

**COMMSCHOICE GROUP LIMITED ACN 619 196 539  
NOTICE OF ANNUAL GENERAL MEETING ('AGM') 2019**

4<sup>th</sup> October 2019

Dear Shareholder,

I am pleased to invite you to attend the inaugural Annual General Meeting ('AGM') of CommsChoice Group Limited ACN 619 196 539 (**Company**) to be held at 11:00am (AEDST) on Tuesday, 12 November 2019 at the offices of BDO, Level 11, 1 Margaret Street, Sydney, NSW 2000.

CommsChoice Group Limited interim CEO, Peter McGrath, will present to you a review of our activities in FY19 and our future growth strategy.

Formal business to be conducted at the 2019 AGM includes:

- Consideration of the FY 2019 Financial Statements and Reports;
- Adoption of the FY 2019 Remuneration Report;
- Re-election of Directors;
- Appointment of Auditor;
- Ratify a prior issue of shares; and
- Approval of additional 10% placement capacity.

Enclosed is a Notice of Annual General Meeting with an explanatory memorandum including full detail on each of the above-mentioned items, together with your personalised proxy form. If you are unable to attend the AGM, we encourage you to lodge your proxy vote in advance online at <https://www.votingonline.com.au/ccgagm2019> or by returning the enclosed hard copy form in the reply-paid envelope to Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001.

If you have elected to receive a hard copy of the Annual Report, please find a copy enclosed. The Annual Report contains the Company's financial report for the period ended 30 June 2019, the Directors' Report (including the Remuneration Report) and the Auditor's Report. If you have not elected to receive a hard copy Annual Report, an electronic copy is available on the company's website at [www.commschoice.com/about/investors/annual-reports](http://www.commschoice.com/about/investors/annual-reports).

Investor related questions are welcomed prior to the AGM. Questions can be directed to the Company Secretary via email: [companysecretary@commschoice.com](mailto:companysecretary@commschoice.com) or via post: Level 6, 56 Clarence Street, Sydney NSW 2000 by no later than 8 November 2019.

We look forward to welcoming you at the AGM.

Yours sincerely,



John Mackay  
Chairman

## NOTICE OF 2019 ANNUAL GENERAL MEETING ('AGM')

CommsChoice Group Limited  
ACN: 619 196 539

Notice is hereby given that the AGM of the Shareholders of CommsChoice Group Limited (**Company**) will be held:

- on Tuesday, 12 November 2019
- at 11:00am (AEDST)
- at the offices of BDO, Level 11, 1 Margaret Street, Sydney, NSW 2000.

### IMPORTANT NOTICE

This Notice of Annual General Meeting and Explanatory Memorandum contains an explanation of, and important information about, the matters to be considered at the AGM. It is given to the Shareholders to help them determine how to vote on the Resolutions.

Shareholders should read this Notice of Annual General Meeting and Explanatory Memorandum in full before deciding if and how to vote on the Resolutions. If you are in doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

This Notice of Annual General Meeting and Explanatory Memorandum is dated 4 October 2019.

### ORDINARY BUSINESS

#### Item 1: Financial Statements and Reports

To receive and consider the Financial Report, the Director's Report and the Auditor's Report for the Company and its controlled entities for the year ended 30 June 2019.

**Note:** There is no requirement for the Shareholders to approve these reports.

#### Resolution 1: Remuneration Report

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

**"That, for the purposes of section 250R (2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2019 be adopted."**

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

#### Resolution 2: Re-election of Director – Mr Grant Ellison

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

**"That Grant Ellison, a non-executive director of the Company who retires from the office of Director by rotation in accordance with the Constitution and ASX Listing Rule 14.4, being eligible and offering himself for re-election, be re-elected as a Director of the Company."**

#### Resolution 3: Election of Director – Claire Bibby

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

**"That Claire Bibby, a non-executive director of the Company who was appointed as a casual vacancy and retires from the office of Director in accordance with the Constitution and ASX Listing Rule 14.4, being eligible and offering herself for re-election, be elected as a Director of the Company."**

**Resolution 4: Appointment of BDO East Coast Partnership as auditor of the Company**

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

*“That pursuant to section 327B of the Corporations Act and for all other purposes, BDO East Coast Partnership be appointed as the Company’s auditor, having been nominated for appointment, and consenting to act as auditor.”*

**Resolution 5: Ratify a prior issue of shares**

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

*“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the issue of 4,095,818 Shares on the terms and conditions set out in the Explanatory Memorandum.”*

**Resolution 6: Approval of additional 10% placement capacity**

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

*“That for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the Company having the additional capacity to issue Shares up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to ASX Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum.”*

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**VOTING EXCLUSIONS**

1. A vote on **Resolution 1** must not be cast (in any capacity) by or on behalf of any of the following persons:
  - a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
  - b) a Closely Related Party of such a member.However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:
  - a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
  - b) the voter is the Chair and the appointment of the Chair as proxy:
    - (i) does not specify the way the proxy is to vote on this Resolution; and
    - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
2. The Company will disregard any votes cast in favour of **Resolution 5** (in any capacity) by or on behalf of any of the following persons:
  - a) a person who participated in, or obtained a material benefit as a result of, the issue (except a benefit solely by reason of being a holder of Shares in the Company); or
  - b) any Associate of that person (or those persons).
3. The Company will disregard any votes cast in favour of **Resolution 6** (in any capacity) by or on behalf of any of the following persons:
  - c) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares in the Company); or
  - d) any Associate of that person (or those persons).

However, for each of resolution 5 and 6, the entity need not disregard a vote if:

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

The Chairman intends to vote undirected proxies (where he has been appropriately authorised) in favour of this Resolution.

**By Order of the Board**



Andrew Metcalfe  
Company Secretary

4 October 2019

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## **VOTING INSTRUCTIONS**

### **Voting Entitlements**

It has been determined (in accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001 (Cth)) that for the purposes of the Meeting, the Company's shares will be taken to be held by the persons who are the registered Shareholders of the Company at 7.00pm (Melbourne time) on 10 November 2019. Accordingly, those persons are entitled to attend and vote (if not excluded) at the Meeting.

If you are not the registered holder of a relevant Share at that time, you will not be entitled to vote at the Meeting.

### **Corporate Representatives**

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.

### **How to Vote**

You may vote by attending the Meeting in person, by proxy or authorised representative. Registration will commence just prior to the Meeting. To vote in person, attend the Meeting on the date and at the place set out above.

### **Voting at the Meeting**

Ordinary resolutions require the support of at least 50% of the votes cast. Special resolutions require the support of at least 75% of the votes cast. All Resolutions to be tabled at the Meeting are ordinary resolutions. Resolution 6 is a special resolution.

Every question arising at this Meeting will be decided in the first instance by a show of hands. A poll may be demanded in accordance with the Company's Constitution.

On a show of hands, every Shareholder eligible to vote on the particular Resolution who is present in person or by proxy, representative or attorney, will have one vote. Upon a poll, every Shareholder eligible to vote on the particular Resolution who is present in person or by proxy, representative or attorney will have one vote for each Share held by that person.

### **Proxy Votes**

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware of the requirements under the Corporations Act, as they will apply to this meeting.

A member who is entitled to vote at the Meeting may appoint:

- (a) one proxy if the member is only entitled to one vote; or
- (b) one or two proxies if the member is entitled to more than one vote.

Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise half of the votes, in which case any fraction of votes will be disregarded.

A proxy need not be a member of the Company.

If you require an additional proxy form, the Company will supply it on request.

The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company, at least 48 hours before the time for holding the Meeting (i.e. by no later than 11.00am (AEDST) on 10 November 2019), at:

- (a) online: <https://www.votingonline.com.au/ccgagm2019>;
- (b) by mail: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia;
- (c) by fax: + 61 2 9290 9655; or
- (d) by hand: Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000 Australia

Proxies given by corporate Shareholders must be executed in accordance with their constitutions, or under the hand of a duly authorised attorney.

A proxy may decide whether to vote on any motion, 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.

If a Shareholder appoints the chairperson of the Meeting as the Shareholder's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that Shareholder, in favour of the item on a poll.

You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the Proxy Form

#### **Voting Intention of the Chair for all Resolutions**

Shareholders should be aware that any undirected proxies given to the Chair are intended to be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, subject to compliance with the Corporations Act. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

## **EXPLANATORY MEMORANDUM TO COMMSCHOICE GROUP LIMITED NOTICE OF 2019 ANNUAL GENERAL MEETING ('AGM')**

This Explanatory Memorandum forms part of this Notice of Meeting and has been prepared to provide Shareholders of the Company with sufficient information to consider the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company. The Annual General Meeting of the Company will be held on 12 November 2019 commencing at 11.00am (AEDST) at the offices of BDO, Level 11, 1 Margaret Street, Sydney NSW 2000, Australia.

The Directors recommend that Shareholders read this Explanatory Memorandum carefully and in its entirety before making any decision in relation to the Resolutions.

Certain terms and abbreviations used in this Explanatory Memorandum have defined meanings which are explained in the Glossary appearing at the end of this Explanatory Memorandum.

### **FINANCIAL STATEMENTS AND REPORT – YEAR ENDED 30 JUNE 2019**

The Corporations Act requires:

- the reports of the directors and auditors; and
- the annual financial report, including the financial statements of the Company,

for the financial year ended 30 June 2019, to be laid before the Annual General Meeting. Neither the Corporations Act nor the Constitution require a vote of Shareholders on the reports or statements. However, Shareholders as a whole will be given a reasonable opportunity to raise questions or comments on the management of the Company.

Also, a reasonable opportunity will be given to Shareholders as a whole at the AGM to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. Shareholders can access a copy of the annual report on the Company's website at <https://www.commschoice.com/about/investors>

### **RESOLUTIONS**

#### **Resolution 1: Non-Binding Resolution to adopt Remuneration Report**

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The Directors' report for the year ended 30 June 2019 contains a Remuneration Report which sets out the policy for the remuneration of the Directors and key executives of the Company. The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted be put to the Company's shareholders. However, section 250R (3) of the Corporations Act expressly provides that the vote on the Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any share-based compensation. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for a financial year.

A reasonable opportunity for discussion of, and comment on, the Remuneration Report will be provided by the Chairman at the Annual General Meeting.

#### **Voting consequences**

Should 25% or more of the votes cast on this Resolution (in person or by proxy) to approve the Remuneration Report be against approval of that report, then at the 2020 Annual General Meeting the resolution to approve next year's Remuneration Report must be approved by 75% or more of the votes cast to avoid a resolution being put to the 2020 Annual General Meeting to consider a spill of the Board.

At the 2018 Annual General Meeting, the Remuneration Report vote was undertaken by way of a poll. The results were 31,935,335 votes for (77.36%) and 9,347,191 votes against (22.64%), and therefore the resolution was carried.



**Resolution 2: Re-election of Director – Mr Grant Ellison**

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Pursuant to rule 63 of the Constitution, retiring director Grant Ellison, being eligible to do so, has offered himself for re-election. Mr Grant Ellison, a non-executive director of the Company, was appointed on 11 October 2017, prior to the Company's listing on ASX.

This Resolution seeks Shareholder approval of the re-election of Mr Grant Ellison.

**Profile of Mr Grant Ellison**

Mr Grant Ellison is a Non-Executive Director of CommsChoice Group.

Grant founded the service provider, CommsChoice Pty Ltd.

**Resolution 3: Election of Director – Claire Bibby**

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Pursuant to the Constitution, Claire Bibby who was appointed as a casual vacancy retires as a director and being eligible to do so has offered herself for re-election. Claire was appointed on 2 October 2019.

This Resolution seeks Shareholder approval for the election of Claire Bibby.

**Profile of Claire Bibby**

Claire Bibby (LLB (Hons), B Com, GAICD) is a Non-Executive Director of CommsChoice Group.

Claire is a highly experienced lawyer with over 25 years' experience as general counsel, Executive and Non-Executive Director with ASX, multinational, private and NFP organisations, spanning dispute resolution, corporate, commercial, property, insurance, financial services, fund management, finance, IP, IR and litigation. She is currently COO of Immediation an online dispute resolution (ODR) platform, is Chair and NED of My Property Circles and is an accomplished mentor & coach working with private and corporate clients.

Claire is a Member of the Audit, Risk and Governance Committee and Chair of the Remuneration & Nomination Committee.

The Board (excluding Claire Bibby, who abstains from making a recommendation) recommends supporting the election of Claire and recommends that Shareholders vote in favour of Resolution 3.

**Resolution 4: Appointment of Auditors**

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On 15 January 2019, in accordance with section 327A (1) of the Corporations Act, the Board appointed BDO East Coast Partnership as auditor of the Company.

Following the above appointment, and in accordance with section 327A (2) of the Corporations Act, BDO East Coast Partnership holds office as auditor of the Company until the Company's next annual general meeting, being the Meeting the subject of this Notice of Meeting. In accordance with section 327B(1)(a), the Company now seeks Shareholder approval for the ongoing appointment of BDO East Coast Partnership as auditor of the Company and its controlled entities.

In accordance with section 328B of the Corporations Act, a written notice nominating BDO East Coast Partnership as the Company's auditor was provided to the Company by Jennings Group Investments, a Shareholder of the Company.

BDO East Coast Partnership has provided to the Company, and has not withdrawn, its written consent to act as the Company's auditor in accordance with section 328A (1) of the Corporations Act.

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

**Resolution 5: Ratify a prior issue of shares**

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Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Shares (**Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

*Technical information required by ASX Listing Rule 7.4*

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- a) a total of 4,095,818 Shares were issued, being
  - i. 2,567,156 Shares issued under LR7.1; and
  - ii. 1,528,662 Shares issued under LR7.1A
- b) the issue price was \$0.04 per Share;
- c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- d) the Shares were issued to former employees of the Company; and
- e) no funds were raised from this issue of shares as the issue was in lieu of a settlement agreement following termination of employment from the Company.

The Board unanimously recommends that Shareholders vote in favour of Resolution 5.

**Resolution 6: Approval of Additional 10% Placement Capacity**

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The Company seeks Shareholder approval to permit the Company to issue an additional 10% of its issued capital over a 12-month period in accordance with ASX Listing Rule 7.1A (**Additional Placement Capacity**).

ASX Listing Rule 7.1 permits the Company to issue a maximum of 15% of its capital in any 12-month period without requiring shareholder approval. Under ASX Listing Rule 7.1A, eligible entities (companies that are outside the S&P/ASX 300 Index and have a market capitalisation of \$300 million or less) can issue a further 10% of share capital in 12 months on a non-pro rata basis subject to the company obtaining shareholder approval.

Securities issued under the Additional Placement Capacity must be in the same class as an existing quoted class of securities of the Company. As at the date of this Notice the Company has one class of quoted securities on issue, being the Shares (ASX Code: CCG).

The Company is an eligible entity as at the date of this Notice of Meeting. The number of Shares that may be issued (if Shareholder approval is obtained at the Annual General Meeting) will be determined in accordance with the following formula prescribed in ASX Listing Rule 7.1A.2:

**(A x D) – E**

where:

- A** is the number of fully paid shares on issue 12 months before the date of issue or agreement:
- (a) *plus*, the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
  - (b) *plus*, the number of partly paid shares that became fully paid in the 12 months;
  - (c) *plus*, the number of fully paid shares issued in the 12 months with approval of holders of Shares under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% capacity pursuant to ASX Listing Rule 7.1 without shareholder approval; and
  - (d) *less* the number of fully paid shares cancelled in the 12 months.
- D** is 10%.
- E** is the number of equity securities issued or agreed to be issued under Listing Rules 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under ASX Listing Rule 7.1 or 7.4.



**Securities issued under LR7.1A**

*Technical information required by ASX Listing Rule 7.3A*

Following shareholder approval at the 2018 Annual General Meeting held on 19 November 2018 to issue an additional 10% of its issued capital over a 12-month period in accordance with ASX Listing Rule 7.1A, the following information is provided in relation to the Listing Rule 7.3A:

- a) a total of 1,528,662 Shares issued under LR7.1A
- b) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- c) the issue price was \$0.04 per Share which was no less than 75% of the volume weighted average price for the Shares calculated over the 15 trading days on which trades in that class, calculated as follows:
  - 15-day VWAP: 4.92c
  - 75% value: 3.69c
  - Source: Commsec Securities
- d) the Shares were issued to a former employee of the Company; and
- e) no funds were raised from this issue of shares as the issue was in lieu of a settlement agreement following termination of employment from the Company.

**Required Information**

In compliance with ASX Listing Rule 7.3A, the Company provides the following information:

<p><b>Minimum price at which equity securities may be issued</b></p>	<p>The issue price of each Share must be no less than 75% of the volume weighted average price for the Shares calculated over the 15 trading days on which trades in that class where recorded immediately before:</p> <ul style="list-style-type: none"> <li>• the date on which the price, at which the securities are to be issued, is agreed; or</li> <li>• if the securities are not issued within five trading days of the date referred to above, the date on which the securities are issued.</li> </ul>
<p><b>Risk of economic and voting dilution</b></p>	<p>An issue of Shares under ASX Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:</p> <ul style="list-style-type: none"> <li>• the market price for Shares may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and</li> <li>• the equity securities may be issued at a price that is at a discount to the market price for the Shares on the issue date.</li> </ul> <p>Under ASX Listing Rule 7.3A.2, a table describing the notional possible dilution, based upon various assumptions as stated, is set out below.</p>
<p><b>Date by which the securities will be issued</b></p>	<p>The period commencing on the date of the Annual General Meeting (to which this Notice relates) at which approval is obtained and expiring on the first to occur of the following:</p> <ul style="list-style-type: none"> <li>• the date which is 12 months after the date of the annual general meeting at which approval is obtained; and</li> <li>• the date of the approval by holders of the Company's ordinary securities of a transaction under ASX Listing Rules 11.1.2 or 11.2.</li> </ul> <p>The approval under ASX Listing Rule 7.1A will cease to be valid if holders of the Company's ordinary securities approve a transaction under ASX Listing Rules 11.1.2 or 11.2.</p>

<p><b>Purposes for which the equity securities may be issued, including whether the Company may issue them for non-cash consideration</b></p>	<p>It is the Board's current intention that any funds raised under an issue of equity securities will be used for general working capital requirements and to increase resources available to pursue major clients and partnerships.</p> <p>The Company reserves the right to issue Shares for non-cash consideration, including for payment of further acquisitions, service or consultancy fees and costs.</p> <p>If securities are issued for non-cash consideration, the Company will comply with the minimum issue price limitation under ASX Listing Rule 7.1A.3 in relation to such issue and will release the valuation of the non-cash consideration to the market.]</p>
<p><b>Details of CCG's allocation policy for issues under approval</b></p>	<p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to ASX Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to factors including but not limited to the following:</p> <ul style="list-style-type: none"> <li>• the prevailing market conditions at the time of the issue;</li> <li>• the purpose of the issue;</li> <li>• the ability of the Company to raise funds at the time of the proposed issue and whether the raising of any funds under such placement could be carried out by alternative means such as an entitlement offer, a placement and another offer where existing Shareholders may participate;</li> <li>• the dilutionary effect of the proposed issue of the securities on existing Shareholders at the time of the proposed issue;</li> <li>• the effect of the issue on the control of the Company;</li> <li>• the circumstances of the Company, including, but not limited to the financial situation and solvency of the Company; and</li> <li>• advice from its professional advisers, including corporate, financial and broking advisers (if applicable).</li> </ul> <p>The allottees under the ASX Listing Rule 7.1A facility have not been determined as at the date of this Notice of Meeting but may existing substantial shareholders and new shareholders who are not related parties or associates of a related party of the Company. Further, if the Company is successful in acquiring new assets, subsidiaries or investments, it is likely that the allottees under the ASX Listing Rule 7.1A facility will be or include the vendors of the new assets or investments.</p>
<p><b>Previous approvals under ASX Listing Rule 7.1A</b></p>	<p>The Company has previously requested approval from Shareholders under ASX Listing Rule 7.1A at the Annual General Meeting held on 19 November 2018.</p>
<p><b>Equity Securities on issue as at 11 October 2019</b></p>	<p>184,676,860 Shares</p>

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of ordinary securities for variable "A" calculated under the formula in ASX Listing Rule 7.1A (2) as at the date of this Notice of Meeting.

The table shows two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro rata entitlement issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future meeting of shareholders.

The table also shows two examples where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market (issue) price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.03 50% decrease in Issue Price	\$0.06 Issue Price	\$0.12 100% increase in Issue Price
<b>Current Variable A*</b>	10% voting dilution	18,467,686	18,467,686	18,467,686
<b>184,676,860 Shares</b>	Funds raised	\$554,031	\$1,108,061	\$2,216,122
<b>50% increase in current Variable A*</b>	10% voting dilution	27,701,529	27,701,529	27,701,529
<b>277,015,290 Shares</b>	Funds raised	\$831,046	\$1,662,092	\$3,324,183
<b>100% increase in current Variable A*</b>	10% voting dilution	36,935,372	36,935,372	36,935,372
<b>369,353,720 Shares</b>	Funds raised	\$1,108,061	\$2,216,122	\$4,432,245

\*Note: Current Variable A refers to the calculation required by Listing Rule 7.1A.2.

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Shares available under the 10% ASX Listing Rule 7.1A approval.
- (ii) No Options are exercised to convert into Shares before the date of the issue of the Shares available under ASX Listing Rule 7.1A.
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. Therefore, the voting dilution is shown in each example as 10%.
- (iv) The table does not show an example of dilution that may be caused to a particular shareholder by reason of any Share issue under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the meeting.
- (v) The table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
- (vi) The issue of securities under ASX Listing Rule 7.1A consists only of Shares.
- (vii) The issue price is \$0.06, being the closing price of the shares on ASX on 10 October 2019.

#### Board Recommendation

Resolution 6 is a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) in order to be passed.

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

## GLOSSARY

<b>ASIC</b>	means the Australian Securities and Investments Commission.
<b>ASX</b>	means ASX Limited or its financial market, the Australian Securities Exchange, as the context requires.
<b>ASX Listing Rules</b>	means the listing rules of ASX as they are amended from time to time.
<b>Board</b>	means the board of directors of CCG from time to time.
<b>Company or CCG</b>	means CommsChoice Group Limited ACN 619 196 539.
<b>Constitution</b>	means the Company's constitution.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Directors</b>	means the directors of the Company.
<b>Explanatory Memorandum</b>	means the explanatory notes to the Resolutions that forms part of the Notice of Meeting.
<b>Meeting</b>	means the annual general meeting of Shareholders called by the Notice of Meeting.
<b>Notice or Notice of Meeting or Notice of Annual General Meeting</b>	means this notice of annual general meeting and explanatory memorandum.
<b>Proxy Form</b>	means the proxy form accompanying the Notice.
<b>Remuneration Report</b>	means the remuneration report set out in the Company's 2019 Annual Report.
<b>Resolutions</b>	means the resolutions set out in the Notice.
<b>Share</b>	means a fully paid ordinary share in the capital of CCG.
<b>Shareholder</b>	means a holder of one or more Shares.

**All Correspondence to:**

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDST) on Sunday 10 November 2019.**

### TO VOTE ONLINE

**STEP 1: VISIT** <https://www.votingonline.com.au/ccgagm2019>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**

### BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark 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 securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

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

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDST) on Sunday, 10 November 2019.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Proxy forms may be lodged using the enclosed Reply Paid Envelope or:**

💻 **Online** <https://www.votingonline.com.au/ccgagm2019>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **CommsChoice Group Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

**OR** if you are **NOT** appointing the Chair 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 below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Offices of BDO, Level 11, 1 Margaret Street, Sydney NSW 2000 on Tuesday, 12 November, 2019 at 11:00 am (AEDST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**STEP 2 VOTING DIRECTIONS**

\* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To re-elect Mr Grant Ellison as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To elect Ms Claire Bibby as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Appointment of BDO East Coast Partnership as auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratify a prior issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of additional 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2019