

KONEKT LIMITED
(ASX: KKT)
ACN 009 155 971

NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY STATEMENT

DATE AND TIME OF MEETING:

8 November 2013 at 10.00 a.m. (AEDT)

VENUE OF MEETING:

Offices of Konekt Limited
Level 12, 234 Sussex Street
Sydney NSW 2000

These documents should be read in their entirety.

If Shareholders are in any doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor.

For personal use only

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of Konekt Limited (ACN 009 155 971) (**the Company**) will be held at 10.00 a.m. (AEDT) on 8 November 2013 at the offices of the Company, Level 12, 234 Sussex Street, Sydney, NSW, 2000 (**the Meeting**).

The Explanatory Statement that accompanies and forms part of this Notice of Annual General Meeting (**the Notice**) describes in more detail the matters to be considered at the Meeting.

The Annual Report of the Company for the year ended 30 June 2013 is available online at the following web address: <http://www.konekt.com.au/investors/annual-reports/>

Please refer to section 6 of the Explanatory Statement accompanying this Notice for a glossary of terms and abbreviations used in this Notice and the Explanatory Statement.

ORDINARY BUSINESS:

1. Item 1: Financial Statements and Reports

“To receive and consider the Annual Report of the Company for the year ended 30 June 2013 which includes the Annual Financial Report of the Company, the Directors’ Report, the Directors’ Declaration and the Auditor’s Report.”

Note: this item of business is **for discussion only and is not a resolution**.

However, pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

2. Resolution 1: Remuneration Report

To consider, and if thought fit, to pass the following resolution as a **non-binding resolution**:

“That for the purposes of section 250R(2) of the Corporations Act the Company adopts the Remuneration Report for the year ended 30 June 2013 as contained in the Annual Report of the Company for the year ended 30 June 2013.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by or on behalf of (in any capacity):

- (i) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (ii) a Closely Related Party of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report.

However, the Company need not disregard a vote if it is cast by:

- (i) a person described above as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) 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.

Note: in accordance with section 250R of the Corporations Act, the vote on this resolution is **advisory only and does not bind** the Directors or the Company.

However, pursuant to section 250SA of the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments on, the Remuneration Report.

3. Resolution 2: Election of Director - Mr Anthony Crawford

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

“That Mr Anthony Crawford, be appointed a director of the Company in accordance with clause 6.1 of the Constitution of the Company.”

4. Resolution 3: Re-Election of Director - Mr Philip Small

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

“That Mr Philip Small, who retires by rotation in accordance with clause 6.1 of the Constitution of the Company, be re-elected as a Director of the Company.”

5. Resolution 4: Managing Director’s Long Term Incentive

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

*“The issue of up to **800,000** shares in Konekt Limited on the vesting and exercise of Options granted to Mr Damian Banks on **12 August 2013** in accordance with the Plan Rules (as amended from time to time) and the Explanatory Statement accompanying this Notice of Meeting.”*

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 4 by any Director of the Company or any associate of a Director.

However, the Company need not disregard a vote if it is cast by:

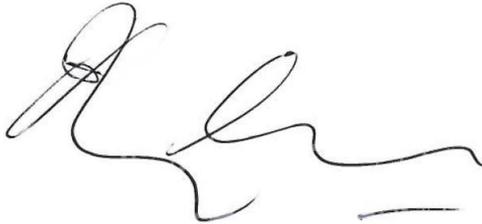
- (i) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

For personal use only

OTHER BUSINESS:

In accordance with section 250S of the Corporations Act, the Shareholders are invited to ask questions about, or make comments on, the management of the Company and to raise any other business that may be brought forward at the Meeting in accordance with the Constitution of the Company and the Corporations Act.

BY ORDER OF THE BOARD:

A handwritten signature in black ink, appearing to read 'Matt Ranawake', written over a horizontal line.

Matt Ranawake
Company Secretary
Dated: 26 September 2013

For personal use only

IMPORTANT INFORMATION

Voting Entitlement

For the purpose of regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Directors have determined that the shareholding of each Shareholder for the purposes of ascertaining their voting entitlements for the Meeting will be as it appears on the Company's share register at 7:00 p.m. (AEDT) on 6 November 2013 (**the Entitlement Time**).

Accordingly, only those persons registered as holders of Shares at the Entitlement Time will be entitled to attend and vote at the Meeting. Transactions registered after the Entitlement Time will be disregarded in determining Shareholders entitled to attend and vote at the Meeting.

Required Majority

- (a) In accordance with the Corporations Act, for the Resolutions to be effective:
- (i) the Resolutions must be passed at a meeting of which not less than 28 days written notice specifying the intention to propose the Resolutions has been given (satisfied by this Notice); and
 - (ii) in the case of ordinary resolutions, the Resolutions must be passed by more than 50% of all the votes cast by Shareholders present and entitled to vote on the Resolutions (whether in person or by proxy, attorney or representative); and
 - (iii) in the case of special resolutions, the Resolutions must be passed by not less than 75% of all the votes cast by Shareholders present and entitled to vote on the Resolutions (whether in person or by proxy, attorney or representative).
- (b) On a show of hands every Shareholder has one vote, and on a poll, every Shareholder has one vote for each fully paid ordinary share of the Company.

Proxies, Attorneys and Representatives

- (a) **(Appointment of Proxies):** A proxy form in the form required by the Corporations Act accompanies this Notice. Shareholders are recommended to use this proxy form.

Notwithstanding this, an appointment of proxy must be made by written notice to the Company:

- (i) that complies with section 250A(1) of the Corporations Act and the ASX Listing Rules; or
 - (ii) in any other form and mode that complies with the ASX Listing Rules and is, and is signed or acknowledged by the Shareholder in a manner, satisfactory to the Board.
- (b) **(Standing Appointments):** A Shareholder entitled to attend and vote at the Meeting may appoint a proxy, attorney or representative to act at the Meeting or make a standing appointment and revoke any appointment. A proxy, attorney or representative may, but need not, be a Shareholder of the Company.
- (c) **(Number of proxies):** A Shareholder may appoint not more than 2 proxies to attend and act for the Shareholder at the Meeting. If a Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of those votes.

- (d) **(Shareholder's attorney):** A Shareholder may appoint an attorney to act, or to appoint a proxy to act, at the Meeting. If the appointor is an individual, the power of attorney must be signed in the presence of at least one witness.
- (e) **(Corporate representatives):** A Shareholder that is a body corporate may appoint an individual to act as its representative at the Meeting as permitted by section 250D of the Corporations Act.
- (f) **(Deposit of proxy forms and powers of attorney):** To be valid forms of proxy or powers of attorney, the proxy form (and if it is executed by an attorney, the relevant power of attorney or a certified copy of it) or the power of attorney (or a certified copy of it) must be received by the share registry of the Company, Computershare Investor Services Pty Ltd, by no later than 10.00 a.m. (AEDT) on 6 November 2013 (48 hours prior to the Meeting).

The proxy form can be sent to Computershare Investor Services Pty Ltd:

By Post:

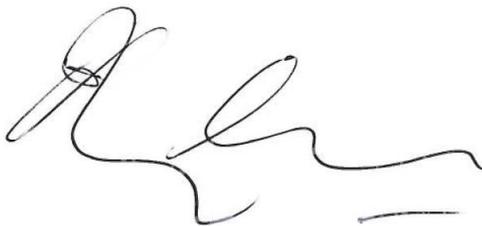
Computershare Investor Services
GPO Box 2975EE
Melbourne VIC 3000

By Facsimile:

+61 (0)3 9473 2500

Enquiries

All enquiries in relation to the contents of the Notice or the Explanatory Statement should be directed to the Company Secretary, Mr Matt Ranawake (02) 9307 4007.



Matt Ranawake
Company Secretary

EXPLANATORY STATEMENT

IMPORTANT INFORMATION

This Explanatory Statement has been prepared for the information of Shareholders of Konekt Limited (ACN 009 155 971) (**the Company**) in connection with the Resolutions to be considered at the Annual General Meeting of Shareholders to be held at 10.00 a.m. (AEDT) on 8 November 2013 at the offices of the Company, Level 12, 234 Sussex Street, Sydney, NSW 20000 (**the Meeting**).

This Explanatory Statement has been prepared for the Shareholders of the Company pursuant to the ASX Listing Rules in order to provide Shareholders with sufficient information to ensure that they are informed of all substantial matters relevant to the Resolutions proposed to be considered at the Meeting by the accompanying Notice of Annual General Meeting (**the Notice**).

Shareholders should read this Explanatory Statement in full because individual sections do not give a comprehensive review of the Resolutions. Further, this Explanatory Statement should be read in conjunction with the Notice.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

INTRODUCTION

The Meeting is being held so that the Directors can table the financial statements and reports of the Company for the financial year ended 30 June 2013 and so that Shareholders can vote on the election of Directors. This is known as the Ordinary Business of the Meeting.

At the Meeting, Shareholders will also be asked to consider additional resolutions set out in the accompanying Notice under the heading Special Business. Details of these resolutions and an explanation as to why the Company is putting them to Shareholders are set out in this Explanatory Statement.

Please refer to section 6 of this Explanatory Statement for a glossary of terms and abbreviations used in the Notice and this Explanatory Statement.

ORDINARY BUSINESS

1. ITEM 1: Financial Statements and Reports

1.1 Background to Item 1

The Corporations Act 2001 (Cth) (**the Corporations Act**) and the Constitution of the Company requires the financial statements, Directors' Report and Auditor's Report for the financial year ended 30 June 2013 to be tabled before the Meeting, and the constitution of the Company provides for such statements and reports to be received and considered at the Meeting.

Accordingly, the Financial Report, Directors' Report, Remuneration Report and Auditor's Report for the Company for the year ended 30 June 2013 will be laid out before the Meeting.

1.2 Corporations Act Requirements

Neither the Corporations Act nor the constitution of the Company requires a vote of Shareholders at the Meeting on such statements and reports.

However, the Meeting provides a forum for Shareholders to ask questions and make comments on the Company's reports and accounts and on the business and operations of the Company for the year ended 30 June 2013.

In addition, in accordance with section 250T of the Corporations Act, a representative of the Company's auditor for the year ended 30 June 2013, BDO East Coast Partnership (ACN 236 985 726) (**BDO**), will be in attendance to respond to any questions raised in relation to BDO or the Auditor's Report.

More specifically, Shareholders may ask BDO questions at the Meeting in relation to the following matters:

- the conduct of the audit;
- the independence of BDO in relation to the conduct of the audit; and
- the accounting policies adopted by the Company for the preparation of the financial statements.

Shareholders may submit written questions to BDO in relation to the above items. Any written questions to BDO must be submitted to the Company by no later than 5:00 p.m. (AEDT) on 1 November 2013 (the fifth business day before the date of the Meeting).

2. RESOLUTION 1: Remuneration Report

2.1 Shareholder Approval

Pursuant to section 250R(2) of the Corporations Act, the Board is seeking the approval of Shareholders to adopt the Remuneration Report of the Company for the year ended 30 June 2013.

The Remuneration Report sets out the Company's remuneration policy and reports the remuneration arrangements in place for the Executive and Non-Executive Directors of the Company and certain executives whose remuneration arrangements are required to be disclosed.

The Remuneration Report forms part of the Directors' Report which is contained in the Annual Report of the Company for the year ended 30 June 2013.

A reasonable opportunity will be provided at the Meeting for Shareholders to ask questions about, or make comments on, the Remuneration Report.

2.2 Corporations Act Requirements

Section 250R(2) of the Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the vote.

However, pursuant to section 250R(3) of the Corporations Act, the vote on the resolution is advisory only and does not bind the Directors or the Company.

Notwithstanding this, section 250SA of the Corporations Act requires that a reasonable opportunity be allowed for Shareholders at the Meeting to ask questions about, or make comments on, the Remuneration Report.

The Directors may take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Under section 250U and following of the Corporations Act, if 25% of more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on whether to convene another meeting within 90 days at which all of the Company's directors (other than the Managing Director) must stand for re-election.

At the 2012 AGM, 89.5% of votes cast were in favour of adoption of the Remuneration Report.

3. RESOLUTION 2: Election of Director - Mr Anthony Crawford

3.1 Shareholder Approval

Mr Anthony Crawford was appointed a Director of the Company by the Board on 16 July 2013. In accordance with the requirements of clause 6.1 of the Constitution of the Company Mr Crawford must retire with effect from the end of the AGM, and is eligible to seek re-election, which he does.

Mr Crawford is the Independent Chairman of accounting and advisory firm Grant Thornton Australia. He is also Chairman of Heart Research Australia. Mr Crawford has had an extensive career of over 30 years with leading Australian commercial law firm, DLA Phillips Fox. As a partner for 25 years, he served as that firm's Chief Executive between 1999 and 2010 and prior to that, Chairman of its Board. Amongst other achievements, Tony led the national integration of the firm in 1999 and, in 2010, the pathway to international merger with DLA Piper.

Mr Crawford is Chair of the Audit, Risk and Compliance Committee and is a member of the Remuneration Committee.

3.2 Board Recommendation

The Directors, excluding Mr Anthony Crawford, unanimously recommend that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3: Re-Election of Director - Mr Philip Small

4.1 Shareholder Approval

In accordance with the requirements of clause 6.1 of the Constitution of the Company and the ASX Listing Rules, Mr Philip Small is retiring as a Director of the Company by rotation, and seeks re-election as a Director.

Mr Small spent 10 years in the general insurance industry and is a member of the Australian & New Zealand Institute of Insurance and Finance. Since 1985 he has been involved in the insurance and banking software industry and has a detailed knowledge of the market in the Asia Pacific region. He has held a number of senior management positions as a technology executive and was President of Computer Science Corporation (CSC)'s Financial Services Group in Asia Pacific, a position he held until 2001. Prior to CSC, Philip worked for Continuum and was responsible for their operations in Asia Pacific between 1993 and 1996. Prior to this, he worked for Paxus Corporation where he headed up their European division from 1988 to 1993 and led their expansion to become the leading provider of insurance software in Europe. Philip is a Director of both Pillar Administration, a State Owned Corporation that provides back office administration services to superannuation funds and Fineos Corporation, an Irish software company.

Mr Small is a member of the Audit, Risk and Compliance Committee and Chair of the Remuneration Committee.

4.2 Constitution Requirements

Clause 6.1 of the Constitution of the Company requires that one third of the Directors of the Company retire at each annual general meeting of the Company.

Clause 6.1 of the Constitution of the Company requires that the Directors who retire pursuant to clause 6.1 are those that have held office the longest since last being elected or appointed.

4.3 Board Recommendation

The Directors, excluding Mr Philip Small, unanimously recommend that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4: Managing Director's Long Term Incentive

5.1 Shareholder Approval

On 12 August 2013, **800,000** Options under the Konekt Performance Rights and Option Plan (**Plan**) and subject to the terms and conditions of the **August 2013 Invitation** were issued to Mr Banks for nil consideration.

Under the Australian Securities Exchange (**ASX**) Listing Rule 10.14, an entity must not permit a director to acquire securities under an employee incentive scheme without the approval of holders of ordinary securities of the acquisition. However, the rule does not apply to securities purchased on-market under the terms of a scheme that provides for the purchase of securities by or on behalf of employees or directors.

To comply with ASX Listing Rule 10.14, these Options were granted on a restricted basis: that is, subject to on-market purchase of KKT Shares for the purposes of settlement of the exercise of any vested Options. Given the size of the Company and relatively low share liquidity, we are seeking shareholder approval to remove this restriction and allow Konekt Limited to settle the exercise of any Options from a new issue of Konekt Limited shares.

If Resolution 4 is not approved by Shareholders, the Options will remain on issue, but, Konekt Limited will be limited to the on-market settlement of any Options exercised.

ASX Listing Rule 10.15 requires this Notice of Meeting to include the following information in relation to the Performance Rights granted to Mr Banks under the terms of the **August 2013 Invitation** and the Plan.

Terms & Conditions of August 2013 Invitation grant of Options

Maximum number of Shares

Each vested Option, if any, will, on payment of the exercise price, be converted to one ordinary Share on exercise. Accordingly, the maximum number of Shares that may be acquired by Mr Banks, for which Shareholder approval under **Resolution 4** is sought, is **800,000** Shares.

The number of Options which will vest in accordance with the rules of the Plan and the invitation is dependent on the vesting conditions which can be summarised as follows:

Vesting Conditions – Service

- Continuous employment with Konekt Limited up to and including **30 June 2016** for **100%** of the Options to vest (subject to satisfaction of the performance condition at the termination date); or
- Continuous employment with Konekt Limited until at least **30 June 2015**, where employment is subsequently terminated by the Company and Mr Banks is not a “Bad Leaver” under the Rules of the Plan for **pro-rata** vesting of the Options. “Pro rata Vesting” means that (subject to satisfaction of the performance conditions on a pro rata basis at the termination date), 2/3 of the options would vest on 30 June 2015, with the number increasing pro rata after that date. Any vested options would expire at 5pm 6 months after the date of termination of employment.

Vesting Conditions – Earnings Per Share (EPS) Target

The vesting of Options will also be subject to Konekt achieving the earnings per share (EPS*) Target below.

| August 2013 Invitation: EPS* Target | Percentage of Options to vest if EPS Target achieved and Service to 30 June 2015 | Percentage of Options to vest if EPS Target achieved and Service to 30 June 2016 |
|---|--|--|
| Cumulative EPS of at least \$0.075 over the three financial years 2014, 2015 and 2016 with the 2016 EPS being a minimum of \$0.020 . | 66.67% | 100% |
| Cumulative EPS of at least \$0.06 over the three financial years 2014, 2015 and 2016 with the 2016 EPS being a minimum of \$0.020 . | 33.33% | 50% |
| Cumulative EPS of less than \$0.06 over the three financial years 2014, 2015 and 2016. | 0% | 0% |

Pro Rata vesting of Options between 50% and 100% on a straight-line basis for Cumulative EPS between **\$0.06** and **\$0.075**.

For the **August 2013 Invitation**, EPS is defined as **Annual reported Net Profit after Tax**.

Exercise Price: \$0.05 per Option

Vesting Date: 1 August 2016

Expiry Date: 5.00pm (Australian Eastern Standard Time) 31 January 2017

Consideration

As Mr Banks’ grant forms part of his LTI remuneration, the Options were granted to Mr Banks at no cost.

The Options were granted under, and subject to, the Plan.

Options do not carry any dividend or voting rights prior to vesting.

Other Information

- The Company will not apply to the ASX for official quotation of the Options granted under the Plan. Shares issued pursuant to the exercise of Options will rank equally with Shares then on issue.
- Since the Plan was last approved by Shareholders in November 2008, **4,400,000** Performance Rights and **4,495,979** Options have been granted under the Plan. Grants to persons referred to in ASX Listing Rule 10.14 to date include:
 - (i) Mr Damian Banks **2,441,587 Options** (August 2012 and August 2013 Invitations granted for nil consideration).
- The following persons referred to in ASX Listing Rule 10.14 are entitled to participate in the Plan, but as at the date of this Notice of Meeting, have not received either Options or Performance Rights under the Plan:
 - (i) Mr Douglas Flynn;
 - (ii) Mr Philip Small;
 - (iii) Mr Anthony Crawford.
- There is no loan scheme in relation to the Options or the Plan.
- Mr Banks is prohibited from hedging the share price exposure in respect of the Options during the exercise period applicable to those Options.
- If shareholder approval is obtained, details of the Options granted will be provided in the Remuneration Report for the years ended 30 June 2014, 2015, 2016 and 2017.

5.2 Board Recommendation

The Directors, excluding Mr Damian Banks, unanimously recommend that Shareholders vote in favour of Resolution 4.

6. Glossary

In this Explanatory Statement the following terms have the meaning set out below:

| | |
|--|---|
| ACN | Australian Company Number. |
| AEDT | Australian Eastern Daylight Time. |
| ASIC | The Australian Securities and Investments Commission. |
| ASX | ASX Limited (ACN 008 624 691) and the financial market of which it operates at 20 Bridge Street, Sydney, NSW, 2000. |
| ASX Listing Rules | The official listing rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX. |
| BDO East Coast Partnership or BDO | BDO East Coast Partnership (ACN 236 985 726), Level 10, 1 Margaret Street, Sydney NSW, 2000. |
| Closely Related Party of a member of the Key Management Personnel | Includes a spouse or child of the member; a child of the member's spouse; a dependent of the member or the member's spouse; anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity; a company the member controls; or a person prescribed by the Corporations Regulations 2001. |
| Company | Konekt Limited (ACN 009 155 971) of Level 12, 234 Sussex Street, Sydney, NSW, 2000. |
| Corporations Act | The Corporations Act 2001 (Commonwealth) as amended or replaced from time to time. |
| Corporations Regulations 2001 | The Corporations Regulations 2001 (Commonwealth) as amended or replaced from time to time. |
| The Directors | The directors of the Company as at the date of the Notice and Explanatory Statement. |
| The Entitlement Time | 7:00 p.m. (AEDT) on 6 November 2013. |
| The Explanatory Statement | The Explanatory Statement accompanying the Notice. |
| Key Management Personnel | Includes all persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including all Directors (whether executive or otherwise) of the Company. |
| The Notice | The notice convening the Annual General Meeting of Shareholders of the Company for the year ended 30 June 2013. |
| The Meeting | The Annual General Meeting of the Company to be held at 10.00 a.m. (AEDT) on 8 November 2013 at the offices of the Company, Level 12, 234 Sussex Street, Sydney, NSW, 2000. |

| | |
|-----------------------|---|
| Resolutions | The resolutions set out in the Notice and Explanatory Statement. |
| Share(s) | A fully paid ordinary share in the capital of the Company. |
| Shareholder(s) | A person or company registered in the register of Shareholders of the Company as the holder of one or more Shares as at 10.00 a.m. (AEDT) on 6 November 2013 (48 hours prior to the Meeting). |



Konekt
Konekt Limited
 ABN 79 009 155 971

Lodge your vote:



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

Proxy Form

For your vote to be effective it must be received by 10.00am (AEDT) on Wednesday 6 November 2013.

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

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.

Turn over to complete the form ➔



View the annual report:
www.konekt.com.au

Update your securityholding, 24 hours a day, 7 days a week:

www.investorcentre.com

Your secure access information is:

SRN/HIN: I999999999



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

This Document is printed on Greenhouse Friendly™ ENVI Laser Carbon Neutral Paper

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 Konekt 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 Konekt Limited to be held at the offices of Konekt Limited, Level 12, 234 Sussex Street, Sydney, NSW 2000 on Friday 8 November 2013 at 10.00am (AEDT) and at any adjournment or postponement of that Meeting.

Important for Items 1 and 4 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default.

By marking this box, you are expressly authorising the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 1 and 4 as set out in the Notice of Meeting. If you do not mark this box, and you have not otherwise directed your proxy how to vote on Items 1 and 4 the Chairman of the Meeting will not cast your votes on Items 1 and 4 and your votes will not be counted in computing the required majority if a poll is called on these items.

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 Items 1 and 4 by marking the appropriate boxes in step 2 below.

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

I/We expressly authorise the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 1 and 4 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my/our proxy:

- even though Items 1 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel (which includes the Chairman); and
- even if the Chairman has an interest in the outcome of these Items, and votes cast by the Chairman of the meeting for those Items other than as a proxy holder will 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 |
|---|--------------------------|--------------------------|--------------------------|
| 1 Adoption of Remuneration Report for the year ended 30 June 2013 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Election of Director - Mr Anthony Crawford | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Re-Election of Director - Mr Philip Small | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Managing Director's Long Term Incentive | <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.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

KKT

1 5 5 9 4 3 A

Computershare +

┌ 000002 000 KKTRM
MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Konekt Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHES environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHES are also updated.

Yours sincerely

Konekt Limited

This Document is printed on National Carbon Offset Standard-certified carbon neutral Inkjet Bright paper