

# NOTICE OF ANNUAL SHAREHOLDERS' MEETING

Notice is hereby given that the annual shareholders' meeting will be held at the Company's premises on the first floor of the EPIC building on the corner of Manchester and Tuam Street, (78-106 Manchester Street) Christchurch on 30 October 2013 at 2pm (NZT).

## BUSINESS OF THE MEETING //

The business of the meeting will be:

### Item 1 - Financial Statements

To receive and consider the financial statements of the Company for the year ended 30 June 2013, together with the auditor's report on such financial statements both as contained in the 2013 annual report.

### Item 2 - Election of Directors

To consider and if thought fit to pass the following resolutions as separate ordinary resolutions:

- (a) That Greg Cross, retires by rotation in accordance with clause 25 of the Company's constitution, and, who being eligible, offers himself for re-election as a director of the Company, be re-elected a director of the Company.
- (b) That Steven Marder, retires by rotation in accordance with clause 25 of the Company's constitution, and, who being eligible, offers himself for re-election as a director of the Company, be re-elected a director of the Company.

### Item 3 - Appointment and remuneration of Auditor

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

That PricewaterhouseCoopers be reappointed as the Company's auditors to hold office from the conclusion of this meeting to the conclusion of the next annual meeting and the Directors be authorised to fix the remuneration of the Auditors for the ensuing year.

## SPECIAL BUSINESS //

There are no items of special business to be considered at the meeting.

## EXPLANATORY NOTES //

### Item 1 - Financial statements

This item is intended to provide an opportunity for shareholders to raise questions on the financial statements and auditor's report.

### Item 2 - Election of directors

Under NZSX Listing Rules and in accordance with the Company's constitution one-third of the Company's directors must retire by rotation at the annual shareholders meeting. If the directors are eligible they may offer themselves for re-election by shareholders at the meeting. In this case Greg Cross and Steven Marder have agreed to offer themselves for re-election.

Set out below are brief profiles of each candidate for re-election:

### Greg Cross

- CEO and Co-Founder at PowerbyProxi a Wireless Power technology company
- Vice Chair at Meteorological Service of NZ Limited
- Sir John Logan Campbell Executive in Residence at the University of Auckland Business School
- Independent Director at Fronde Systems Group a cloud based systems integration company
- Greg has 25 years of experience in the tech sector working in North America, Europe and Asia

### Steven Marder

- Silicon Valley-based private equity operating partner with over 23 years executive, advisory and investment experience in Technology, Media & Telco industries
- As a SLI Co-Founder, has served as an active non executive Director on the SLI Board since inception (2001)
- Recently served as industry advisor for NY based private equity firm Avista Capital and as Director for portfolio companies WOW! and InvestorPlace Media
- Serves on Board of Advisors for Aeria Games and AdMedia
- Served as non-executive Director for NZ based GlobalBrain (1998-2000) (acquired by NBCi in 2000)
- Graduate of Columbia University (BA), St. Johns School of Law (JD) and an Attorney admitted to the State Bar of New York and California

## PROCEDURAL NOTES //

### Ordinary Resolution

An ordinary resolution is a resolution passed by a simple majority (i.e. over 50% of the votes of shareholders of the Company entitled to vote and voting).

### Quorum

A quorum for a meeting of shareholders is 3 or more shareholders having the right to vote being present at the meeting.

### Eligibility to vote

Any shareholder whose name was recorded in the Company's share register at 5pm on the day that is 2 working days before the meeting is entitled to attend the meeting and vote on the resolutions either in person or by proxy.

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### Proxies

You may exercise your right to vote at the meeting either by being present in person or by appointing a proxy to attend and vote in your place. A proxy need not be a shareholder of the Company. You may appoint more than one proxy, provided more than one proxy is not appointed to exercise the rights attached to a particular share.

A proxy form is attached to this notice. If you wish to vote by proxy you must complete the form and produce it to the Company or appoint your proxy online via the link provided in the proxy form at least 48 hours before the time for holding the meeting.

As an alternative to a proxy, a shareholder may appoint an authorised representative to attend the meeting.

By order of the Board



**Greg Cross**  
Chairman  
2 October 2013