#### **NETCOMM WIRELESS LIMITED**

ACN 002 490 486

# NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is given that an Extraordinary General Meeting of the shareholders of NetComm Wireless Limited ACN 002 490 486 (Company) will be held at the office of Maddocks Lawyers, Level 21, Angel Place, 123 Pitt Street, Sydney, NSW 2000, on Monday, 15 July 2013, at 11.30 am.

## **BUSINESS**

### **RESOLUTIONS**

## Resolution 1 – Ratification of the issue of First Tranche Placement Shares

To consider and, if thought fit, to pass the following Resolution as an ordinary Resolution of the Company:

'That for the purposes of ASX Listing Rule 7.4, and for all other purposes, shareholders ratify the issue of 15,800,000 fully paid ordinary Shares at an issue price of \$0.255 per Share, issued by way of a placement (**First Tranche Placement Shares**), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of General Meeting.'

## Voting exclusion

The Company will disregard and not count any votes cast (in any capacity) on this Resolution by or on behalf of any or all of the following persons:

- a) any person who participated in the issue of Shares; and
- b) any of their associates.

However, the Company need not disregard a vote if:

- c) 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
- d) it is cast by the person chairing the 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.

# 2. Resolution 2 – Approval for the issue of Second Tranche Placement Shares

To consider and, if thought fit, to pass the following Resolution as an ordinary Resolution of the Company:

'That for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of 4,000,000 fully paid ordinary Shares at an issue price of \$0.255 per Share by way of a placement (**Second Tranche Placement Shares**), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of General Meeting.'

## Voting exclusion

The Company will disregard and not count any votes cast (in any capacity) on this Resolution by or on behalf of any or all of the following persons:

- a) any person who may participate in the issue of Shares and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary Shares if the Resolution is passed; and
- b) any of their associates.

However, the Company need not disregard a vote if:

- c) 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
- d) it is cast by the person chairing the 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.

Dated at Sydney, 12 June 2013

By order of the Board

\_\_\_\_\_

Ken Sheridan

**Director and Company Secretary** 

#### **EXPLANTORY MEMORANDUM**

# Explanatory Memorandum for the Extraordinary General Meeting of NetComm Wireless Limited ACN 002 490 486 (Company)

This Explanatory Memorandum has been prepared to assist shareholders with their consideration of the Resolutions to be put to the Extraordinary General Meeting to be held at 11.30 am (Sydney time) on Monday, 15 July 2013, at the office of Maddocks Lawyers, Angel Place, Level 21, 123 Pitt Street, Sydney, NSW 2000.

The Explanatory Memorandum should be read with, and form part of, the accompanying Notice of Extraordinary General Meeting.

# 1. Background

# 1.1 Machine to Machine Strategy

The Company is a leading developer of innovative broadband products sold globally to major telecommunications carriers, core network providers and system integrators. For 31 years, the Company has developed a portfolio of data communication products and is a respected global provider of 3G and 4G wireless devices servicing the major telecommunications carriers, machine to machine (**M2M**) and rural broadband markets.

The Company's ongoing strategy includes growing its M2M business, as the Directors believe the Company is well placed in the M2M market to achieve this goal.

The Company is raising capital by way of a Share Placement and a Share Purchase Plan, as announced to ASX on 3 June 2013, to support its M2M strategy, including to fund engineering development under existing and new contracts, acquiring additional engineering and sales capability to support global growth, fund working capital requirements and the Share Placement and Share Purchase Plan offer costs.

#### 1.2 Share Placement

Under Listing Rule 7.1, the Company can issue up to 15% of equity securities currently on issue, without shareholder approval, provided any issues within the last 12 months, for which shareholder approval was not obtained, were issued under an exemption to Listing Rule 7.1.

The Company is conducting a Share Placement of 19,800,000 Shares in two tranches:

- (a) a First Tranche Placement Shares of 15,800,000 Shares raising approximately \$4,029,000 (before costs), issued on 7 June 2013 without shareholder approval, as the issue was within the 15% issue limit under Listing Rule 7.1; and
- (b) a Second Tranche Placement Shares of 4,000,000 Shares to raise approximately \$1,020,000 (before costs), subject to shareholder approval, as it exceeds the 15% issue limit under Listing Rule 7.1, and if approved by shareholders, is expected to be issued on or about 18 July 2013.

# 2. Resolution 1 – Ratification of the issue of First Tranche Placement Shares

# 2.1 Background

As at the date of this meeting, the First Tranche Placement Shares have been issued. Accordingly, the Company is now seeking shareholder ratification for the issue.

# 2.2 Regulatory requirements

Listing Rule 7.4 provides that an issue of Shares made by a company without the prior approval of shareholders under Listing Rule 7.1, may be treated as having been made with shareholder approval if:

- (a) at the time the issue took place, it did not breach Listing Rule 7.1; and
- (b) the shareholders of the company, in general meeting, subsequently ratify the issue of the shares.

The issue of First Tranche Placement Shares were made in accordance with Listing Rule 7.1, and the Company is now seeking shareholder ratification under Listing Rule 7.4.

## 2.3 Effect of shareholder ratification

If Resolution 1 is passed, the Company renews its 15% issue limit and will retain the flexibility to issue further Shares, up to this limit, in the next 12 month period without shareholder approval.

# 2.4 Information required by Listing Rule 7.5

The following information is required by ASX Listing Rule 7.5, for the purposes of shareholder ratification under ASX Listing Rule 7.4:

Number of Shares issued	15,800,000
Price at which Shares were issued	\$0.255
The terms of the Shares issued	All First Tranche Placement Shares issued under the Share Placement will be fully paid ordinary Shares in the Company, that rank pari passu and form one class with all other ordinary Shares of the Company.
The basis on which allottees were determined	The First Tranche Placement Shares were issued and allotted to sophisticated investors (in accordance with sections 708(8) of the Corporations Act) and professional investors (in accordance with section 708(11) of the Corporations Act).
The use (or intended use) of the funds raised	To fund the Company's M2M strategy, including to fund engineering development under existing and new contracts, acquire additional engineering and sales capability to support global growth, fund working capital requirements and the Share Placement and Share Purchase Plan offer costs.
Voting exclusion statement	A voting exclusion applies to this Resolution, please see the notes to Resolution 1 on the Notice of Meeting.

## 2.5 Directors' Recommendation

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

# 3. Resolution 2 - Approval for the issue of Second Tranche Placement Shares

## 3.1 Background

The issue of the Second Tranche Placement Shares would have exceeded the Company's 15% issue limit at the time the Share Placement was offered to investors. Accordingly, the Company agreed to issue the Second Tranche Placement Shares, subject to shareholder approval of the issue. Shareholder approval is now sought under Listing Rule 7.1 for the issue of the Second Tranche Placement Shares.

# 3.2 Effect of shareholder approval

If Resolution 2 is passed, the Company will be able to issue the Second Tranche Placement Shares and retain its full 15% of equity issue capacity. The Company will retain its flexibility to manage its capital requirements and issue Shares where necessary within the next 12 months.

# 3.3 Information required by Listing Rule 7.3

The following information is required by ASX Listing Rule 7.3 for the purposes of shareholder approval under ASX Listing Rule 7.1:

Potential maximum number of Shares to be issued	4,000,000
The date by which the Company will issue and allot the Shares	If approved, it is anticipated that the Second Tranche Placement Shares will be issued and allotted on or about 18 July 2013, and in any event no later than 3 months from the date of this Extraordinary General Meeting.
The issue price of the Shares	\$0.255
Details of the potential allottees to be issued Shares under the Share Placement	The Second Tranche Placement Shares will be issued and allotted to sophisticated investors (in accordance with sections 708(8) of the Corporations Act) and professional investors (in accordance with section 708(11) of the Corporations Act).
The terms of the Shares to be issued	All Second Tranche Placement Shares issued under the Share Placement will be fully paid ordinary Shares in the Company, that rank pari passu and form one class with all other ordinary Shares of the Company.
The use (or intended use) of the funds raised	To fund the Company's M2M strategy, including to fund engineering development under existing and new contracts, acquire additional engineering and sales capability to support global growth, fund working capital requirements and the Share Placement and Share Purchase Plan offer costs.
Voting exclusion statement	A voting exclusion applies to this Resolution, please see the notes to Resolution 2 on the Notice of Meeting.

## 3.4 Directors' Recommendation

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

#### 4. Entitlement to vote

For the purposes of the Corporations Regulation 7.11.37, the Board has determined that to be entitled to attend and vote at this Extraordinary General Meeting, Shares will be taken to be held by the persons who are registered holders at 7:00 pm (Sydney time) on Saturday, 13 July 2013.

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

Shareholders who are entitled to attend and vote at the Extraordinary 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 Extraordinary 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.

## 4.1 Voting by proxy

- (a) A shareholder entitled to attend and vote, is entitled to appoint a proxy.
- (b) 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.
- (c) Appointment of a proxy by a shareholder who is a corporation must be under its common seal.
- (d) A proxy need not be a shareholder.
- (e) To be effective, the proxy voting form (attached to the Notice of Meeting) must be received by the Company:
  - (i) by mail at Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235;
  - (ii) by facsimile on (02) 9287 0309 (within Australia) or +61 2 9287 0309 (outside Australia); or
  - (iii) by hand at Link Market Services Limited, 1A Homebush Bay Drive, Rhodes, NSW 2138,

not less than forty-eight (48) hours prior to the time for holding the Extraordinary General Meeting (i.e. no later than 11.30 am on Saturday, 13 July 2013).

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

# 4.2 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.

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 thinks sees fit.

If the Chairman is appointed as proxy, the Chairman will vote undirected proxies in favour of all the Resolutions put to this Extraordinary General Meeting.

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.

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 Extraordinary General Meeting, you should direct your proxy how to vote on these Resolutions.

# 4.3 Corporate representatives attending

If your holding is registered in a company name and you would like to attend the Extraordinary General Meeting (and do not intend to return a proxy voting form), please bring with you to the Extraordinary General Meeting a duly completed Certificate of Appointment of Corporate Representative, to enable you to attend and vote at the Extraordinary General Meeting.

Alternatively contact the Company's share registry, Link Market Services Limited, general shareholder enquiries on 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia), who will forward to you a form for completion.

# 5. Definitions

ASX means ASX Limited ACN 008 624 691.

Board means the board of Directors of the Company.

Chairman means Justin Milne.

Company means NetComm Wireless Limited ACN 002 490 486.

Corporations Act means the Corporations Act 2001 (Cth.).

**Directors** means the directors of the Company.

Extraordinary General Meeting means the meeting to be held on Monday, 15 July 2013.

**First Tranche Placement Shares** means the 15,800,000 Shares issued under the Share Placement on 7 June 2013.

Listing Rules means the official listing rules of the ASX.

**Resolutions** means the resolutions set out in the Notice of Meeting and to be put to this Extraordinary General Meeting, and each a **Resolution**.

**Second Tranche Placement Shares** means the 4,000,000 Shares to be issued under the Share Placement, following shareholder approval under Resolution 2.

**Share** means a fully paid ordinary share in the capital of the Company.

**Share Placement** means the placement to sophisticated and professional investors as announced to ASX on 3 June 2013.

**Share Purchase Plan** means the offer of Shares to Company shareholders as announced to ASX on 3 June 2013.

NetComm Wireless Limited ABN 85 002 490 486

# **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

	ı
	ı
(1)	ı
ヘロノ	ı

All enquiries to: Telephone: +61 1300 554 474

# SECURITYHOLDER PROXY FORM

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

STEP 1	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 (excluding the registered securityholder) you are appointing as your proxy				
or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at 11:30am (Sydney time) on Monday, 15 July 2013, at the office of Maddocks Lawyers, Angel Place, Level 21, 123 Pitt Street, Sydney, NSW 2000 and at any adjournment or postponement of the Meeting.					
The Chairman of the Mee	eting intends to vote undirected proxies in favour of all items of business.				
This Proxy form will only b	e valid and accepted by the Company if it is signed and received no later than 48 hours before the meeting.				
Please read the voting inst	ructions overleaf before marking any boxes with an $\overline{\chi}$				
STEP 2 VOTING DIRECTIONS					
Resolution 1 Ratification of the issue of F Placement Shares	For Against Abstain* First Tranche				
Resolution 2 Approval for the issue of Se Tranche Placement Shares	cond				

<b>①</b>	* 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.

h					
STEP 3 SIGNA	SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED				
Securityholder 1 (Individual)	Joint Securityholder 2 (Individual)	Joint Securityholder 3 (Individual)			
Sole Director and Sole Company Secret	ary Director/Company Secretary (Delete one)	Director			

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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 PROXY FORM

#### Your Name and Address

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

## Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. The Chairman of the Meeting intends to vote undirected proxies in favour of both Resolution 1 and Resolution 2. A proxy need not be a securityholder of the Company. A proxy may be an individual or a body corporate.

# 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 securities 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 securities 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 security 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 securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; 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 securityholder 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 (Cth)) 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 security registry.

# 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 11:30am (Sydney time) on Saturday, 13 July 2013, 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, securityholders 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.