80% of the market value of the Shares at the date of offer, unless otherwise determined by the Board.
 - c. Options will not be quoted on the ASX, and options not yet exercised shall not have the right to participate in any further issues to shareholders (unless exercised).
 - d. The Board may issue options with a vesting restriction having the effect that the options can only be exercised after a specified date or specified event and only if and for so long as the holder remains employed / engaged after that date.

This will allow the Board to issue options on terms which create an incentive, not just to increase the Company's share price, but also for the holder to remain employed for a minimum length of time.

- e. All options that have not vested shall lapse immediately on the cessation of employment / engagement and / or in such other circumstances as set out in the conditions of issue of the options. Further, if the holder's employment or office is terminated for cause – for example, for conduct that is fraudulent or dishonest or in material breach of his duties to the Company, all options, whether vested (and not exercised) or unvested shall lapse immediately.
- f. In the event of a takeover, merger or placement resulting in a person or entity controlling more than 50% of the issued capital of the Company, the holder would be released from any restriction on exercising options (such as a vesting restriction mentioned above).

The Board consider that a takeover or change in control of this kind is such a significant change to the Company that holders should be able to exercise their options and accept the offer or otherwise participate in the benefit of the offer / merger as shareholders.

- g. If there is a re-organisation of the share capital of the Company, the option terms (including the exercise price or the number of Shares that can be acquired on the exercise of each option) may be adjusted to reflect the effects of the re-organisation, pursuant to the relevant ASX Listing Rules and as appropriate to the kind of re-organisation being undertaken. Subject to any such re-organisation, upon the exercise of options one ordinary fully paid share is to be issued for each option exercised.
- h. Unless otherwise permitted by the terms of an offer or by the Board, options issued under the Scheme will always be non-transferable. This ensures that the benefits of the options will remain with the holder unless a transfer is specifically authorized.

4 General

- a. The Board have flexibility over a range of aspects of the Scheme including administration. The Rules articulate the Board's powers for administering the Scheme and give the Board a number of discretions to facilitate the management of the Scheme.
- b. The Rules are subject to the overriding requirements of the Corporations Act and the ASX Listing Rules.
- c. A copy of the Scheme Rules may be inspected at the offices of the Company and will be available for inspection of the Meeting.

Adslot

Adslot Limited
ABN 70 001 287 510

Lodge your vote:

  **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

┌ 000001 000 ADJ
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 10.00am (Melbourne time) Sunday, 23 November 2014**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Adslot Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Adslot Limited to be held at the offices of Grant Thornton, Level 30, 525 Collins Street, Melbourne, Victoria on Tuesday, 25 November 2014 at 10.00am (Melbourne time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 6 and 7 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 6 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 6 and 7 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Geoff Dixon as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Quentin George as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Mr Ben Dixon as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-election of Mr Adrian Giles as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Renewed approval of employee incentive scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of Share issue to Mr Ben Dixon under employee incentive scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

A D J

1 8 9 6 8 5 A

Computershare +