



Vertua Limited
ABN 52 108 076 295

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY STATEMENT

DATE AND TIME OF MEETING:

16 November 2012 at 2:30pm (AEDT)

VENUE OF MEETING:

Whittens Lawyers
Level 5, 137-139 Bathurst 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.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Vertua Limited (ACN 108 076 295) (**the Company**) will be held on 16 November 2012 at 2.30pm (AEDT) at the offices of Whittens Lawyers, Level 5, 137-139 Bathurst 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.

Please refer to section 4 of the Explanatory Statement accompanying this Notice for a glossary of terms and abbreviations used in this Notice and the Explanatory Statement. Unless otherwise stated, all references to sums of money, '\$' and 'dollars' are references to Australian currency.

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 2012 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 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 and for all other purposes, the Company adopts the Remuneration Report for the year ended 30 June 2012 as contained in the Annual Report of the Company for the year ended 30 June 2012."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by the Directors of the Company or any associate of the Directors of the Company.

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

Note: in accordance with section 250R of the Corporations Act, the vote on this resolution **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: Re-Election of Director – Mr Howard Woolcott

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That Mr Howard Woolcott, who retires by rotation in accordance with clause 12.9 of the constitution of the Company, and being eligible, offers himself for re-election as a Director, be re-elected as a Director of the Company effective immediately upon the close of this meeting.”

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 'Andrew Whitten', with a stylized, flowing script.

Andrew Whitten
Company Secretary

Dated: 27 September 2012

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 5.00pm (AEDT) on 14 November 2012 (**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 that 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.

Appointment of Proxy

- (a) A Proxy Form in the form required by the Corporations Act accompanies this Notice.
- (b) A Shareholder entitled to attend and vote at the Meeting has the right to appoint a proxy.
- (c) A proxy need not be a Shareholder of the Company.
- (d) Where more than one proxy is appointed by a Shareholder who is entitled to do so, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights.
- (e) To be valid forms of proxy, the proxy form must be received by the share registry of the Company, Link Market Services, by no later than 2.30pm (AEDT) on 14 November 2012 (48 hours prior to the Meeting).

The proxy form can be sent to Link Market Services:

By Post: Locked Bag A14
 Sydney South NSW 1235
 Australia

By Facsimile: +61 2 9287 0309

Enquiries

All enquiries in relation to the contents of the Notice or the Explanatory Statement should be directed to the Company Secretary, Mr Andrew Whitten on (02) 8072 1400.

A handwritten signature in black ink, appearing to read 'Andrew Whitten', with a stylized, sweeping flourish at the end.

Andrew Whitten
Company Secretary

EXPLANATORY STATEMENT

IMPORTANT INFORMATION

This Explanatory Statement has been prepared for the information of Shareholders of Vertua Limited (ACN 108 076 295) (**the Company**) in connection with the Resolutions to be considered at the Annual General Meeting of Shareholders to be held at the offices of Whittens Lawyers on 16 November 2012 at 2.30pm (AEDT) at Level 5, 137-139 Bathurst Street, Sydney NSW 2000 (**the Meeting**).

This Explanatory Statement has been prepared for the Shareholders of the Company pursuant to NSX Listing Rule 6.48 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 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 2012 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 4 of this Explanatory Statement for a glossary of terms and abbreviations used in the Notice and Explanatory Statement. Unless otherwise stated, all references to sums of money, '\$' and 'dollars' are references to Australian currency.

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 2012 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 Company for the year ended 30 June 2012 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 2012.

In addition, in accordance with section 250T of the Corporations Act, a representative of the Company's auditor, Grant Thornton Audit Pty Ltd (ACN 130 913 594) (**the Auditor**), will be in attendance to respond to any questions raised in relation to the Auditor or the Auditor's Report.

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

- the conduct of the audit;
- the independence of the Auditor 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 the Auditor in relation to the above items. Any written questions to the Auditor must be submitted to the Company by no later than 5:00pm on 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 2012.

The vote on this resolution is advisory only and does not bind the Directors or the Company. However, a reasonable opportunity will be provided at the Meeting for the Shareholders to ask questions about, or make comments in relation to, the Remuneration Report.

Furthermore, given the requirements of Division 9 of Part 2G.2 of the Corporations Act, the Directors will take into account the discussion of this Resolutions and the outcome of this vote when considering future remuneration arrangements of the Company.

2.2 Corporations Act Requirements

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 2012.

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, the Directors will take into account the discussion on this item and the outcome of this vote when considering future remuneration arrangements of the Company, particularly in light of the obligations of the Directors pursuant to Division 9 of Part 2G.2 of the Corporations Act.

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

Furthermore, under changes to the Corporations Act with the introduction of Division 9 of Part 2G.2, if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Meeting, the Company will be required to put to Shareholders at the Company's 2013 Annual General Meeting a resolution (**Spill Resolution**) proposing the calling of another general meeting (**Spill Meeting**) to consider the appointment of Directors of the Company. However, the Spill Resolution will only be put to the vote at the Company's 2013 Annual General Meeting if at least 25% of votes are also against the adoption of the 2013 Remuneration Report at the 2013 Annual General Meeting.

If the Spill Resolution is put to the vote at the Company's 2013 Annual General Meeting, and more than 50% of Shareholders vote in favour of the Spill Resolution, the Company is required to convene the Spill Meeting within 90 days of the Company's 2013 Annual General Meeting. All of the Directors who were in office when the Company's 2013 Directors' Report was approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting, those persons whose election or re-election as Directors is approved will be the Directors of the Company.

2.3 Professional Advice

If you have any doubt or do not understand this resolution it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

3 RESOLUTION 2: RE-ELECTION OF DIRECTOR – MR HOWARD WOOLCOTT

3.1 Shareholder Approval

In accordance with the requirements of clause 12.9 of the constitution of the Company, Mr Howard Woolcott is retiring as a Director of the Company by rotation, and seeks re-election as a Director.

3.2 Company Constitution Requirements

Clause 12.9 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 12.9 of the constitution of the Company requires that the Directors who retire pursuant to the clause are those that have held office the longest since last being elected or appointed.

3.3 Board Recommendation

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

3.4 Professional Advice

If you have any doubt or do not understand this resolution it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

4 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
The Company	Vertua Limited (ACN 108 076 295) of Level 5, 137-139 Bathurst Street, Sydney NSW 2000
The Corporations Act	The Corporations Act 2001 (Commonwealth) as amended or replaced from time to time
The Corporations Regulations 2001 (Cth)	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	5.00pm (AEDT) on 14 November 2012
The Explanatory Statement	The Explanatory Statement accompanying the Notice
Grant Thornton (Brisbane) or the Auditor	Grant Thornton Audit Pty Ltd (ACN 130 913 594) of Ground Floor, Grant Thornton House, King George Square, 102 Adelaide Street, Brisbane, Queensland
The Notice	The notice convening the Annual General Meeting of Shareholders of the Company for the year ended 30 June 2012
The NSX	National Stock Exchange of Australia Limited (ACN 000 902 063) and the financial market of which it operates of Level 2, 117 Scott Street, Newcastle, NSW 2300
The NSX Listing Rules	The official listing rules of NSX and any other rules of NSX which are applicable while the Company is admitted to the official list of NSX, each as amended or replaced from time to time, except to the extent of any express written waiver by NSX
The Meeting	The Annual General Meeting of the Company to be held on 16 November 2012 at 2.30pm (AEDT) at the offices of Whittens Lawyers, Level 5, 137-139 Bathurst Street, Sydney NSW 2000
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 the Entitlement Time
Resolutions	The resolutions set out in the Notice and Explanatory Statement
Spill Resolution	The resolution required by the Corporations Act to be put to Shareholders at the 2013 Annual General Meeting of the Company proposing the calling of the Spill Meeting to consider the appointment of Directors of the Company.
Spill Meeting	The general meeting of Shareholders required to be convened by the Company within 90 days of the Company's 2013 Annual General Meeting pursuant to the Corporations Act following the approval of the Spill Resolution by more than 50% of Shareholders.



Vertua Limited

ABN 52 108 076 295

LODGE YOUR VOTE



By mail:

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



By fax: +61 2 9287 0309



All enquiries to: Telephone: (02) 8280 7454



X99999999999

SHAREHOLDER VOTING FORM

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

STEP 1

APPOINT A PROXY

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**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 shareholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at **2:30pm on Friday, 16 November 2012, at the offices of Whittens Lawyers, Level 5, 137 - 139 Bathurst Street, Sydney NSW** and at any adjournment or postponement of the meeting. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than **48 hours** before the meeting.

Please read the voting instructions overleaf before marking any boxes with an **X**

STEP 2

VOTING DIRECTIONS

Resolution 1

Remuneration Report

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Resolution 2

Re-election of Director - Mr Howard Woolcott

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i * 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.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

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

VER PRX201R



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

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

Appointment of 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 appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

Votes on Items of Business - Proxy Appointment

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

Signing Instructions

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

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

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

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

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

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

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 **2:30pm on Wednesday, 14 November 2012**, 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:



by mail:

Vertua 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.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.