

Notice of Annual General Meeting

The Annual General Meeting of Tag Pacific Limited ABN 73 009 485 625 will be held at the Hilton Sydney, 488 George Street, Sydney, Australia on Monday 30 November 2015 at 11:30am.

Items of business

Discussion of financial statements and reports

- 1 To discuss the Company's financial statements and reports for the year ended 30 June 2015.

Remuneration report

- 2 To adopt the remuneration report for the year ended 30 June 2015.

Re-election of directors

→ 3.1 Re-election of Robert Constable

To consider and, if thought fit, pass the following resolution as an ordinary resolution:
"That Robert Constable, a director of the Company who retires by rotation in accordance with the provisions of the constitution, being eligible, is re-elected as a director of the Company."

→ 3.2 Re-election of Peter Wise

To consider and, if thought fit, pass the following resolution as an ordinary resolution:
"That Peter Wise, a director of the Company who retires by rotation in accordance with the provisions of the constitution, being eligible, is re-elected as a director of the Company."

Additional information

This notice of meeting is accompanied by an Explanatory Statement which provides an explanation of the business of the meeting, including the proposed resolutions.

Voting entitlement

The board of directors of Tag Pacific Limited has determined in accordance with regulation 7.11.37 of the Corporations Regulations that for the purpose of voting at the Annual General Meeting, shares will be taken to be held by those who hold them at 11:30am (Sydney time) on Saturday 28 November 2015. This means that if you are not the registered holder of a relevant share at the time, you will not be entitled to vote in respect of that share.

Voting by proxy

Each shareholder who is entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on behalf of that shareholder. The proxy need not be a shareholder. Please note that a proxyholder cannot vote on a show of hands but can speak at the meeting and can vote on a poll.

A shareholder who is entitled to cast two or more votes may appoint one or two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If a shareholder appoints two proxies and the appointment does not specify the proportion, or number, of shareholder's votes, each proxy may exercise half the votes (disregarding fractions). Neither proxy may vote on a show of hands.

In the event that a shareholder appoints a proxy and specifies the way the proxy is to vote on a particular resolution:

→ where the proxy is not the Chairman:

- (a) the proxy need not vote on a poll but if the proxy does so then the proxy must vote the way that the shareholder specifies; and
- (b) if a poll is demanded and the proxy does not attend or vote, then the Chairman is taken to have been appointed as the proxy; and

→ where the Chairman is the proxy (including where the Chairman is taken to have been appointed the proxy as set out above) the proxy must vote on a poll and must vote the way that the shareholder specifies.

A proxy appointment form is enclosed with this Notice. For the appointment of a proxy to be effective for the meeting, the following documents must be received by no later than 48 hours before the start of the meeting at 11:30am (Sydney time) on Monday 30 November 2015:

- (a) the proxy's appointment; and
- (b) if the appointment is signed by the appointer's attorney – the authority under which the appointment was signed or a certified copy of the authority.

Proxies may be lodged:

By Mail Tag Pacific Limited, GPO Box 4032
Sydney NSW 2001 Australia

By Fax + 61 2 8275 6060

By Email info@tagpac.com

In Person Tag Pacific Limited, Level 30, Piccadilly Tower
133 Castlereagh Street, Sydney, Australia

If mailing, please allow sufficient time for your form to be received by no later than 48 hours before the start of the meeting at 11:30am (Sydney time) on Monday 30 November 2015.

Corporate representatives

A body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at meetings of shareholders. The appointment may be a standing one. Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body corporate could exercise at a meeting or in voting on a resolution.

By order of the board of directors of Tag Pacific Limited



Darrell Godin
Company Secretary
26 October 2015

Explanatory statement

The following notes explain the items of business to be discussed at the Tag Pacific Limited Annual General Meeting. The notes are set out in the order of the items in the Notice of Meeting and should be read with the notice.

→ 1 Discussion of financial statements and reports

The Company's financial report and other items referred to in item 1 will be laid before the meeting in accordance with the Corporations Act. There is no requirement for shareholders to approve those reports.

The Chairman will allow a reasonable opportunity for members as a whole at the meeting to ask questions about or make comments on the reports.

→ 2 Remuneration report

The Annual Report for the year to 30 June 2015 contains a remuneration report which sets out the remuneration policies applicable to the Company and reports the remuneration arrangements that were in place for the Company's non-executive directors and senior executives for the 2015 financial year.

A reasonable opportunity will be provided for discussion of the remuneration report at the meeting before members are asked to vote on resolution 2, to adopt the remuneration report.

The vote on this resolution is advisory only and does not bind the Company or its directors. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than a managing director) must stand for re-election.

Any undirected proxies held by the Chairman of the meeting, other directors or other key management personnel or any of their closely related parties (as that term is defined in the Corporations Act 2001, which includes certain of their family members, dependents and companies they control) will not be voted in respect of Item 2 (Remuneration Report).

Re-election of directors

→ 3.1 Re-election of Robert Constable as a director

Robert Constable has been a director since 1986. His former positions include secretary of the Beecham Group, director of Sime Darby Holdings Limited and deputy chief executive of Boustedco Singapore Limited. In accordance with the Company's constitution he retires by rotation and, being eligible, offers himself for re-election.

→ 3.2 Re-election of Peter Wise as a director

Peter Wise has been a director since 1986. He is Chairman of MPower Group Pty Limited and other subsidiaries within the Tag Group. In accordance with the Company's constitution he retires by rotation and, being eligible, offers himself for re-election.



Proxy Form

Tag Pacific Limited ACN 009 485 625
GPO Box 4032, Sydney NSW 2001, Australia
Facsimile: +61 2 8275 6060 Email: info@tagpac.com

Appointment of proxy

I/We

of

being a member/s of Tag Pacific Limited and entitled to attend and vote hereby appoint

the Chairman
of the meeting
(mark with an 'X')

OR

If you are not appointing the Chairman
of the meeting as your proxy please write
here the full name of the individual or body
corporate you are appointing as your proxy

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 Tag Pacific Limited to be held at the Hilton Sydney, 488 George Street, Sydney, Australia on Monday 30 November 2015 at 11:30am and at any adjournment 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 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration 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 2 by marking the appropriate box below.

Voting directions to your proxy – please mark 'X' to indicate your directions

Agenda	For	Against	Abstain
→ 2 Adoption of remuneration report	☐	☐	☐
→ 3.1 Re-election of Robert Constable	☐	☐	☐
→ 3.2 Re-election of Peter Wise	☐	☐	☐

The Chairman of the meeting intends to vote undirected proxies in favour of each of the items of business.

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.

Please sign here

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Shareholder 1

Sole Director and
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact name

Contact daytime telephone

Date

How to complete this Proxy Form

Appointment of proxy

If you wish to appoint the Chairman of the meeting as your proxy, mark the box with an 'X'. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the meeting please write the full name of that individual or body corporate. If you leave the section blank, or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy. A proxy need not be a shareholder of the Company.

Votes on items of business

You may direct your proxy how to vote by placing a mark in one of the three 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 voting rights are to be voted on any item by inserting the percentage or number of securities 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 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 or you may copy this form.

To appoint a second proxy you must on each of the first proxy form and the second proxy form state the percentage of your voting rights or 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. Both forms must be returned together in the same envelope.

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, all of the shareholders should sign.

Power of attorney:

To sign under power of attorney, you must have already lodged this document with the Company. 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.

If a representative of the corporate shareholder or proxy is to attend the meeting the appropriate 'Certificate of Appointment of Corporate Representative' should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Lodgement

This proxy form (and any power of attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at 11:30am on Monday 30 November 2015. Any proxy form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

In Person Tag Pacific Limited, Level 30 Piccadilly Tower, 133 Castlereagh Street, Sydney, Australia

By Mail Tag Pacific Limited, GPO Box 4032, Sydney NSW 2001, Australia

By Fax +61 2 8275 6060

By Email info@tagpac.com