CML Group

CML Group Payroll & Finance

ACN 098 952 277

⊢ 000001 000 CGR
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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

Proxy Form

For your vote to be effective it must be received by 4:00pm (Sydney time) on Saturday, 23 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 your securityholder information, 24 hours a day, 7 days a week:
www.investorcentre.com

☑ **Review your securityholding** ☑ **Update your securityholding**	***Your secure access information is:*** **SRN/HIN: I9999999999** **PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
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☐ **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 I ND

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 Careers Multilist 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 Careers MultiList Limited to be held at the Kirribilli Club, 11 Harbourview Crescent, Lavender Bay NSW 2060 on Monday, 25 November 2013 beginning at 4:00pm and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 1** (except where I/we have indicated a different voting intention below) even though **Item 1** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: 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 **Item 1** by marking the appropriate box in step 2 below.

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.

ORDINARY BUSINESS		For	Against	Abstain
1	That the Remuneration Report for the year ended 30 June 2013 be adopted	☐	☐	☐
2	That Ian Winlaw be re-elected as a Director of the Company	☐	☐	☐
3	That Sue Healy be re-elected as a Director of the Company	☐	☐	☐

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	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name ____________________ Contact Daytime Telephone ____________________ Date ___ / ___ / ___

CareersMultiList

NOTICE OF ANNUAL GENERAL MEETING

and Explanatory Memorandum to shareholders

Careers MultiList Limited
ABN: 88 098 952 277

Please read the Notice of Annual General Meeting and Explanatory Memorandum carefully

If you are unable to attend the meeting, please complete and return the enclosed Proxy Form in accordance with the instructions provided.

CareersMultiList

Dear Fellow Shareholder

Please try and attend the AGM of Careers MultiList as it is your chance to ask questions on the Company and its activities this year. It will be held at the Kirribilli Club, 11 Harbourview Crescent, Lavender Bay NSW 2060 on Monday 25th November 2013 beginning at 4:00pm.

Regards

Ian Winlaw
Chairman
15th October 2013

CareersMultiList

Careers MultiList Limited
ABN: 88 098 952 277
Notice of Annual General Meeting

Notice is hereby given that the 2013 Annual General Meeting (AGM) of Careers MultiList Limited will be held at the Kirribilli Club,11 Harbourview Crescent, Lavender Bay NSW 2060 on Monday 25th November 2012 beginning at 4:00pm.

If you are unable to attend the AGM, we encourage you to complete and return the enclosed Proxy Form. Proxies (and any power of attorney or other authority under which the proxy is signed) must be received by the Company, at the address or at the facsimile number specified below no later than 4.00pm Sydney time on Saturday 23rd November 2013. Proxy Forms must be posted to the Company's registry, Computershare Investor Services Pty Limited, at GPO Box 242, Melbourne, Victoria 3001 or sent by facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Ordinary business

Receipt of financial report
To receive and consider the annual financial report of the Company for the year ended 30 June 2013, the accompanying Directors' Report and Auditors' Report.

Resolution 1: Remuneration Report
To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2013 be adopted."

Note: the vote on this resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out on pages 10 to 13 of the Company's 2013 Financial Report, available on the company's website www.careersmultilist.com.au

Resolution 2: Re-election of Ian Winlaw

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

"That Ian Winlaw be re-elected as a Director of the Company, effective from the close of the meeting."

Mr Winlaw retires by rotation, and being eligible, offers himself for re-election.

Resolution 3: Re-election of Director

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

Ms Healy was appointed to the board in November 2012, retires as a casual vacancy and offers herself for re-election.

"That Sue Healy be re-elected as a Director of the Company, effective from the close of the meeting."

Ms Healy being eligible, offers herself for election.

Under the Company's constitution, one third of the directors (with the exception of the Managing Director) retire every year. There are four non-executive directors to whom this provision applies.

Other business
To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act 2001.

CareersMultiList

Explanatory Memorandum
Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of AGM.

Entitlement to vote
It has been determined that, in accordance with Corporations Regulation 7.11.37, for the purposes of the AGM, shares will be taken to be held by the persons who are registered holders at 7pm Sydney time on Saturday 23rd November 2013. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Voting restrictions
The laws that apply to voting on resolutions relating to the remuneration of key management personnel (as disclosed in the Remuneration Report) have changed. Certain categories of persons (including Directors and the Chairman of the meeting) are now prohibited from voting on such resolutions, including as proxy in some circumstances.

To ensure that your vote counts, please read the guidance on voting restrictions and proxy appointment set out below.

The Corporations Act provides that no member of the key management personnel or their closely related parties may vote on a resolution on the Remuneration Report (**Resolution 1**).

These restrictions apply in relation to votes cast by or on behalf of any of the persons specified above. However, the restrictions will not apply where votes are cast:

(a) by any of the persons mentioned above as proxy for a person who is permitted to vote if the vote is cast in accordance with the directions on the Proxy Form; or

(b) by the Chairman of the meeting as a proxy for a person who is permitted to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Proxies
As noted above, certain categories of persons (including Directors and the Chairman of the meeting) are now prohibited from voting on resolutions relating to the remuneration of key management personnel, including as proxy in some circumstances.

If you are appointing a proxy, to ensure that your vote counts, please read the following and the instructions on the Proxy Form carefully.

If you appoint the Chairman of the meeting as your proxy, you should note that the Chairman of the meeting is a member of the key management personnel and may only exercise your vote on the resolution on the Remuneration Report (Resolution 1), if you direct him how to vote, or mark the appropriate box in Step 1 on the Proxy Form.

If you appoint a member of the key management personnel of the Company other than the Chairman of the meeting (which includes the Directors) or a closely related party of such a member as your proxy you must direct him/her how to vote on resolution on the Remuneration Report (Resolution 1) – otherwise they are not permitted to vote undirected proxies on the resolution and your votes will not be counted in calculating the required majority if a poll is called.

The Chairman of the meeting intends to vote all available proxies in favour of all resolutions.

Shareholders are advised that:

(a) each shareholder entitled to attend and vote at the AGM has a right to appoint a proxy to attend and vote instead of the shareholder;

(b) the proxy need not be a shareholder of the Company and may be an individual or body corporate;

(c) a shareholder who is entitled to cast two or more votes may appoint not more than two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes;

(d) a shareholder may specify the way in which the proxy is to vote on the resolution or may allow the proxy to vote at his or her discretion; and

(e) if a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

  i) appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act 2001 (Cth); and

  ii) provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

CareersMultiList

A Proxy Form accompanies this Notice of AGM and, to be effective, must be received at the Company's share registry, Computershare Investor Services:

Postal address:
GPO Box 242, Melbourne, Victoria 3001

Facsimile number:
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

Proxies (and any power of attorney or other authority under which the proxy is signed) must be received by the Company, at the address or at the facsimile number specified below no later than 4.00pm Sydney time on Saturday 23rd November 2013.

By order of the Board

Ralph Stonell
Company Secretary
15th October 2013

CareersMultiList

Careers MultiList Limited
ABN: 88 098 952 277
Explanatory Memorandum to shareholders

Explanatory Memorandum

This Explanatory Memorandum has been prepared to provide the shareholders of the Company with material information to enable them to make an informed decision on the business to be conducted at the forthcoming AGM of the Company to be held on Monday 25th November 2013 at 4:00pm.

This Explanatory Memorandum is an important document. Please read it carefully.

Ordinary business

Annual financial report

The Corporations Act 2001 (Cth) (Corporations Act) requires that:

a) the annual financial report for the year ended 30 June 2013; and
b) the reports of the Directors and auditors,

be laid before the AGM. Neither the Corporations Act nor the Constitution requires a vote of the shareholders on these reports. However, shareholders will be given reasonable opportunity to raise questions and comment on the reports and management of the Company at the AGM.

Shareholders will also be given reasonable opportunity at the AGM to ask the Company's auditor for the 2013 financial year, Pitcher Partners, 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.

Resolution 1: Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report.

The Remuneration Report is set out on pages 10 to 13 of the Company's 2013 Financial Report, available on the company's website www.careersmultilist.com.au

Shareholders will be given reasonable opportunity for discussion of the Remuneration Report at the AGM. The shareholder vote on this resolution is advisory only and does not bind the Company or its Directors. The Remuneration Committee will, however, take into account the discussion on this resolution and the outcome of the vote when considering the Company's future remuneration arrangements.

The Board recommends that shareholders vote in favour of the resolution.

Resolution 2: Re-election of Ian Winlaw

Ian Winlaw has been a Director and Chairman of the Company since November 2009. His current responsibilities include a member of the Audit Committee and membership of the Nomination and Remuneration Committee.

With a strong background in finance and accounting Ian has brought impressive commercial disciplines to the board, with over 40 years' of experience in consulting to or participating on the boards of numerous Australian companies involved in a variety of industries.

The Company has benefitted enormously from Ian's input into the business on many levels.

The Board (excluding Ian Winlaw who is abstaining because of his interest) recommends unanimously that shareholders vote in favour of the re-election of Ian Winlaw as a Director and Chairman of the Company.

CareersMultiList

Resolution 3: Re-election of a Director	
Sue Healy has been a Director of the Company since November 2012. Her current responsibilities include Chairperson of the Audit Committee and membership of the Nomination and Remuneration Committee. Sue is an active leader within the recruitment industry, including being owner and managing Director of Staff & Exec Pty Limited and HR Partners Pty Limited for 19 years. Sue has also held senior executive positions within The Skilled Group Limited and Chandler MacLeod Group Limited. Sue's strategic and industry insights since being elected onto the board of Directors has significantly benefited the company. **The Board (excluding Sue Healy who is abstaining because of her interest) recommends unanimously that shareholders vote in favour of re-electing Sue Healy as a Director of the Company.**	