



ASX ANNOUNCEMENT

NOTICE OF ANNUAL GENERAL MEETING AND PROXY FORM

SYDNEY, Thursday 3 August 2017: The Notice of Annual General Meeting and Proxy Form of **Integrated Payment Technologies Limited (ASX: IP1)** are attached.

The Annual General Meeting will be held at 11:00am (Sydney time) on Friday 8 September 2017 at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, New South Wales.

NOTICE OF 2017 ANNUAL GENERAL MEETING

INTEGRATED PAYMENT TECHNOLOGIES LIMITED

ACN 611 202 414

11:00am (Sydney time)

Friday 8 September 2017

To be held at the offices of Grant Thornton Australia
at Level 17, 383 Kent Street, Sydney, NSW 2000

This Notice of Annual General Meeting should be read in its entirety. If you are in doubt as to how you should vote, you should seek advice from your professional adviser.

Should you wish to discuss the matters in this Notice of Annual General Meeting, please contact the Company Secretary on (02) 8090 1130.

CONTENTS

General Information	1
Letter from the Chairman	2
Notice of Annual General Meeting	3
Explanatory Statement	5
Notice of Nomination of Auditor	7

GENERAL INFORMATION

VENUE

The Annual General Meeting of the shareholders of Integrated Payment Technologies Limited ACN 611 202 414 (**Company**) to which this Notice of Annual General Meeting relates will be held at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, New South Wales 2000 at 11:00am (Sydney time) on Friday 8 September 2017 (**Annual General Meeting**).

OPPORTUNITY TO ASK QUESTIONS

The Annual General Meeting is an opportunity to ask questions of the board of the Company (**Board**) and management on the items of business before the Annual General Meeting and the management of the Company or questions of the auditor on the conduct of the audit and the auditor's report.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON AND BY PROXY

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

You have the right to appoint a proxy of your choice. The proxy need not be a shareholder of the Company. If you are entitled to vote two or more votes you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you appoint two proxies and the appointment does not specify the proportion or number of your votes, then each proxy may exercise half of the votes.

You may make your proxy appointment on-line at www.registrydirect.com.au/investor. If you have any problems accessing the on-line service, please contact the Company's share registry, Registry Direct on 1300 55 66 35 (within Australia) or +61 3 9909 9909 (outside Australia).

Alternatively, you may complete and sign a proxy form and return by:

- (a) post to Registry Direct, PO Box 18366 Collins Street East Melbourne Victoria 8003 Australia;
- (b) facsimile on facsimile number +61 3 9111 5652; or
- (c) hand or courier delivery to Registry Direct, Level 6, 2 Russell Street, Melbourne VIC 3000.

Your proxy must be received by 11:00am (Sydney time) on Wednesday 6 September 2017.

Proxy forms and appointments received later than the above time will be invalid.

LETTER FROM THE CHAIRMAN

Dear shareholder

I am pleased to invite you to the Annual General Meeting of the Company which will be held at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, New South Wales 2000 on Friday 8 September 2017, commencing at 11:00am (Sydney time).

The following pages contain details of the items of business that you have the opportunity to vote on at the Annual General Meeting.

The Board believes that all the Resolutions referred to in this Notice of Annual General Meeting are in the best interests of the Company and its shareholders and encourages you to vote in favour of all of the Resolutions.

A copy of the Company's Annual Report is or will be available on the Company's website, www.inpaytech.com.au.

I look forward to seeing you at the Annual General Meeting on Friday 8 September 2017. If you are unable to attend, please ensure that you lodge a proxy by the required date and time.

Yours sincerely,



Donald Sharp
Executive Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of shareholders of the Company will be held at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, New South Wales 2000 at 11:00am (Sydney time) on Friday 8 September 2017.

The Explanatory Statement to this Notice of Annual General Meeting provides information on matters to be considered at the Annual General Meeting. The Explanatory Statement, General Information section and the proxy form are part of this Notice of Annual General Meeting.

The directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered shareholders of the Company at 7pm (Sydney time) on Wednesday 6 September 2017.

AGENDA

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To consider the financial statements of the Company for the period ended 30 June 2017 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

RESOLUTION 1 – REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as a **non-binding resolution**:

“That the remuneration report as contained in the directors' report of the Company for the period ended 30 June 2017 be adopted.”

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DONALD SHARP

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

“That Donald Sharp, who retires in accordance with Clause 13.3 of the Company's constitution and being eligible, offers himself for re-election, be re-elected a director.”

RESOLUTION 3 – APPOINTMENT OF AUDITOR

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

“That Grant Thornton Audit Pty Ltd:

- (a) having been nominated by a member of the Company, in accordance with section 328B(1) of the Corporations Act 2001 (Cth); and
 - (b) having given its consent to act as auditor, in accordance with section 328A(1) of the Corporations Act 2001 (Cth),
- be appointed as the auditor of the Company.”

VOTING EXCLUSION STATEMENT

RESOLUTION 1 – REMUNERATION REPORT

As required by the Corporations Act 2001 (Cth) (**Corporations Act**), the Company will in accordance with section 250R, disregard any votes cast on Resolution 1 by or on behalf of a member of the key management personnel for the Company details of whose remuneration are included in the remuneration report, or a closely related party of any such a member. However, the Company need not disregard such a vote if the vote is not cast on behalf of such a person and is cast:

- (a) as a proxy by writing that specifies how the person is to vote on the resolution; or
- (b) by the Chairman of the meeting as a proxy, and the appointment does not specify the way the proxy is to vote and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company (or if the company is part of a consolidated entity, for the entity).

The term “closely related party” in relation to a member of the key management personnel includes a spouse, child, dependant and certain other close family members as well as any companies controlled by the member.

GENERAL INFORMATION ON PROXY VOTING

It is the intention of the Chairman to vote eligible undirected proxies in favour of all Resolutions.

In respect of Resolution 1 only, the proxy form contains an express authorisation for the Chairman to exercise undirected proxies even though this resolution is connected directly or indirectly with the remuneration of a member of key management personnel.

Those shareholders appointing a proxy who do not want the Chairman to vote for them or do not want the Chairman to vote in accordance with the Chairman's intentions, have the ability to:

- (a) appoint the Chairman as proxy with a direction to cast votes contrary to the Chairman's stated voting intentions by instructing the Chairman to vote 'against' or to 'abstain' from voting on these Resolutions; or
- (b) appoint a person other than the Chairman as proxy with or without a direction to cast votes 'for', 'against' or to 'abstain' from voting on these Resolutions (as the shareholder considers appropriate).

DATED: 3 August 2017

BY ORDER OF THE BOARD



Donald Sharp
EXECUTIVE CHAIRMAN

EXPLANATORY STATEMENT

This Explanatory Statement 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 to be held at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, New South Wales 2000 on Friday 8 September 2017 at 11:00am (Sydney time).

The purpose of this Explanatory Statement 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 Annual General Meeting.

FINANCIAL STATEMENTS AND REPORTS

The business of the Annual General Meeting will include receipt and consideration of the financial report of the Company for the period ended 30 June 2017 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

RESOLUTION 1 – REMUNERATION REPORT

The remuneration report as set out in the directors' report in the Company's 2017 Annual Report must be put to the vote for its adoption in accordance with section 250R(2) of the Corporations Act. The vote on this resolution 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 period ended 30 June 2017. The 2017 Annual Report of the Company (containing the remuneration report) is or will be available on the Company's website at www.inpaytech.com.au.

If at least 25% of the votes cast are against the adoption of the remuneration report at this Annual General Meeting, and then again at the following annual general meeting, the Company will be required to put a resolution to the later annual general meeting to approve calling a further general meeting (**spill resolution**). If 50% or more of eligible votes cast are in favour of the spill resolution, the Company must convene a general meeting (**spill meeting**) within 90 days of the later annual general meeting. All of the directors who were in office when the directors' report considered at the later annual general meeting was approved, other than a managing director, will need to stand for re-election at the spill meeting.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions about, or make comments on, the remuneration report.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DONALD SHARP

In general terms, clause 13.3 of the Company's constitution provides that no director may hold office for a period in excess of 3 years, or beyond the third annual general meeting following the director's election, whichever is the longer, without submitting himself or herself for re-election and that even if this requirement does not apply to any director of the Company there must in any event be an election of directors at each annual general meeting.

The retiring director, Donald Sharp, is eligible for re-election and accordingly submits himself for re-election as a director of the Company.

Mr Sharp was appointed to the Board on 9 March 2016.

Donald Sharp (BBus, CPA, FAICD) is a qualified accountant and a highly experienced, innovative and respected business builder and leader in the financial services sector.

He co-founded Bridges Financial Services Pty Ltd, an industry leader in financial services well known for establishing one of the first platform solutions for portfolio management in Australia, The Portfolio Service (TPS).

Mr Sharp is currently the Executive Chairman of ASX listed Managed Accounts Holdings Limited.

He is also a former Chairman of Investors Mutual, Global Value Investors, and previously ASX listed Premium Investors Limited and a former director of Registry Direct Limited, ASX listed Countplus Limited and Treasury Group Ltd.

The Board does not consider Mr Sharp to be an independent director as he is an executive of the Company and is a substantial shareholder of the Company.

Recommendation

The directors support the re-election of Mr Sharp. They (other than Mr Sharp) recommend that shareholders vote in favour of Resolution 2.

RESOLUTION 3 – APPOINTMENT OF AUDITOR

The directors of the Company appointed Grant Thornton Audit Pty Ltd as auditor, pursuant to section 327A(1) of the Corporations Act. Under section 327A(2), an auditor appointed under section 327A(1) holds office until the Company's annual general meeting. The appointment of the auditor must then be approved by shareholders under section 327B.

In accordance with section 328B of the Corporations Act, notice in writing nominating Grant Thornton Audit Pty Ltd has been given to the Company by a shareholder. A copy of this notice is included in this Notice of Meeting.

The appointment of Grant Thornton Audit Pty Ltd will be by vote of shareholders as an ordinary resolution.

Recommendation

The directors recommend that shareholders vote in favour of Resolution 3.

NOTICE OF NOMINATION OF AUDITOR

3 August 2017

Jillian McGregor
Company Secretary
Integrated Payment Technologies Limited
Level 5, 28 Margaret Street
Sydney NSW 2000

Dear Ms McGregor

Notice of Nomination of Auditor

S&F Financial Services Pty Limited, a member of Integrated Payment Technologies Limited, hereby nominates Grant Thornton Audit Pty Ltd for appointment as auditor of the Company at the annual general meeting of the Company to be held on Friday 8 September 2017 or at any adjournment of that meeting.



**Signed by Donald Sharp
for and on behalf of
S&F Financial Services Pty Limited**

Name and Address



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 on the form.

Please note, you cannot change ownership of your securities using this form.

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE YOUR PROXY MUST BE RECEIVED BEFORE 11:00am (Sydney time) on Wednesday 6 September 2017

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman 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 Chairman 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 security holder in the space.

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" in accordance with the constitution of Integrated Payment Technologies Limited. An Appointment of Corporate Representative form can be obtained from this company's securities registry.

Appointment of a Second Proxy

If you are entitled to cast two or more votes, you may appoint up to two proxies. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning 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; and
- (b) return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. If you do not wish all your securities to be voted in accordance with such a direction please indicate that 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.

STEP 3 Sign the Form

The form **must** be signed as follows:

Individual: this form is to be signed by the security holder.

Joint Holding: where the holding is in more than one name, all the security holders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the securities 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 must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (together with any authority under which the appointment was signed or a certified copy of the authority, where the appointment is signed by the appointor's attorney) must be received as set out below not later than **11:00am (Sydney time) on Wednesday 6 September 2017** (being 48 hours before the commencement of the meeting at 11:00am on Friday 8 September 2017). Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged:

ON-LINE

Log in to www.registrydirect.com.au/investor. To use the online lodgement facility, shareholders will need their 'Holder Identifier' (Securityholder Reference Number (SRN) or Holder Identification Number (HIN))

BY MAIL

Registry Direct
PO Box 18366
Collins Street East Melbourne VIC 8003

BY FAX

+61 3 9111 5652

IN PERSON

Registry Direct
Level 6, 2 Russell Street
Melbourne VIC 3000

Integrated Payment Technologies Limited

<Address 1>
<Address 2>
<Address 3>
<Address 4>
<Address 5>
<Address 6>

SRN/HIN: X*****

STEP 1 - Appointment of Proxy

I/We being a member/s of **Integrated Payment Technologies Limited** and entitled to attend and vote hereby appoint

☐	the Chairman of the Meeting (mark with an 'X')	OR	
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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 (excluding the registered security holder) 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 **Annual General Meeting of Integrated Payment Technologies Limited to be held at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, New South Wales 2000 on Friday 8 September 2017 at 11:00am (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.

Important for Resolution 1

If you appoint the Chairman of the Meeting as your proxy or he is appointed as your proxy by default, by not marking any of the below "For", "Against" or "Abstain" boxes you will have expressly authorised the Chairman of the Meeting to vote in favour of Resolution 1 even though that item is connected directly or indirectly with the remuneration of a member of the key management personnel.

Note: If you do not wish to give the Chairman of the Meeting such an authorisation, you should instruct the Chairman to vote "Against" or "Abstain" for Resolution 1 in Step 2 below.

The Chairman of the Meeting will vote all undirected proxies in favour of Resolution 1.

STEP 2 - Voting directions to your Proxy – please mark ☒ to indicate your directions

Ordinary Business		For	Against	Abstain*
Resolution 1	Adopt the Remuneration Report for period ended 30 June 2017	☐	☐	☐
Resolution 2	Re-election of director – Donald Sharp	☐	☐	☐
Resolution 3	Appointment of auditor	☐	☐	☐

*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.

In addition to the intentions advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the Resolutions. The statements in this Proxy Form regarding the intentions of the Chairman of the Meeting to vote undirected proxies are the intentions of the Chairman as at the date of the Notice of Annual General Meeting. In exceptional circumstances, the Chairman's intentions may change. The Company will make an announcement to the ASX in the event of such a change of intentions.

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf 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 / / 2017