

NETCOMM WIRELESS LIMITED

ACN 002 490 486

**NOTICE OF
ANNUAL GENERAL MEETING**

NOTICE is given that an Annual General Meeting of the members of NetComm Wireless Limited ACN 002 490 486 will be held at the office of Grant Thornton, Level 17, 383 Kent Street, Sydney, NSW 2000, Australia, on Wednesday, 21 November 2018 at 9.30 am (Sydney time)

BUSINESS

A RECEIPT OF ANNUAL REPORTS

To receive and consider the Financial Report, Directors' Report and Auditor's Report for NetComm Wireless Limited ACN 002 490 486 ("**Company**") for the year ending 30 June 2018.

Note: there is no requirement for shareholders to approve these reports.

B RESOLUTIONS

1. REMUNERATION REPORT (RESOLUTION 1)

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

"That the Company's Remuneration Report for the year ended 30 June 2018 be adopted."

A voting exclusion statement applies to this Resolution 1, and is set out in full in the Explanatory Memorandum to this Notice of Annual General Meeting.

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

2. ELECTION OF MR DAVID STEWART AS A DIRECTOR (RESOLUTION 2)

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

"That, for the purposes of Article 12.12 of the Constitution of the Company, ASX Listing Rule 14.4 and for all other purposes, Mr David Stewart, who retires due to cessation of a casual vacancy and being eligible for election, be elected as a Director of the Company."

Note: the Directors, other than Mr David Stewart, unanimously support the election of Mr David Stewart.

3. ELECTION OF MS JACQUELINE KORHONEN AS A DIRECTOR (RESOLUTION 3)

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

"That, for the purposes of Article 12.12 of the Constitution of the Company, ASX Listing Rule 14.4 and for all other purposes, Ms Jacqueline Korhonen, who retires due to cessation of a casual vacancy and being eligible for election, be elected as a Director of the Company."

Note: the Directors, other than Ms Jacqueline Korhonen, unanimously support the election of Ms Jacqueline Korhonen.

C OTHER BUSINESS

1. RETIREMENT OF MR KEN BOUNDY AS A DIRECTOR

Mr Ken Boundy has decided not to stand for re-election and his appointment will cease at the end of the Annual General Meeting. The Board would like to express its sincere gratitude to Mr Boundy for his outstanding contribution during his tenure.

2. To transact any other business which may be properly brought before this Annual General Meeting.

Dated at Sydney, 15 October 2018, by order of the Board

Mr Chris Last
CFO & Company Secretary

EXPLANTORY MEMORANDUM
for Annual General Meeting of NetComm Wireless Limited

A. RECEIPT OF ANNUAL REPORTS

The Financial Report, Directors' Report and Auditor's Report will be laid before the Annual General Meeting. There is no requirement for shareholders to vote on, approve or adopt these reports.

Shareholders will have a reasonable opportunity at the Annual General Meeting to ask the Chairman questions and make comments on the business, operations and management of the Company. The auditor of the Company will also be available to take shareholders' questions and comments about the conduct of the audit, the preparation and content of the Auditor's Report.

In addition to taking questions at the Annual General Meeting, written questions to the Company's auditor about the conduct of the audit of the Financial Report and the preparation and content of the Auditor's Report, may be submitted no later than the fifth business day before the day on which the Annual General Meeting is held (i.e. no later than 5:00 pm (Sydney time) on Wednesday, 14 November 2018) to:

The Company Secretary
Mr Chris Last
Level 5, 18-20 Orion Road
Lane Cove, NSW 2066
Australia
Phone number: +61 (2) 9424 2441
Email: chris.last@netcommwireless.com

The Company will pass all written questions on to the auditor. The auditor will prepare and provide to the Company a question list which sets out the questions that the Company has passed on to the auditor and that the auditor considers to be relevant to the conduct of the audit of the Financial Report or the content of the Auditor's Report. Please note that a question may not be included in the question list if the question list includes a question that is substantially the same as that question or if it is not practicable to include the question in the question list because of the time when the question is passed on to the auditor.

There is no requirement for the auditor to provide written answers to the questions, however, if the auditor chooses to prepare written answers to any of the questions, the Chairman may permit the auditor to table the written answers at the Annual General Meeting. The auditor will also answer questions asked at the Annual General Meeting, however, where questions concern issues raised in the written questions, the auditor may refer shareholders to the written answers (if any). For the benefit of the Annual General Meeting, the auditor will briefly outline to the Annual General Meeting the matters covered in the written questions.

A list of written questions, if any, so submitted by shareholders will be made available at the start of the Annual General Meeting and any written answer, if any, tabled by the auditor at the Annual General Meeting will be made available as soon as practicable after the Annual General Meeting.

B. RESOLUTIONS

1. RESOLUTION 1 - REMUNERATION REPORT

The Corporations Act requires the Remuneration Report be adopted at the Annual General Meeting by a resolution. While there is a requirement for a formal resolution, the shareholders' vote is advisory only and does not bind the Company, nor will it require the Company to alter any arrangements detailed in the Remuneration Report should the resolution not be passed. The Directors will, however, consider the outcome of the vote and shareholders' views expressed at the Annual General Meeting when reviewing the remuneration policies of the Company in the future.

The Remuneration Report is set out on pages 9 to 18 of the Company's 2018 Annual Report (the Annual Report is available on the Company's website at www.netcommwireless.com on the "Investors" tab under the heading "Annual & Financial Reports"). The Remuneration Report explains the structure of, and policy behind, the Company's remuneration practices and the link between the remuneration of employees and the Company's performance. The Remuneration Report also sets out remuneration details of each Director and for any specified executive.

Shareholders will have a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Remuneration Report.

All shareholders of the Company are encouraged to cast their vote on Resolution 1.

Voting exclusion statement with regard to Resolution 1

In accordance with s250(R)(4) of the Corporations Act, the Company will disregard any votes cast on Resolution 1:

- a) by any member of the Company's Key Management Personnel, or a Closely Related Party of such a member of the Key Management Personnel;
- b) as a proxy by a member of the Company's Key Management Personnel, or a Closely Related Party of such a member of the Key Management Personnel unless the vote is cast as a proxy for a person who is entitled to vote on this resolution:
 - i. in accordance with their directions of how to vote set out in the proxy appointment; or
 - ii. by the Chairman pursuant to an express authorisation set out in the proxy appointment.

The Company's proxy voting form has been prepared on the basis that where a shareholder grants a proxy to the Chairman, or the Chairman is their proxy by default, the shareholder provides express authorisation for the Chairman to exercise the proxy as the Chairman decides in relation to Resolution 1. The Chairman will vote undirected proxies and intends to vote such proxies in favour of Resolution 1.

Shareholders entitled to vote on Resolution 1, who appoint as their proxy, a member of the Company's Key Management Personnel or a Closely Related Party (other than the Chairman), should direct their proxy as to how to vote by marking either "**For**", "**Against**" or "**Abstain**" on the proxy voting form for Resolution 1. Failing to direct such a proxy will result in that shareholder's vote on Resolution 1 being disregarded.

Board recommendation and Chairman's vote

The Directors recommend that shareholders vote in favour of Resolution 1.

As noted above in Resolution 1, the Chairman intends to vote all available proxies in favour of this Resolution 1.

2. RESOLUTION 2 - ELECTION OF MR DAVID STEWART AS A DIRECTOR

The ASX Listing Rules require the Company to hold an election of Directors each year. The Constitution also requires any Director appointed to fill a casual vacancy to retire from office at the next Annual General Meeting (Article 12.12 of the Constitution).

Mr David Stewart, who retires at the coming Annual General Meeting by cessation of a casual vacancy under Article 12.12 of the Constitution, being eligible, offers himself for election as a Director under Article 12.12 of the Constitution.

Mr David Stewart is an experienced CEO and successful entrepreneur with more than 30 years in management and business leadership roles. David founded Banksia Technology Pty Limited in 1988 and successfully managed the company as a fast growing and highly profitable business. In 1996 he instigated the successful takeovers of a number of his competitors, including NetComm Limited, which was completed in November 1997. David assumed the role of Managing Director of the merged entity and remains the single largest shareholder of NetComm.

David has a strong financial background, extensive experience in sales and marketing and has a strong interest in new technologies.

Board recommendation and Chairman's vote

The Directors, with Mr David Stewart abstaining, recommend that shareholders vote in favour of Resolution 2.

The Chairman intends to vote all available proxies in favour of this Resolution 2.

3. RESOLUTION 3 - ELECTION OF MS JACQUELINE KORHONEN AS A DIRECTOR

The ASX Listing Rules require the Company to hold an election of Directors each year. The Constitution also requires any Director appointed to fill a casual vacancy to retire from office at the next Annual General Meeting (Article 12.12 of the Constitution).

Ms Jacqueline Korhonen, who retires at the coming Annual General Meeting by cessation of a casual vacancy under Article 12.12 of the Constitution, being eligible, offers herself for election as a Director under Article 12.12 of the Constitution.

Ms Jacqueline Korhonen has over 30 years of experience in the IT industry. Beginning her career with IBM as an engineer, over 23 years she progressed to hold several executive positions within IBM in Australia and Asia. Since then, Ms Korhonen was CEO with Infosys Australia/NZ (a subsidiary of NASDAQ-listed Infosys, a global leader in consulting, technology and outsourcing) and SMS Management & Technology (ASX listed Consulting and IT services company). Ms Korhonen currently holds the position of Vice President, Asia Pacific for Cognitive Technologies at IBM, which includes areas such as Blockchain, Artificial Intelligence, Data/Analytics, Robotics, IoT and Process Outsourcing.

Ms Korhonen has degrees in Science and Engineering (Hon) from the University of Sydney, is a graduate of the Australian Institute of Company Directors and is a member of Chief Executive Women.

Board recommendation and Chairman's vote

The Directors, with Ms Jacqueline Korhonen abstaining, recommend that shareholders vote in favour of Resolution 3.

The Chairman intends to vote all available proxies in favour of this Resolution 3.

DEFINITIONS

In this Explanatory Memorandum, unless the context otherwise requires:

Annual General Meeting	means the 2018 annual general meeting of the Company;
ASX	means ASX Limited ACN 008 624 691;
ASX Listing Rules	means the listing rules of the ASX;
Board	means the board of Directors of the Company;
Chairman	means Justin Milne;
Closely Related Party	means in relation to a KMP, a KMP's spouse, child, spouse's child, dependant of the KMP or their spouse, a company the KMP controls or family member of a KMP that may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealings with the Company;
Company	means NetComm Wireless Limited ACN 002 490 486;
Constitution	the constitution of the Company;
Corporations Act	means the <i>Corporations Act 2001</i> (Cth);
Director	means a director of the Company;
Executive Director	means a Director appointed as an executive director under Article 14.30 of the Constitution (i.e. employed by the Company in an executive capacity);
Explanatory Memorandum	means the explanatory memorandum accompany this Notice of Annual General Meeting;
Key Management Personnel or KMP	means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;
Non-Executive Director	means a Director other than an Executive Director;
Proxy Form	means the form attached to this Notice of Annual General Meeting marked 'Proxy Form';
Shareholder	means a shareholder in the Company; and
Share	means a share in the Company.

VOTING INSTRUCTIONS

Entitlement to vote

For the purposes of the Corporations Regulation 7.11.37, the Board has determined that in relation to the Annual General Meeting being convened by this Notice of Annual General Meeting and the entitlement to attend and vote at the Annual General Meeting, shares will be taken to be held by the persons who are registered holders at 7:00 pm (Sydney time) on Monday, 19 November 2018.

Accordingly share transfers registered after that date will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Shareholders who are entitled to attend and vote at the Annual General Meeting may elect to vote directly or appoint an individual or body corporate as a proxy.

If more than one joint holder of shares is present at the Annual General Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Voting by proxy

1. A shareholder entitled to attend and vote, is entitled to appoint a proxy.
2. A person who is entitled to cast two or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy appointed is entitled to exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise up to half of the shareholder's votes.
3. Appointment of a proxy by a shareholder who is a corporation must be under its common seal.
4. A proxy need not be a shareholder.
5. To be effective, the proxy voting form (must be received by the Company at:

Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235, Australia, or received by facsimile on (02) 9287 0309 (within Australia) or +61 2 9287 0309 (outside Australia) not less than forty-eight (48) hours prior to the time for holding the Annual General Meeting (i.e. no later than 9.30 am (Sydney time) on Monday, 19 November 2018).

Shareholders should refer to the proxy voting form for further instructions on appointing a proxy.

Directing your proxy

When appointing a proxy, shareholders can direct the proxy as to how to vote on each item of business by marking either "**For**", "**Against**" or "**Abstain**" on the proxy voting form for that item of business (i.e. a directed proxy), and the proxy must vote in that manner.

The above information on directing your proxy should be read together with any voting exclusion statement relevant to a particular resolution as the voting exclusion statement for a particular resolution might mean that the proxy vote must be disregarded as may the relevant directions in the Proxy Form.

If a shareholder does not direct the proxy as to how to vote (i.e. an undirected proxy), the proxy appointed by the shareholder may vote as he or she sees fit, subject to the voting exclusion statements for Resolution 1.

If you appoint a member of the Key Management Personnel or their Closely Related Party (other than the Chairman) as your proxy for Resolution 1, you are encouraged to direct that proxy how to vote on Resolution 1. Failing to direct such a proxy will result in your vote on Resolution 1 being disregarded.

If you appoint the Chairman of the meeting as your proxy, or if the Chairman of the meeting is appointed as your proxy by default, and you do not direct the Chairman how to vote on a resolution by marketing "**For**", "**Against**" or "**Abstain**" then for Resolutions 1, 2 and 3, by submitting the Proxy Form, you will be giving the Chairman of the meeting your express authority to vote your undirected proxy as the Chairman sees fit.

If you do not wish for your vote to be cast at the discretion of your proxy in respect of any resolutions put to the vote at the Annual General Meeting, you should direct your proxy how to vote on these resolutions.

Default to the Chairman

If you sign the enclosed proxy voting form and do not mark the appropriate box to appoint a proxy or your named proxy does not attend the Annual General Meeting, you will have appointed the Chairman as your proxy by default in accordance with his intentions set out below.

The Chairman's voting intentions

The Chairman intends to vote undirected proxies on, and in favour of, all of the proposed resolutions. If there is a change to how the Chairman intends to vote undirected proxies, the Company will make an announcement to the market.

Corporate representatives attending

If your holding is registered in a company name and you would like to attend the Annual General Meeting (and do not intend to return a proxy voting form), please bring with you to the Annual General Meeting a duly completed Certificate of Appointment of Corporate Representative to enable you to attend and vote at the Annual General Meeting. Alternatively contact the Company's share registry, Link Market Services Limited, general shareholder enquiries on 1300 554 474 (within Australia) or +61 2 1300 554 474 (outside Australia), who will forward to you a form for completion.

Shareholders questions

If you wish a question to be put to the Chairman of the Annual General Meeting or auditor and you are not able to attend the Annual General Meeting please email your question to the Company at companysecretary@netcommwireless.com.

To allow time to collate questions and prepare answers, questions are to be received by the Company Secretary by 5:00 pm (Sydney time) on Wednesday, 14 November 2018.



LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
NetComm Wireless Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

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

ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of NetComm Wireless Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **9:30am on Wednesday, 21 November 2018 at Grant Thornton, Level 17, 383 Kent Street, Sydney, NSW 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .

Resolutions

	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Mr David Stewart as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Ms Jacqueline Korhonen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:30am on Monday, 19 November 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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



BY MAIL

NetComm Wireless Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

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

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

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