

FREELANCER LIMITED

ACN 141 959 042

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of members of Freelancer Limited (**Company**) for 2015 will be held at Hall Chadwick, Chartered Accountants, Level 40, 2 Park Street, Sydney, NSW, 2000 on Thursday, 7 May 2015 at 9am (Sydney time).

AGENDA

Ordinary Business

Financial Statements and Reports

To consider the financial statements of the Company for the year ended 31 December 2014 together with the Directors' Declaration, the Directors' Report, the Remuneration Report and the Independent Auditor's Report.

Neither the Corporations Act 2001 nor the Company's constitution requires shareholders to vote on such reports. However, shareholders may raise questions about the reports at the meeting.

1. Resolution 1 – Non-Binding Resolution to adopt Remuneration Report

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

"That the Remuneration Report as contained in the Directors' Report of the Company for the financial year ended 31 December 2014 be adopted."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

Voting Exclusion:

The Company will, in accordance with section 250R of the Corporations Act 2001, disregard any votes cast on Resolution 1 by or on behalf of a member of the key management personnel of the Company details of whose remuneration are included in the Remuneration Report or a closely related party of such a member (referred to as an **Excluded Person**).

However, an Excluded Person may cast a vote provided the vote is not cast on behalf of an Excluded Person and either:

- (a) the Excluded Person votes as a proxy by writing that specifies how the person is to vote on Resolution 1; or
- (b) the Excluded Person is the Chair of the meeting by proxy and the appointment does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting.

2. Resolution 2 – Re-election of Simon Clausen as a Director

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

"That, Simon Clausen who is required to retire under the Company's Constitution and, who being eligible offers himself for re-election, is re-elected as a Director of the Company."

By order of the Board



Neil Katz

Company Secretary

2 April 2015

FREELANCER LIMITED

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Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of the shareholders of the Company in connection with the business to be conducted at the Annual General Meeting (AGM) to be held Hall Chadwick, Chartered Accountants, Level 40, 2 Park Street, Sydney, NSW, 2000 on Thursday 7 May 2015 at 9am (Sydney time).

The purpose of this Explanatory Memorandum is to provide information that the Directors believe to be material to shareholders in deciding whether or not to pass the Resolutions in this Notice of AGM.

Your Vote is Important

The business of the AGM affects your shareholding and your vote is important.

Voting in Person

To vote in person, attend the AGM on the date and at the place set out above.

Proxy Voting and Undirected Proxies

Members may appoint a proxy to attend the meeting and vote on their behalf. To vote by proxy, please complete and sign the enclosed Proxy Form and return by one of the following methods:

(a) online:

www.votingonline.com.au/freelanceraqm2015

(b) by fax: + 61 2 9290 9655

(c) by mail: Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

(d) in person: Level 7, 207 Kent Street
Sydney NSW 2000 Australia

so that it is received not later than 9am (Sydney time) on 5 May 2015.

Proxy Forms received later than this time will be invalid.

Financial Statements and Reports

In accordance with the Constitution, the business of the AGM will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2014 together with the Directors' Declaration, the Directors' Report, the Remuneration Report and the Independent Auditor's Report.

Resolution 1 – Adoption of Remuneration Report

The Remuneration Report as set out on pages 31 to 34 of the 2014 Annual Report of the Company must be put to the vote

for its adoption in accordance with section 250R(2) of the Corporations Act. The vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report for the financial year ending 31 December 2014.

Shareholders will be given a reasonable opportunity at the AGM to ask questions about, or make comments on, the Remuneration Report.

Directors' Recommendation

Acknowledging that each Director has a personal interest in his or her own remuneration as described in the Remuneration Report, the Directors recommend that shareholders vote in favour of Resolution 1.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting.

Resolution 2 – Re-election of Simon Clausen as a Director

Pursuant to Clause 6.7 of the Company's Constitution, Simon Clausen, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

The biography of Simon Clausen is set out below.

- Founding investor and Non-Executive Director of the Company
- Extensive experience in operating and investing in high growth technology businesses in both Australia and the United States. Previously founded and was CEO of WinGuides, which later became PC Tools and was acquired by Symantec Corporation in October 2008.
- Currently the sole director of Startive Ventures, a specialised technology venture fund that actively maintains investments in a number of companies globally. Other directorships include LatAm Autos Limited since 2014.
- Relevant interest in 179,486,957 fully paid ordinary shares as at 27 March 2015, including a relevant interest in 7,427,833 fully paid ordinary shares by virtue of having a voting power of over 20% in the Company, which has a relevant interest as a result of trading restrictions over shares issued under the Employee Share Plan.
- Beneficial interest in 172,059,124 fully paid ordinary shares (representing 39.3% of issued capital) as at 27 March 2015.
- Member of the Nomination and Remuneration Committee and the Audit Committee.

Directors' Recommendation

The Directors (with Simon Clausen abstaining) recommend that shareholders vote in favour of Resolution 2.



All Correspondence to:

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

Level 7, 207 Kent Street,
Sydney NSW 2000 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 9:00am (Sydney time) on Tuesday 5 May 2015.**

🖥 TO VOTE ONLINE

STEP 1: VISIT www.votingonline.com.au/freelanceragm2015

STEP 2: Enter your holding/investment type:

STEP 3: Enter your Reference Number:

STEP 4: Enter your VAC:

PLEASE NOTE: For security reasons it is important you keep the above information confidential.

📱 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 security holder 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 **9:00am (Sydney time) on Tuesday 5 May 2015**. 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** www.votingonline.com.au/freelanceragm2015

📠 **By Fax** + 61 2 9290 9655

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

👤 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

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

Freelancer Limited

ACN: 141 959 042

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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 **Freelancer Limited** (Company) and entitled to attend and vote hereby appoint:

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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 shareholder) 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 **Hall Chadwick, Chartered Accountants, Level 40, 2 Park Street, Sydney, NSW, 2000 on Thursday, 7 May 2015, at 9am (Sydney time)** 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 Resolution 1, even though Resolution 1 is connected with the remuneration of a member of the key management personnel of Freelancer Limited.

At the date of the notice of the Annual General Meeting, the Chair of the Meeting intends to vote all undirected proxies in favour of all Items of business (including Resolution 1). In exceptional circumstances, the Chair of the Meeting's intentions with respect to voting undirected proxies may change. 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	☐	☐	☐
Resolution 2	To re-elect Mr Simon Clausen as a Director	☐	☐	☐

STEP 3 SIGNATURE OF SHAREHOLDERS

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 / / 2015