



# **WEBFIRM GROUP LIMITED**

ABN 70 001 287 510

## **NOTICE OF MEETING**

**27 November 2012 at 10.00am (AEST)**

### **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.

**WEBFIRM GROUP LIMITED**  
ABN 70 001 287 510

**NOTICE OF ANNUAL GENERAL MEETING**  
**Thursday 27 November 2012**

Notice is given that the Annual General Meeting of the Shareholders of Webfirm Group Limited ('Company' or 'Webfirm') will be held at the offices of Grant Thornton, Level 30, 525 Collins Street, Melbourne, Victoria, on Tuesday 27 November 2012 at 10:00am (AEST).

**ORDINARY BUSINESS**

**1. Financial statements and reports**

To receive and consider:

- the Financial Report;
- the Directors' Report; and
- the Auditor's Report,

for the financial year ended 30 June 2012.

**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 2012 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 Andrew Barlow as director (Resolution 2)**

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

*That Mr Andrew Barlow, 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**

**4. Appointment of Grant Thornton Audit Pty Ltd as Auditor (Resolution 3)**

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

*"That the appointment of Grant Thornton Audit Pty Ltd as auditor for Webfirm Group Limited be ratified by the members."*

**5. Approval for the issue of shares to an entity related to a Director – Mr Adrian Giles (Resolution 4)**

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

*That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given for the Company to issue 1,212,121 fully paid ordinary shares in the Company in accordance with the Share Sale and Purchase Agreement for QDC IP Technologies Pty Ltd to an entity related to Mr Adrian Giles, a Director of the Company, on the terms and conditions set out in the Explanatory Statement accompanying this Notice.*

**6. Approval for the issue of shares to an entity related to a Director – Mr Andrew Barlow (Resolution 5)**

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

*That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given for the Company to issue 3,563,636 fully paid ordinary shares in the Company in accordance with the Share Sale and Purchase Agreement for QDC IP Technologies Pty Ltd to an entity related to Mr Andrew Barlow, a Director of the Company, on the terms and conditions set out in the Explanatory Statement accompanying this Notice.*

**7. Change of Company Name (Resolution 6)**

To consider and, if thought fit, pass the following resolution as a special resolution:

*That, in accordance with section 157 of the Corporations Act 2001, the Company's name be changed from Webfirm Group Limited to Adslot Limited and the Constitution of the Company be amended to reflect the change of name of the Company by changing all references to Webfirm Group Limited to Adslot Limited, such change to take effect on a date to be determined by the Directors.*

**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](http://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. In that case, your Shares will only be voted on Resolution 1 (Remuneration Report) if you expressly authorise or direct the chairperson to do so by marking one of the appropriate boxes on the proxy form.
- The chairperson (if required, where authorised to do so) will vote undirected proxies on, and in favour of, all of the proposed Resolutions.
- 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 2012 are identified in the Remuneration Report, which forms part of the Company's 2012 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.

## 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 (AEST) on 25 November 2012 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 2001 or the ASX Listing Rules (as applicable), the Company will disregard any votes cast on:

Resolution	By:
Remuneration report (Resolution 1)	The Company's key management personnel or any of their closely related parties
Approval for the issue of shares to an entity related to a Director – Mr Adrian Giles (Resolution 4)	The entity related to Mr Giles that is to receive those shares and any associate of that recipient (including Mr Giles).
Approval for issue of shares to an entity related to a Director – Mr Andrew Barlow (Resolution 5)	The entity related to Mr Barlow that is to receive those shares and any associate of that recipient (including Mr Barlow).

However, 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 chairperson of the meeting as proxy for a person who is entitled to vote, in accordance with a direction (or authorisation, in the case of Resolution 1) on the proxy form to vote as the proxy decides.

**REQUIRED VOTING MAJORITIES**

All Resolutions (except for Resolution 6) are proposed as ordinary resolutions. Accordingly, the passage of each Resolution (except for Resolution 6) 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.

Resolution 6 is proposed as a special resolution. Accordingly, the passage of Resolution 6 requires approval of 75% of the votes cast by members present and entitled to vote at the Annual General Meeting, whether in person or by proxy.

Dated: 24 October 2012

By Order of the Board  
Brendan Maher  
Company Secretary

**WEBFIRM GROUP 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 24 October 2012) 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 27 November 2012 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 2012. 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.webfirmgroup.com](http://www.webfirmgroup.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 2012 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 2012 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 2011 Annual General Meeting, only 2.4% of the votes cast by members were against the adoption of the Remuneration Report.

Where the chairperson of the meeting is authorised to do so, undirected proxies held by the chairperson will be voted 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 2012 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 ANDREW BARLOW AS DIRECTOR (Resolution 2)**

### **Introduction**

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 Andrew Barlow retires from office and, being eligible, offers himself for re-election.

### **Biographical details of Mr Andrew Barlow**

Biographical details of Mr Andrew Barlow are set out below.

Mr Barlow is an experienced entrepreneur who acts as an investor and mentor to early-stage technology companies with unique IP, highly scalable business models and strong executive teams. Mr Barlow co-founded Hitwise with Adrian Giles in 1997, was Chairman and Managing Director of Hitwise from 1997 – 2000, and Director of R&D from 2000 – 2002. Hitwise was ranked one of the Top 10 fastest growing companies by Deloitte for five years running, before being sold to Experian Group (LSX.EXP) in May 2007 for US\$240m. Mr Barlow is also a co-founder of Adslot, a revenue optimisation platform for online media

publishers, which was acquired by Webfirm Group in February 2010. Mr Barlow is also a former Chairman of Webfirm Group Limited (October 2007 – October 2009).

Mr Barlow is the Founder of Venturian, a privately-owned venture capital fund with investments in a number of other technology ventures, including Nitro PDF (the second biggest distributor of PDF editing software in the world), Brandscreen (Asia's leading demand side platform for online media buying) and QMCodes (which makes print media interactive via mobile devices). Mr Barlow has significant expertise in online media and business building with a strong understanding of the UK and North America markets.

#### *Recommendation*

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

#### **APPOINTMENT OF GRANT THORNTON AUDIT PTY LTD AS AUDITOR (Resolution 3)**

Resolution 3 seeks the appointment of Grant Thornton Audit Pty Ltd as the auditor of the Company. The audit was previously conducted by BDO Audit (NSW-VIC) Pty Ltd. BDO Audit (NSW-VIC) Pty Ltd resigned as auditor and the directors appointed Grant Thornton Audit Pty Ltd to fill the vacancy pursuant to section 327C(1) of the Corporations Act. This appointment is effective until this annual general meeting.

Section 327C of the Corporations Act provides that a company shall at each annual general meeting, if there is a vacancy in the office of auditor of the company, appoint an auditor to fill the vacancy. The Directors wish to ratify the previous appointment of Grant Thornton Audit Pty Ltd as auditor of Webfirm Group Limited and seek this appointment to be made by the members.

A shareholder of the Company has nominated Grant Thornton Audit Pty Ltd as auditor of the Company pursuant to section 328B of the Corporations Act. Grant Thornton Audit Pty Ltd is eligible and has consented to being appointed auditor of the Company as required by section 328A of the Corporations Act. Pursuant to sub-section 328B(3) of the Corporations Act, the written notice nominating Grant Thornton Audit Pty Ltd as auditor is attached to this Explanatory Statement as Annexure A.

#### *Recommendation*

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

#### **APPROVALS FOR THE ISSUE OF A TOTAL OF 4,775,757 SHARES TO ENTITIES RELATED TO DIRECTORS – MR ADRIAN GILES AND MR ANDREW BARLOW (Resolutions 4 and 5)**

For resolutions 4 and 5 Mr Lowe will assume the role of Chairman of the meeting.

On 30 November 2010, the Company's shareholders approved the acquisition of all of the shares in QDC IP Technologies Pty Ltd (**QDC**), (**QDC Acquisition**). The QDC Acquisition completed on 7 December 2010. As advised to shareholders at the time, under the terms of the QDC Acquisition, if on the date 18 months after completion of the QDC Acquisition (i.e. 6 June 2012) the total value of the initial consideration, being \$801,818.18 in cash and 29,309,091 Shares, was less than \$4.0 million, then further new Shares were required to be issued to the former QDC shareholders (**QDC Shareholders**) such that the total value as at 6 June 2012 of the consideration in the QDC Acquisition would be not less than \$4.0 million (subject to a cap of 13,333,333 on the number of further Shares to be issued).

At 6 June 2012, a total of 13,333,333 new Shares were required to be issued to the QDC Shareholders. The Company issued 8,557,576 new Shares to 9 of the 11 QDC Shareholders. Shareholders' approval was not required for the issue of those Shares as those QDC Shareholders are not related parties of the Company. The remaining 4,775,757 Shares are due to related parties of the Company, as the remaining two QDC Shareholders, Yarra Ventures Pty Ltd (**Yarra Ventures**) and Venturian Pty Ltd (**Venturian**) and, together with Yarra Ventures, (**QDC Related Shareholders**) are controlled by Mr Giles and Mr Barlow, respectively. As a result, Shareholder approval is required under Listing Rule 10.11 before those remaining Shares can be issued to the QDC Related Shareholders. If Shareholders approve the issue of Shares to either or both of the QDC Related Shareholders under Listing Rule 10.11, Shareholder approval of that issue is not required under Listing Rule 7.1.

## Required Information

Listing Rule 10.13 requires the following information to be provided to the Company's shareholders about the proposed issue of Shares to the QDC Related Shareholders.

(a) **Maximum number of securities to be issued**

If both Resolutions 4 and 5 are approved by the shareholders, the QDC Related Shareholders will receive the following number of Shares:

QDC Related Shareholder	Related Party	# of New Shares
Venturian Pty Ltd	Andrew Barlow	3,563,636
Yarra Ventures Pty Ltd	Adrian Giles	1,212,121
		4,775,757

(b) **Issue date**

It is expected that these Shares will be issued shortly after the Meeting and no later than 1 month after the date of the Meeting.

(c) **Issue price**

The effective issue price of these Shares, based on the formula set out in the QDC Acquisition agreement, is 7.5 cents per Share. While that formula contemplates that the number of additional Shares to be issued to the QDC Shareholders would be based on the VWAP of the Shares over the five trading days before 6 June 2012 (which was 4.15 cents per Share), the actual effective issue price was 7.5 cents because the number of Shares to be issued to the QDC Shareholders was capped at 13,333,333 Shares.

(d) **Terms of issue**

The Shares issued to the QDC Related Shareholders will be ordinary shares in the capital of the Company that will rank equally with and have the same rights as all other Shares.

(e) **Intended use of funds raised**

No funds will be raised as part of the issue of the Shares to the QDC Related Shareholders.

(f) **Voting exclusion statement**

A voting exclusion statement relating to Resolutions 4 and 5 is included in the Notice.

### Independence of Resolutions 4 and 5

Resolutions 4 and 5 are independent of each other. As a result, if either Resolution is not passed, it will not affect the other Resolution.

### Corporations Act

As previously advised to Shareholders on 30 November 2010, the Board was then, and remains, of the view that the financial benefit that Mr Giles and Mr Barlow may receive as a result of the QDC Acquisition would be reasonable if the Company and Mr Giles and Mr Barlow were dealing at arm's length. The Board did not consider that the QDC Acquisition required the approval of the Shareholders under the related party provisions in Chapter 2E of the Corporations Act. Accordingly, the Board considers that the requirement under the QDC Acquisition agreement to issue further Shares to the QDC Related Shareholders also does not require the approval of Shareholders under the related party provisions in Chapter 2E of the Corporations Act.

## *Recommendation*

The Board (excluding Mr Giles and Mr Barlow) recommends that Shareholders vote in favour of both Resolutions 4 and 5 and approve the issue of Shares to each of Yarra Ventures and Venturian in accordance with Listing Rule 10.11.

Each Director who is a Shareholder and entitled to vote intends to vote his or her Shares in favour of both Resolutions 4 and 5. As Yarra Ventures will receive Shares if Resolution 4 is approved, neither Yarra Ventures nor any associates of Yarra Ventures (including Mr Giles) will be permitted to vote on Resolution 4. As Venturian will receive Shares if Resolution 5 is approved, neither Venturian nor any associates of Venturian (including Mr Barlow) will be permitted to vote on Resolution 5.

## **CHANGE OF COMPANY NAME (Resolution 6)**

Section 157 of the Corporations Act enables a company to change its name by special resolution passed at a general meeting. In accordance with section 157, Resolution 6 seeks the approval of the Shareholders to a change of the Company's name from 'Webfirm Group Limited' to 'Adslot Limited'.

This change of name has been proposed, as the Board believes that this name better reflects the nature and strategic value of the operations of the Company.

The Company will carry on as the same legal entity as before, and that the change of name in no way affects the Company's existing property, rights or obligations or the rights or entitlements of the Shareholders.

## **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 25 November 2012**) to the following office or facsimile number:

Computershare Investor Services Pty Limited:

Online at: [www.investorvote.com.au](http://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](http://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: 24 October 2012

**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:

<b>AEST</b>	Australian Eastern Standard Time (or Daylight Time, as the case may be).
<b>AGM</b>	an annual general meeting of the Company.
<b>ASX</b>	ASX Limited.
<b>Board</b>	the board of Directors of the Company.
<b>Chairman</b>	Chairman of the Company.
<b>Company or Webfirm</b>	Webfirm Group Limited ACN 001 287 510.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Director</b>	a director of the Company.
<b>Explanatory Statement</b>	the Explanatory Statement accompanying and forming part of the Notice of Meeting.
<b>Listing Rules</b>	the Official Listing Rules of ASX.
<b>Meeting</b>	the annual general meeting of Shareholders (convened by the Notice) to be held on 27 November 2012 at 10.00am (AEST).
<b>Notice</b>	the Notice of Meeting and the accompanying Explanatory Statement.
<b>Resolution</b>	a resolution set out in the Notice.
<b>Share</b>	a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	a shareholder of the Company.
<b>VWAP</b>	in relation to Shares in the Company, the volume weighted average closing price over the 5 trading days prior to 6 June 2012.

# VENTURIAN PTY LTD

ACN 109 613 274

Level 2, 4 - 8 Osborne St  
South Yarra VIC 3141

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10 September 2012

Attn: Company Secretary  
Webfirm Group Limited  
Level 2  
85 Coventry St  
South Melbourne VIC 3205

Dear Mr Maher,

## Appointment of Auditors

As a registered shareholder of Webfirm Group Limited, I hereby nominate Grant Thornton Audit Pty Ltd as auditor of the Company pursuant to section 328B of the Corporations Act 2001.

Your sincerely



**Andrew Barlow**  
Sole Director  
Venturian Pty Ltd  
<Maverick Innovation A/C>

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

## Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

**www.investorvote.com.au**



**Cast your proxy vote**



**Access the annual report**



**Review and update your securityholding**

*Your secure access information is:*

**Control Number: 999999**

**SRN/HIN: 1999999999**

**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 (AEST) on Sunday, 25 November 2012**

### 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 as they choose. 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 information tab, "Downloadable 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

IND

# 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 Webfirm Group 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 Webfirm Group Limited to be held at the offices of Grant Thornton, Level 30, 525 Collins Street, Melbourne, Victoria on Tuesday, 27 November 2012 at 10:00am (AEST) 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 Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important for Resolution 4:** If the Chairman of the Meeting is your proxy and you have not directed the Chairman how to vote on Resolution 4 below, please mark the box in this section. If you do not mark this box and you have not otherwise directed your proxy how to vote on Resolution 4, the Chairman of the Meeting will not cast your votes on Resolution 4 and your votes will not be counted in computing the required majority if a poll is called on this resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 4.

I/We acknowledge that the Chairman of the Meeting may exercise my/our proxy even if the Chairman has an interest in the outcome of Resolution 4 and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

## 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 Andrew Barlow as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Appointment of Grant Thornton Audit Pty Ltd as Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval for the issue of shares to an entity related to a Director - Mr Adrian Giles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval for the issue of shares to an entity related to a Director - Mr Andrew Barlow	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

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

<b>Individual or Securityholder 1</b>	<b>Securityholder 2</b>	<b>Securityholder 3</b>
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>
<b>Sole Director and Sole Company Secretary</b>	<b>Director</b>	<b>Director/Company Secretary</b>

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_/\_\_\_\_/\_\_\_\_