

29 April 2015

The Manager  
Market Announcements Office  
ASX Limited

Level 4, Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

**2015 Notice of Annual General Meeting**

Pursuant to ASX Listing Rule 3.17, attached for the market's information is:

- (i) the Chairman's letter;
- (ii) the 2015 Notice of Annual General Meeting;
- (iii) a shareholder proxy form; and
- (iv) a shareholder communications preference form.

Hard copies of these documents are being mailed to those shareholders who have requested to receive a hard copy. Shareholders who have elected to receive the above documents electronically should receive an email today.

We are pleased to advise that the 2014 Annual Report to shareholders was lodged with the ASX on the 31<sup>st</sup> of March 2014 and is available on-line, those who have requested a hard copy will be mailed within the next 2 business days.

Tempo Australia Ltd (Tempo's) Annual General Meeting is scheduled for 10:00am (WST) on Friday 29<sup>th</sup> of May 2015 at the offices of BDO Australia, Ground Floor, 38 Station Street, Subiaco WA 6008.

Yours faithfully



Michael West  
CFO and Company Secretary  
29 April 2015

22 April 2015

Dear Shareholder

On behalf of the Board of Directors, I am pleased to invite you to the Annual General Meeting (AGM) of Tempo Australia Limited (Tempo) to be held on Friday 29 of May 2015. The AGM will be held from 10:00am at the BDO Building, Ground Floor, 38 Station Street, Subiaco, WA 6008.

The Notice of Meeting (Notice), including explanatory notes, as well as a proxy form, are enclosed.

2014 was a year of change and growth for Tempo, which saw the Company successfully restructure its operations and secure a number significant new business contracts. These included;

- A structural, mechanical and piping miscellaneous works and commissioning support contract with Rio Tinto at its Cape Lambert Port B Project in the Pilbara region of Western Australia. This contract was recently expanded, with variations agreed to increase the contract value by up to \$11 million – increasing the anticipated contract value to approximately \$25 million.
- A three-year general services contract with Santos, with a focus on the Cooper Basin in South-West Queensland.
- A contract with CMA Contracting Pty Ltd for the refurbishment of bulk fuel tanks and structural, mechanical and piping works at the Parker Point Fuel Terminal, in the Pilbara region, and
- Additional new contracts with McConnell Dowell at BHP Billiton's Ore Car Repair Shop, Citic Pacific's Sino Iron project and Cimec at Rio Tinto's Nammuldi mine, all in the Pilbara region.

During the year, the Company invested significant resources in its systems, processes and people to best position it to secure targeted new business contracts and deliver them in a cost effective manner, with a focus on quality and productivity. To this end Tempo achieved significant success in 2014 and as a result is well placed to further build on this in the year ahead.

This letter provides some context and an overview of a number of the key resolutions that will be considered by the AGM which the board believe are pivotal to the further development of the Company.

**Resolution 1** seeks shareholder approval for the adoption of the remuneration report of the Company. Remuneration policy and strategy is a key focus of your Board as we strive to

attract and retain the experienced staff needed to grow Tempo but at the same time showing fiscal constraint. I believe our strategy is sound and seek your support by voting in favour of this resolution.

**Resolution 2 and 3** pertains to the re-election of Nick Bowen and election of Brian Thomas as Directors.

Tempo Australia Limited presently has 4 directors including myself, a brief bio of each director as follows:

**Carmelo Bontempo**

**Chairman**

A Founding partner and former executive of UGL Limited, Managing Director of Monadelphous Group Limited and a key advisor to numerous private and publicly listed companies in Australia.

**Nick Bowen**

**Non-Executive Director**

More than 30 years' experience in resources and contracting with open cut mining, underground mining and civil engineering experience both in Australian and Internationally. Has 22 years' experience as CEO of ASX200 listed contracting companies and currently executive global head of mining services at Orica Ltd.

**Philip Loots**

**Non-Executive Director**

Philip is a lawyer with a PHD from Harvard Business School and brings to the board significant risk management experience in the development and construction of projects in the infrastructure, mining and oil and gas sectors. Over the past six years Philip has had significant involvement in the mega oil and gas projects in Western Australia.

**Brian Thomas**

**Non-Executive Director**

Brian is the principal of a corporate advisory practice working with small to mid-market capitalisation companies in the areas of corporate finance, mergers & acquisitions and investor relations. Over the past 10 years he has been an Executive and Non-Executive Director with a number ASX listed companies. This followed a 12 year career in corporate stockbroking, investment banking, funds management and banking after more than 20 years operational experience in the energy and resources industry.

With your support for this resolution Tempo will maintain an experienced and competent Board to lead the growth of the company in the future.

**Resolution 4** pertains to the issue of options to Michael West.

**Resolution 5** provides the Company additional capacity to issue equity securities of up to 25% of the Company's issued share capital should there be a requirement to do so. This is a standard resolution being utilised by the majority of small ASX listed companies.

I encourage you to read the Notice, especially its explanatory notes, together with the Remuneration Report that is included in the 2014 Annual Report. The Board intends to vote in favour of all the Resolutions (except where restrictions do not allow them to vote) and urge shareholders to also vote in favour of all the Resolutions.

Thankyou for your ongoing support.

Yours faithfully



Carmelo Bontempo  
Executive Chairman  
22 April 2015



# Notice of Annual General Meeting and Explanatory Memorandum to Shareholders

|                          |  |
|--------------------------|--|
| <b>Date of Meeting:</b>  | Friday 29 <sup>th</sup> May 2015   |
| <b>Time of Meeting:</b>  | 10:00 am (WST)   |
| <b>Place of Meeting:</b> | BDO Building<br>Ground Level<br>38 Station Street,<br>Subiaco<br>Perth WA 6008 |

This Notice of Annual General Meeting for Tempo Australia Ltd (ACN 000 689 725) should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6180 2040.

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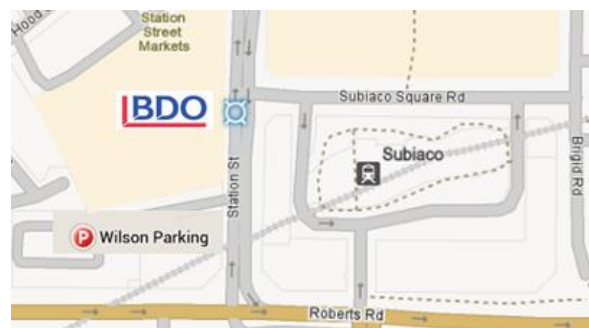
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## **IMPORTANT INFORMATION**

### **Time and place of Meeting**

Notice is given that the Meeting will be held at 10:00am (WST) on Friday 29<sup>th</sup> of May 2015 at:

BDO Building  
Ground Level  
38 Station Street,  
Subiaco  
Perth WA 6008



### **Your vote is important**

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

### **Voting eligibility**

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00 pm (EST) on Wednesday, 27 May 2015.

### **Voting in person**

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

### **Voting by proxy**

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

### ***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

### ***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - o the proxy is not recorded as attending the meeting; or
  - o the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

### **Questions and Comments by Shareholders at the Meeting**

A reasonable opportunity will be given to Shareholders to ask questions and/or make comments on the management of the Company at the Meeting.

A reasonable opportunity will be given for Shareholders to ask questions of the Company's external auditor, RSM Bird Cameron. These questions should be relevant to:

- a) the conduct of the audit;
- b) the preparation and contents of the audit report;
- c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- d) the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit written questions to RSM Bird Cameron but only if the questions are relevant to the content of the audit report or the conduct of its audit of the Company's financial report for the year ended 31 December 2014. Relevant written questions for RSM Bird Cameron must be received by the Company no later than 2:00pm (WST) on Wednesday, 27 May 2015. A representative of RSM Bird Cameron will provide answers to the questions at the Meeting.

# TEMPO AUSTRALIA LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given this 22<sup>nd</sup> Day of April 2015, that the 2015 Annual General Meeting of Tempo Australia Limited (ACN 000 689 725) will be held in Perth at 10:00am (WST) on Friday 29<sup>th</sup> of May 2015 at BDO Building Ground Level, 38 Station Street, Subiaco, Perth WA 6008.

The attached Explanatory Statement is provided to supply Shareholders with information to enable Shareholders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice.

### **Agenda for the Meeting**

#### **Financial statements and reports**

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2014 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

#### **Resolution 1 - Adoption of Remuneration Report**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

*"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 31 December 2014 included in the Directors' Report, which is attached to the Financial Statements as required under section 300A of the Corporations Act, be adopted by the Company."*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

#### **Voting Prohibition Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (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 person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.



### **Resolution 2 – Re-Election of Nick Bowen as a Director**

To consider and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That Nick Bowen a Director of the Company, who retires by rotation pursuant to clause 47 of the Company’s Constitution, offers himself for election pursuant to clause 46 of the Company’s Constitution and being eligible, is elected as a Director of the Company.”*

### **Resolution 3 - Election of Brian Thomas as a Director**

To consider and if thought fit, pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That Brian Thomas, having been appointed to fill a casual vacancy by a resolution of the Board of Directors on 7 April 2015, offers himself for election pursuant to clause 46 of the Company’s Constitution and being eligible, is elected as a Director of the Company.”*

### **Resolution 4 – Approve the issue Options to Michael West**

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

*“That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the issue of 2,000,000 Options at nil cost to Michael West or his nominee on the terms and conditions set out in the Explanatory Memorandum, is approved.”*

**ASX Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Mr West (or his nominee) and any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

#### **Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

### **Resolution 5 - Approval of additional capacity to issue shares under ASX Listing Rule 7.1A**

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

*“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Company*

*having the additional capacity to issue Equity Securities under Listing Rule 7.1A, on the terms and conditions set out in the Explanatory Statement, is approved.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and an associate of such person. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In accordance with Listing Rule 14.11.1 and the relevant Note under that rule concerning Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.



Michael West  
**CFO and Company Secretary**

On behalf of the Board of Directors  
Tempo Australia Limited  
Date: 22 April 2015

## EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

### Resolution 1: Adoption of remuneration report

In accordance with Section 300A(1) of the Corporations Act the Remuneration Report is included in the Directors Report for the financial year ended 31 December 2014.

The Remuneration Report sets out details of the remuneration received by the directors and key Company executives, in addition to describing Board policy in respect of remuneration. Resolution 1 seeks shareholder approval of the adoption of the remuneration report by the Company.

The outcome of this resolution is not binding on the Company or the Board. However, sections 250U to 250Y of Corporations Act provide for a 'two strikes and re-election' process in relation to the shareholder vote on the Remuneration Report provided that:

- A 'first strike' will occur if this Remuneration Report resolution receives a 'no' vote of 25% or more. If this occurs, the Company's subsequent remuneration report will contain an explanation of the Board's proposed action in response to the 'no' vote or an explanation of why no action has been taken by the Board.
- A 'second strike' will occur if the resolution to adopt the Remuneration Report at the 2016 Company Annual General Meeting also receives a 'no' vote of 25% or more. If this occurs, shareholders will vote at that Annual General Meeting to determine whether the Directors will need to stand for re-election at a separate, subsequent meeting (the 'spill resolution'). If the spill resolution passes with 50% or more of eligible votes cast, the spill meeting must take place within 90 days.

The Company has not received a 'first strike'.

The Remuneration Report is set out in the Company's 2014 Annual Report. The Tempo Australia Limited 2014 Annual Report can be viewed online at the Company's website, [www.tempoaust.com](http://www.tempoaust.com)

In the event that you choose to appoint the Chairman as your proxy:

- Subject to the below, the Chairman's voting intention is to vote in favour of this resolution to adopt the Remuneration Report.
- The attached Proxy Form provides that if the Chairman is appointed as proxy, the Chairman is directed to vote in accordance with the voting intention set out above, unless you direct the Chairman to vote in a different manner.
- The Chairman will only vote in accordance with his stated voting intention if the relevant box is ticked.
- If the relevant box is un-ticked the Chairman will not be permitted to vote the relevant shares on the resolution in relation to the remuneration report.
- For all other resolutions where the Chairman is appointed as proxy, those proxies will remain undirected and may be voted on by the Chairman on that basis.

## **Resolution 2 and 3: Re- Election of Nick Bowen and Election of Brian Thomas as Directors**

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 year, whichever is the longer.

Clause 47 of the Tempo Australia Limited constitution provides that the following directors automatically retire at the end of each annual general meeting:

- (a) any director appointed by the Directors of Tempo Australia Limited in general meeting since the last annual general meeting;
- (b) one third (or if that is not a whole number, the next lowest whole number) of the other directors (not counting the managing director) provided that there must be at least one retiring director; and
- (c) any director for whom this would be the third annual general meeting since their last appointment or three years since their last appointment (whichever is longer).

The directors who must retire under the above criteria are those directors who have been longest in office since their appointment on registration or their last election (whichever is later). If they became directors on the same day, they may agree who retires. If they do not agree, they may select by lot who retires.

This does not apply to the Managing Director.

The constitution of Tempo Australia Limited essentially ensures that no director (except the Managing Director) is able to remain in office longer than three years without facing re-election. Each director is entitled to offer himself or herself for re-election as a director at the Annual General Meeting.

Tempo Australia Limited presently has four directors.

Mr Nick Bowen, the Director longest in office since his last election, is retiring by rotation and offers himself for re-election.

Mr Bowen has more than 30 years' experience in resources and contracting with open cut mining, underground mining and civil engineering experience both in Australian and Internationally. Has 22 years' experience as Chief Executive Officer of ASX200 listed contracting companies and currently executive global head of mining services at Orica Ltd.

The Directors (other than Nick Bowen) unanimously recommend that Shareholders approve Resolution 2.

Mr Brian Thomas having been appointed by the Directors to the position of Director of the Company, which appointment took effect on 7 April 2015, is retiring in accordance with Clause 47(a) of the Constitution and ASX Listing Rule 14.4 and offers himself for re-election.

Clause 47(a) of the Constitution and ASX Listing Rule 14.4 provides that any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Thomas is the principal of a corporate advisory practice working with small to mid-market capitalisation companies in the areas of corporate finance, mergers & acquisitions and investor relations. Over the past 10 years he has been an Executive and Non-Executive Director with a number ASX listed companies. This followed a 12 year career in corporate stockbroking, investment banking, funds management and banking after more than 20 years operational experience in the energy and resources industry.

Mr Thomas is also currently Non-Executive Chairman of Parker Resources Ltd (ASX:PKR) and Solco Ltd (ASX:SOO) plus a Non-Executive Director of Orinoco Gold Limited (ASX:OGX).

The Directors (other than Brian Thomas) unanimously recommend that Shareholders approve Resolution 3.

#### **Resolution 4 Issue of Options to Michael West**

##### **Purpose of Resolution**

The Board seeks approval by Shareholders for the issue of 2,000,000 Options at nil cost to or for the benefit of Mr Michael West (**Related Party Options**), who was a Director of the Company until March 2015 and is now CFO and Company Secretary and therefore a related party of the Company, on the terms and conditions set out in Schedule 1 to this Notice of Meeting.

The Board notes that it is a term of his employment arrangement that Mr West be offered an incentive option package. Given Mr West has recently served as a Director of the Company, the Company could not issue any incentive options to Mr West without Shareholder approval. The Annual General Meeting represents the first opportunity to seek this approval.

The most recent closing price of the Shares before the date of this Notice of Meeting was \$0.065. The exercise price for the Options is A\$0.10. Although the Options are being issued for nil consideration, the exercise price for the Options is higher than the most recent closing price of the Shares.

Having considered the circumstances of the Company, the completion of Mr West's probation period under his employment contract as CFO and Company Secretary and the responsibilities of his office, the Directors consider that the issue of the Options at nil cost to Mr West is reasonable and in the best interests of the Company to assist in retention and as an incentive during the further advancement of the Company's prospects.

#### **Chapter 2E of the Corporations Act and Listing Rule 10.11 approval**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Related Party Options constitutes giving a financial benefit and Mr West who is a related party of the Company by virtue of being a Director of the Company up until

his retirement in March 2015.

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

It is the view of the Directors that the exception set out in Section 211 of the Corporations Act applies on the basis that the issue of the Related Party Options constitute reasonable remuneration to Mr West for services rendered by Mr West in his capacity as CFO and Company Secretary negotiated on arm's length terms. Accordingly, the Company is not seeking Shareholder approval pursuant to Section 208 of the Corporations Act to issue the Related Party Options.

### **ASX Listing Rule 7.1**

Listing rule 7.1 provides that a company must not, without shareholder approval (but subject to certain exceptions), issue or agree to issue during any 12 month period any equity securities (including ordinary shares and options over unissued ordinary shares) if the number of those securities exceeds 15% of the number of fully paid securities on issue at the commencement of that 12 month period. Exception 14 under Listing Rule 7.2 provides that Listing Rule 7.1 does not apply to an issue of securities made with shareholder approval under Listing Rule 10.11.

Therefore, if approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

### **Disclosure of material information**

In accordance with Section 219 of the Corporations Act, the following information is provided:

|   | <b>Requirement</b>   | <b>Information/ Explanation</b>   |
|---|--|---|
| 1 | The related party to whom the proposed resolution would permit financial benefits to be given.   | Mr Michael West or his nominee.   |
| 2 | The nature of the financial benefits.  | The issue of 2,000,000 Options for no consideration to Mr West.   |
| 3 | In relation to each company director, their reasons for making or not making a recommendation to members about the proposed resolution, or if they were not available to consider the proposed resolution - why not. | In relation to Resolution 4, each Director recommends that Shareholders vote in favour of Resolution 4. When Mr West was employed to take on the role of CFO and Company Secretary, his employment contract contained a clause that he be issued Options in the Company at the successful completion of his probation period (subject to necessary approvals). Having completed this probation period and considering the circumstances of the Company and Mr West (including the responsibilities of his office), they consider that the issue of the Options to Mr West is reasonable and in the best interests of the Company to assist Mr West's retention as an incentive during the further advancement of the Company's prospects. |
| 4 | In relation to each related  | Mr West has an interest in the outcome of   |

|   |  |   |
|---|--|---|
|   | party, whether the related party has an interest in the outcome of the proposed resolution, and if so, what it is.   | Resolution 4, being the receipt of 2,000,000 Options having a value of \$44,624.<br>None of the Directors has any interest in the outcome of Resolution 4.<br>The valuation is set out in full in Schedule 2 to the Notice of Meeting.  |
| 5 | All other information known to the company or any of its Directors which members would reasonably require to determine whether or not the proposed resolution is in the company's interests. | The terms of issue of the Options are set out in Schedule 1 to the Notice of Meeting. Shareholders are otherwise advised to carefully review the Notice of Meeting (including the Explanatory Statement) in its entirety. Additional information is also provided after this table. |

The following additional information is also provided:

- (a) the Options to be granted will not be listed on ASX;
- (b) the Options will vest on the 28 February 2016 and may be exercised for a period of 21 days after that date on the condition that the recipient remains an Employee or Director of the Company at the time of exercise;
- (c) For the purpose of Resolution 4, at the date of preparation of this notice, Mr West had a relevant interest in the following securities of the Company:
  - Fully Paid Ordinary Shares: Nil
  - Unlisted Options: Nil
- (d) The remuneration and emoluments from the Company to Mr West for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

| Related Party   | Current Financial Year<br>(2015) <sup>1</sup> | Previous Financial Year<br>(2014) |
|-----------------|---|-----------------------------------|
| Mr Michael West | \$246,376 <sup>2</sup>                        | \$108,123 <sup>2</sup>            |

Notes:

- 1. Financial year commencing 1 January 2015 until 31 December 2015.
- 2. Figure includes Salary, Fees and Superannuation.

- (e) Ownership of shares pursuant to the exercise of the Options will entitle the holders of shares to receive benefits of ownership/membership, on the same basis as existing Shareholders of the Company;
- (f) The Company's management has valued the Options at \$44,624 using the Black-Scholes model. The valuation is set out in full in Schedule 2 to the Notice of Meeting;
- (g) If the Options issued under Resolution 4 are exercised, it would have an effect of diluting the shareholdings of existing Shareholders. As at the date of this Notice of Meeting, the Company has 195,440,059 Shares on issue which will increase to 197,440,059 if all of the Options are exercised (assuming no further Shares are issued), diluting the interests of Shareholders by 1.02%;
- (h) The market price of the Company's Shares during the term of the Options will normally determine whether or not the holder exercises the Options. At the time any



Options are exercised and Shares issued pursuant to the exercise of the Options, the Company's Shares may be trading on ASX at a price which is higher than the exercise price of the Options;

- (i) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

|         | Price     | Date       |
|---------|-----------|------------|
| Highest | 9.5 cents | 03/06/2014 |
| Lowest  | 2.6 cents | 12/02/2015 |
| Last    | 6.5 cents | 22/04/2015 |

- (j) The most recent closing price before the date of this Notice of Meeting was \$0.065. If the Share price is above the exercise price when the Options are exercised, there will be a cost to the Company being the difference between the Share price and the exercise price. On the other hand, if the Share price is below the exercise price when the Options are exercised, there will be benefit to the Company being the difference between the exercise price and the Share price;

#### **Disclosure required under Listing Rule 10.13**

For the purpose of ASX Listing Rule 10.13, the following information is provided for Resolution 4:

- (a) the related party to whom the Options the subject of Resolution 4 will be issued is Mr Michael West or his respective nominees;
- (b) the maximum number of Options to be issued is 2,000,000;
- (c) the Options will be issued no later than one month after the date of the Annual General Meeting if this resolution is passed;
- (d) The Options are to be issued for nil consideration. The exercise price is A\$0.10;
- (e) the terms of the Options are set out in Schedule 1 to this Notice; and
- (f) no funds will be raised by the issue the Options. The funds raised from the Options (if exercised) will be used for working capital purposes.

#### **Resolution 5 – Approval of additional capacity to issue shares under ASX Listing Rule 7.1A**

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**).

The Company is an Eligible Entity.

If Shareholders approve Resolution 5, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below).

The effect of Resolution 5 will be to allow the Company to issue Equity Securities up to 10%



of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 5 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 5 for it to be passed.

## ASX LISTING RULE 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$12,703,604 as at 21 April 2015.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has 1 class of quoted Equity Securities on issue, being the Shares (ASX Code:TPP).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A is the number of Shares on issue 12 months before the date of issue or agreement:
  - a. plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
  - b. plus the number of partly paid shares that became fully paid in the previous 12 months;
  - c. plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and
  - d. less the number of Shares cancelled in the previous 12 months.

- D is 10%.
- E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

## TECHNICAL INFORMATION REQUIRED BY ASX LISTING RULE 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 5:

### Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within 5 ASX trading days of the date on which the Equity Securities are issued.

### Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (a) 12 months after the date of this Meeting; and
- (b) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

**(10% Placement Capacity Period).**

### Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

| Variable 'A' in Listing Rule 7.1A.2                                     |                           | Dilution                                   |                        |   |
|---|---------------------------|--|------------------------|---|
|   |                           | \$0.0325<br>50% decrease in<br>Issue Price | \$0.065<br>Issue Price | \$0.13<br>100% increase in<br>Issue Price |
| Current<br>Variable A -<br>195,440,059<br>Shares                        | 10%<br>Voting<br>Dilution | 19,544,006 Shares                          | 19,544,006 Shares      | 19,544,006 Shares                         |
|   | Funds<br>Raised           | \$635,180                                  | \$1,270,360            | \$2,540,721                               |
| 50% increase<br>in current<br>Variable A -<br>293,160,089<br>Shares     | 10%<br>Voting<br>Dilution | 29,316,009 Shares                          | 29,316,009 Shares      | 29,316,009 Shares                         |
|   | Funds<br>Raised           | \$952,770                                  | \$1,905,541            | \$3,811,081                               |
| 100%<br>increase in<br>current<br>Variable A -<br>390,880,118<br>Shares | 10%<br>Voting<br>Dilution | 39,088,012 Shares                          | 39,088,012 Shares      | 39,088,012 Shares                         |
|   | Funds<br>Raised           | \$1,270,360                                | \$2,540,721            | \$5,081,442                               |

\*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 195,440,059 Shares on issue.
2. The issue price set out above is the closing price of the Shares on the ASX on 21 April 2015.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

### **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (a) as cash consideration in which case the Company intends to use funds raised for working capital, the acquisition of new assets or to repay debt; or
- (b) as non-cash consideration for the acquisition of new assets and investments (in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rules 7.1A.3).

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

### **Allocation policy under the 10% Placement Capacity**

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (a) the purpose of the issue;
- (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (c) the effect of the issue of the Equity Securities on the control of the Company;
- (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (e) prevailing market conditions; and
- (f) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

### **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 29 May 2014 (**Previous Approval**).

The Company has not issued any Equity Securities pursuant to the Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 29 May 2014, the Company otherwise issued a total of 21,052,632 Shares and 13,000,000 Options. During the same period 12,220,908 Options were canceled or expired. The net total of 21,831,724 Equity Securities represents approximately 11.51% of the total diluted number of Equity Securities on issue in the Company on 29 May 2014, which was 189,714,335.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Schedule 3.

### **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (a) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (b) the information required by Listing Rule 3.10.5A for release to the market.

### **VOTING EXCLUSION**

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 5.

## GLOSSARY

In the Notice of Meeting and Explanatory Statement the following terms have the following meanings:

**10% Placement Capacity** has the meaning given in section Resolution 5 of the Explanatory Statement.

**Annual General Meeting** or **Meeting** means the 2015 Annual General Meeting of the Shareholders of the Company to be held on 29 May 2015, to which the Notice of Meeting and Explanatory Statement relate.

**ASX** means ASX Limited.

**ASX Listing Rules** means the listing rules of ASX.

**Board** means the board of directors of the Company.

**Company** or **Tempo** or **Tempo Australia Limited** means Tempo Australia Limited (ACN 000 689 725).

**Corporations Act** means Corporations Act 2001 (Cth).

**Director** means a current director of the Company.

**Eligible Entity** means an entity that, at the date of the relevant general meeting:

- (a) Is not included in the S&P/ASX 300 Index; and
- (b) Has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000

**Employee** means a person who is a full-time or permanent part-time employee or officer, or director of the Company or any related body corporate of the Company.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decided to classify as an Equity Security.

**EST** means Eastern Standard Time.

**Explanatory Statement** means the explanatory statement to this Notice of Meeting.

**Notice of Meeting** means this notice of meeting of the Company dated 22 April 2015.

**Option** means and Option to acquire a Share

**Ordinary Securities** has the meaning set out in the ASX Listing Rules.

**Resolution** means a resolution referred to in the Notice.

**Related Party Options** has the meaning given in Resolution 4 of the Explanatory Statement.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of Shares.

**Variable A** means "A" as set out in the calculation under Resolution 5 of the Explanatory Statement.

**WST** means Western Standard Time.

Words importing the singular include the plural and vice versa.  
All references to currency are in Australian dollars.

## **SCHEDULE 1**

### **OPTION TERMS**

Name of proposed holder: Michael West

Number of Options to be issued: 2,000,000

1. Each option entitles the holder to subscribe for and be allotted one ordinary share in Tempo Australia Ltd.
2. The Options are exercisable at the price per ordinary share of A\$0.10.
3. The Options will vest on 28 February 2016 and may be exercised on or after that date subject to the relevant recipient being an Employee, Contractor or Director of the Company at the time of vesting. The options will expire on 8 April 2016.
4. Options not exercised on or before the expiry date will automatically lapse.
5. Options are not transferable except with the prior consent of the Board.
6. Options are exercisable after vesting at any time prior to the expiry date by notice in writing to the Directors accompanied by payment of the exercise price.
7. The Options do not grant the Option holder the right to participate in new issues of shares without exercising the options.
8. Shares issued on the exercise of options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an option will rank equally with the then issued ordinary shares of the Company in all respects. If the Company is listed on ASX it will, pursuant to the exercise of an option, apply to ASX for Quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act 2001 and the ASX Listing Rules.
9. In the event of any reorganisation (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the option holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to the reorganisation of capital at the time of the reorganisation.
10. If there is a bonus issue to the holders of ordinary shares, the number of ordinary shares over which each option is exercisable will be increased by the number of ordinary shares which the holder of the option would have received if the option had been exercised before the record date for the bonus issue.
11. In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying Shares, the exercise price of the options may be reduced in accordance with ASX Listing Rule 6.22.
12. The Company has no present intention to make any application for the options to be quoted on the Official List of the ASX.

## **SCHEDULE 2**

### **RELATED PARTY OPTIONS VALUATION**

The Related Party Options to be issued to the Related Parties pursuant to Resolution 4 have been valued by internal management.

Using the Black & Scholes option model and based on the assumptions set out below, the Related Party Options were ascribed the following value:

| <b>Assumptions:</b>                        | <b>Class C</b> |
|--|----------------|
|  |                |
| Valuation date                             | 8 April 2015   |
| Market price of Shares                     | 7 cents        |
| Exercise price                             | 10.0 cents     |
| Expiry date (length of time from issue)    | 8 April 2016   |
| Risk free interest rate                    | 2.25%          |
| Volatility (discount)                      | 109%           |
|  |                |
| Indicative value per Related Party Options | 2.23 cents     |
|  |                |
| Total Value of Related Party Options       | \$44,624       |

Note: The valuation noted above is not necessarily the market price that the Related Party Options could be traded at and is not automatically the market price for taxation purposes.



### **SCHEDULE 3**

#### **ISSUE OF EQUITY SECURITIES ISSUED SINCE 29 MAY 2014**

On 29 May 2014, the company received Shareholder approval for the Additional Placement Capacity at its 2014 annual general meeting.

The details for each separate issue of Equity Securities during the 12 months preceding the date of the Meeting are:

|   |   |
|---|---|
| <b>Date of Issue:</b>                               | 29 May 2014 (Date of Appendix 3B 30 May 2014)   |
| <b>Number of Equity Securities:</b>                 | 2,000,000   |
| <b>Summary of terms:</b>                            | C Class Unlisted Options have an exercise price of 10.00 cents per ordinary share, expiring 21 March 2016. The Class C Options issued are subject to an escrow agreement which restricts the sale of the options for a period of 24 months from the 21 <sup>st</sup> February 2014. |
| <b>Recipient(s):</b>                                | Mr Nicholas Bowen   |
| <b>Price:</b>                                       | Nil, the Options were issued as attaching options approved in the last annual general meeting on 29 May 2014  |
| <b>Discount to Market Price<sup>1</sup>:</b>        | Not applicable  |
| <b>Current value of the non-cash consideration:</b> | The Company has valued the Options as at 29 May 2014 at 2.02 cents per Option using the Black-Scholes method. <sup>3</sup> Therefore, the current value of the 2,000,000 Options is \$40,400  |

|   |   |
|---|---|
| <b>Date of Issue:</b>                               | 29 May 2014 (Date of Appendix 3B 30 May 2014)   |
| <b>Number of Equity Securities:</b>                 | 2,000,000   |
| <b>Summary of terms:</b>                            | C Class Unlisted Options have an exercise price of 10.00 cents per ordinary share, expiring 21 March 2016. The Class C Options issued are subject to an escrow agreement which restricts the sale of the options for a period of 24 months from the 21 <sup>st</sup> February 2014. |
| <b>Recipient(s):</b>                                | Mr Philip Loots   |
| <b>Price:</b>                                       | Nil, the Options were issued as attaching options approved in the last annual general meeting on 29 May 2014  |
| <b>Discount to Market Price<sup>1</sup>:</b>        | Not applicable  |
| <b>Current value of the non-cash consideration:</b> | The Company has valued the Options as at 29 May 2014 at 2.02 cents per Option using the Black-Scholes method. <sup>3</sup> Therefore, the current value of the 2,000,000 Options is \$40,400  |

|                                     |   |
|-------------------------------------|---|
| <b>Date of Issue:</b>               | 29 May 2014 (Date of Appendix 3B 30 May 2014)   |
| <b>Number of Equity Securities:</b> | 2,000,000   |
| <b>Summary of terms:</b>            | D Class Unlisted Options have an exercise price of 14.00 cents per ordinary share, expiring 21 March 2017. The Class D Options issued are subject to an escrow agreement which restricts the sale of the options for a period of 36 months from the 21 <sup>st</sup> February 2014. |

|   |  |
|---|--|
| <b>Recipient(s):</b>                                | Mr Nicholas Bowen  |
| <b>Price:</b>                                       | Nil, the Options were issued as attaching options approved in the last annual general meeting on 29 May 2014   |
| <b>Discount to Market Price<sup>1</sup>:</b>        | Not applicable   |
| <b>Current value of the non-cash consideration:</b> | The Company has valued the Options as at 29 May 2014 at 2.08 cents per Option using the Black-Scholes method. <sup>3</sup> Therefore, the current value of the 2,000,000 Options is \$41,600 |

|   |   |
|---|---|
| <b>Date of Issue:</b>                               | 29 May 2014 (Date of Appendix 3B 30 May 2014)   |
| <b>Number of Equity Securities:</b>                 | 2,000,000   |
| <b>Summary of terms:</b>                            | D Class Unlisted Options have an exercise price of 14.00 cents per ordinary share, expiring 21 March 2017. The Class D Options issued are subject to an escrow agreement which restricts the sale of the options for a period of 36 months from the 21 <sup>st</sup> February 2014. |
| <b>Recipient(s):</b>                                | Mr Philip Loots   |
| <b>Price:</b>                                       | Nil, the Options were issued as attaching options approved in the last annual general meeting on 29 May 2014  |
| <b>Discount to Market Price<sup>1</sup>:</b>        | Not applicable  |
| <b>Current value of the non-cash consideration:</b> | The Company has valued the Options as at 29 May 2014 at 2.08 cents per Option using the Black-Scholes method. <sup>3</sup> Therefore, the current value of the 2,000,000 Options is \$41,600  |

|  |   |
|--|---|
| <b>Date of Issue:</b>                        | 11 December 2014 (Date of Appendix 3B 11 December 2014)     |
| <b>Number of Equity Securities:</b>          | 21,052,632  |
| <b>Summary of terms:</b>                     | Fully paid ordinary shares <sup>2</sup>                     |
| <b>Recipient(s):</b>                         | Bontempo Nominees Pty Ltd                                   |
| <b>Price:</b>                                | 5.7 cents per share   |
| <b>Discount to Market Price<sup>1</sup>:</b> | None (last traded share price on prior day to announcement) |
| <b>Total Cash consideration received:</b>    | \$1,200,000   |
| <b>Amount of Cash Consideration spent:</b>   | \$1,200,000 for the funding of working capital              |

|                                     |  |
|-------------------------------------|--|
| <b>Date of Issue:</b>               | 14 April 2015 (Date of Appendix 3B 14 April 2015)  |
| <b>Number of Equity Securities:</b> | 4,000,000  |
| <b>Summary of terms:</b>            | Unlisted Options issued under the Tempo Employee Share Option Plan (ESOP) 22 January 2013 can only be exercised on the achievement of certain vesting conditions attached to the options and have an exercise price of 10.00 cents per ordinary share, expiring 9 April 2016 |
| <b>Recipient(s):</b>                | Company Employees  |
| <b>Price:</b>                       | Nil, the Options were issued under the Tempo ESOP plan 22 January 2013 approved in the annual general meeting on 2 May 2013  |

|   |  |
|---|--|
| <b>Discount to Market Price<sup>1</sup>:</b>        | Not applicable   |
| <b>Current value of the non-cash consideration:</b> | The Company has valued the Options at 1.92 cents per Option using the Black-Scholes method. <sup>3</sup> Therefore, the current value of the 4,000,000 Options is \$76,995.46. |

|   |   |
|---|---|
| <b>Date of Issue:</b>                               | 14 April 2015 (Date of Appendix 3B 14 April 2015)   |
| <b>Number of Equity Securities:</b>                 | 1,000,000   |
| <b>Summary of terms:</b>                            | Unlisted Options issued under the Tempo Employee Share Option Plan (ESOP) 22 January 2013 can only be exercised on the achievement of certain vesting conditions attached to the options and have an exercise price of 15.00 cents per ordinary share, expiring 7 August 2017 |
| <b>Recipient(s):</b>                                | Company Employee  |
| <b>Price:</b>                                       | Nil, the Options were issued under the Tempo ESOP plan 22 January 2013 approved in the annual general meeting on 2 May 2013   |
| <b>Discount to Market Price<sup>1</sup>:</b>        | Not applicable  |
| <b>Current value of the non-cash consideration:</b> | The Company has valued the Options at 3.17 cents per Option using the Black-Scholes method. <sup>3</sup> Therefore, the current value of the 1,000,000 Options is \$31,650.60   |

**Notes:**

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: TPP (terms are set out in the Constitution).
3. In respect of unquoted Equity Securities the value of Options is measured using the Black & Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option. No account is taken of any performance conditions included in the terms of the Option other than market based performance conditions (i.e. conditions linked to the price of Shares).


## LODGE YOUR VOTE

 **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

 **BY MAIL**  
Tempo Australia Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **BY FAX**  
+61 2 9287 0309

 **BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474

## PROXY FORM

I/We being a member(s) of Tempo Australia Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Friday, 29 May 2015 at BDO Building, Ground Level, 38 Station Street, Subiaco, Perth WA 6008 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolutions 1 and 4:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 and 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.**

#### Resolutions

|  | For                      | Against                  | Abstain*                 |  | For                      | Against                  | Abstain*                 |
|--|--------------------------|--------------------------|--------------------------|--|--------------------------|--------------------------|--------------------------|
| <b>1</b> Adoption of Remuneration Report           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <b>5</b> Approval of additional capacity to issue shares under ASX Listing Rule 7.1A | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>2</b> Re-Election of Nick Bowen as a Director   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |  |                          |                          |                          |
| <b>3</b> Election of Brian Thomas as a Director    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |  |                          |                          |                          |
| <b>4</b> Approve the issue Options to Michael West | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |  |                          |                          |                          |



\* 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.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares 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 shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, 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's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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.

### 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, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. 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.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Wednesday, 27 May 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MAIL

Tempo Australia Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**



All Registry communications to:  
Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia  
Telephone: +61 1300 554 474  
Facsimile: +61 2 9287 0303  
ASX Code: TPP  
Registrars@linkmarketservices.com.au  
Site: www.linkmarketservices.com.au

We are currently updating our Investor Information details and note we do not have your email address recorded.

By providing us with your email address we will be able to notify you of important communications including Annual and Half Year reports, Notices of Shareholder Meetings, as well as potential new investment opportunities and capital raisings.

➤ visit the Share Registry's website at [www.investorcentre.linkmarketservices.com.au](http://www.investorcentre.linkmarketservices.com.au) and follow the steps below;

- click on the “**REGISTER NOW**” icon to create your portfolio or enter as a “single holding” by entering the required information.
- enter your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), this can be found under the barcode at the top of this form.
- once you are logged in, click on ‘Communications’ from the top menu and select ‘Preferences’. From here you can enter your email address and select your preferred method of electronic communications.

**OR**

- complete the form below and return it to us in the reply paid envelope provided.

**Example:** sam.sample@sampleville.com.au

**My email address is:**

[illegible]

Thank you for your support in helping us better communicate with you.

**Personal Information Collection Notification Statement:** Link Group advises that personal information it holds about you (including your name, address, date of birth and details of the financial assets) is collected by Link Group organisations to administer your investment. Personal information is held on the public register in accordance with Chapter 2C of the *Corporations Act 2001*. Some or all of your personal information may be disclosed to contracted third parties, or related Link Group companies in Australia and overseas. Your information may also be disclosed to Australian government agencies, law enforcement agencies and regulators, or as required under other Australian law, contract, and court or tribunal order. For further details about our personal information handling practices, including how you may access and correct your personal information and raise privacy concerns, visit our website at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) for a copy of the Link Group condensed privacy statement, or contact us by phone on +61 1800 502 355 (free call within Australia) 9am–5pm (Sydney time) Monday to Friday (excluding public holidays) to request a copy of our complete privacy policy.

TPP ECF001