

NOTICE OF ANNUAL GENERAL MEETING – 2016

Notice is hereby given that the Annual General Meeting of the shareholders of the Objective Corporation Limited ABN 16 050 539 350 (the **Company**) will be held at:

Level 5, 77 Berry Street, North Sydney, NSW, 2060 on Friday 25 November 2016 commencing at 8.30am AEDT.

AGENDA**1. Financial Statements and Reports**

To receive and consider the financial statements and the reports of the directors and the auditor of the Company for the year ended 30 June 2016.

2. Resolution 1 - Remuneration report for the financial year ended 30 June 2016

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

“That the Company adopts the Remuneration Report for the year ended 30 June 2016 in the form set out in the Directors Report.”

Please note that pursuant to section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the directors of the Company. In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast on this resolution by:

- (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, key management personnel may cast a vote on the resolution if the key management personnel does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution and the vote is not cast on behalf of key management personnel whose remuneration details are included in the remuneration report.

In accordance with section 250BD of the Corporations Act, key management personnel and their closely related parties are prevented from voting undirected proxies on this resolution.

The Chairperson will vote all undirected proxies in favour of this resolution. If you wish to vote “against” or “abstain” you should mark the relevant box in the attached proxy form.

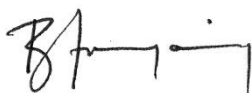
3. Resolution 2 - Retirement and re-election of director

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

“That Mr Garry Fisher, who retires as a director in accordance with the Company’s Constitution, and being eligible for re-election, is re-elected as a director of the Company.”

Please note that the non-candidate directors unanimously support the re-election of Mr Fisher. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Fisher’s re-election. If you wish to vote “against” or “abstain” you should mark the relevant box in the attached proxy form.

By Order of the Board



Ben Tregoning
Company Secretary
25 October 2016

Other Information

An Explanatory Memorandum accompanies this Notice of Annual General Meeting. All shareholders should read the Explanatory Memorandum carefully and in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional adviser prior to voting.

Voting Entitlements

The Board has determined that for the purposes of the meeting, shares will be taken to be held by those persons recorded on the Company's share register as at 7:00pm AEDT (Sydney time) on Wednesday 23 November 2016. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Proxies

If you are unable to attend and vote at the meeting and wish to appoint a person who is attending as your proxy, please complete a proxy form. The proxy form must be received at the Company's registered office 48 hours before the appointed time of the meeting. The completed proxy form may be:

- mailed or hand delivered to Boardroom Pty Limited, at Level 12, 225 George Street, Sydney, NSW 2000 Australia; or
- faxed to (02) 9290 9655

A member entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. A proxy need not be a member of the Company. It is the intention of the Chairman to vote any undirected proxies in favour of resolutions.

EXPLANATORY MEMORANDUM

This explanatory memorandum (**Explanatory Memorandum**) has been prepared to assist shareholders of the Company in their consideration of the resolutions proposed in the Notice of Annual General Meeting.

ITEM 1: Financial statements and reports

The first item of business deals with the financial statements of the Company, the directors' report and the auditor's report for the financial year ended 30 June 2016 (**reports**). These reports are contained in the Company's 2016 Annual Report sent to shareholders, if requested, and are available on the Company's web site www.objective.com.

Shareholders are to consider these reports and seek explanations, if required, from the directors when the reports are presented to the meeting. No resolution is required on these reports and they are only required to be laid at the meeting in accordance with section 317 of the *Corporations Act 2001* (Cth) (**Corporations Act**).

ITEM 2: Resolution 1 - Remuneration report for the financial year ended 30 June 2016

The remuneration report, which forms part of the directors' report, is on pages 12 to 16 of the Company's 2016 Annual Report. The remuneration report sets out the policy for the remuneration of the directors and executives of the Company.

Section 250R(2) of the Corporations Act requires that a resolution to adopt the remuneration report be put to the vote of shareholders and shareholders have the opportunity to discuss the remuneration report at the Annual General Meeting. However, under section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and is not binding on the Company or its directors.

In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast on this resolution by:

- (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 member of the key management personnel may cast a vote on the resolution if the member does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution and the vote is not cast on behalf of a member of key management personnel whose remuneration details are included in the remuneration report.

In accordance with section 250BD of the Corporations Act, key management personnel (other than the Chairman) and their closely related parties are prevented from voting undirected proxies on this resolution.

The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

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

ITEM 3: Resolution 2 – Retirement and re-election of director: Garry Fisher

Pursuant to the Company's Constitution and the Listing Rules one third of the directors of the Company must retire by rotation. Additionally, any director appointed by the Board since the last Annual General Meeting must retire at the next Annual General Meeting. A director who retires may offer himself or herself for re-election.

Mr Gary Fisher retires by rotation at the 2016 Annual General Meeting and, being eligible, offers himself for re-election.

Gary was appointed a Director of Objective Corporation Limited in March 1991. In October 2007, Gary became a Non-Executive director. Gary has an extensive background in Finance, IT Management and global product software sales. Gary has a B.Economics and further tertiary education in Law and Business Administration.

The Board unanimously recommends that shareholders vote in favour of this resolution.



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 8:30am AEDT on Wednesday 23 November 2016.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/objectiveagm2016
- 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:

- (a) 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.
- (b) 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 **8:30am**

AEDT on Wednesday 23 November 2016. 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/objectiveagm2016
📠 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.

Objective Corporation Limited

ABN 16 050 539 350

☐

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 **Objective Corporation Limited** 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 **Objective Corporation Limited** to be held at **Level 5, 77 Berry Street, North Sydney NSW 2060 on Friday 25 November 2016 at 8:30am AEDT** 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	☐	☐	☐
Resolution 2 The Retirement and Re-election of Director Mr Gary Fisher	☐	☐	☐

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 / / 2016