

**NOTICE OF ANNUAL GENERAL MEETING
FEDERATION ALLIANCE LIMITED
ACN 155 709 809**

Notice is hereby given that the Annual General Meeting (AGM) of Federation Alliance Limited (Company) will be held at Level 14, 114 Albert Road, South Melbourne, Victoria, 3205 on Thursday 23 November 2017 at 2:30pm (AEDT) to conduct the following business:

- 1. Financial statements and reports** – To consider and note the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2017.

**Emma Rodgers
Company Secretary
23 October 2017**

Explanatory Notes:

Item 1 – Financial Statements and reports

As required by section 317 of the *Corporations Act 2001*, the Financial Report, Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2017 will be laid before the meeting.

These reports are approved by the Board, and accordingly there is no requirement for Shareholders to approve these reports. Shareholders are however able to ask questions about the reports.

Entitlement to attend and vote

In accordance with Company's Constitution, all Members have the right to speak at the AGM and receive notice of the AGM, however holders of M Class are not entitled to vote on the items that are being considered at the AGM. Holders of Foundation Shares and Ordinary Shares are entitled to speak and vote at the AGM.

Voting by Proxy

A Member who is entitled to attend and vote at the AGM may appoint a proxy to attend and vote on behalf of that member. A proxy need not be a Member. A Member can appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, it must ensure that it appoints a corporate representative as required by the *Corporations Act 2001 (Cth)* to exercise its powers as proxy at the Meeting.

A Member who is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If a Member appoints two proxies and the appointments do not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half the votes (disregarding fractions).

Proxy appointments (and the originals or certified copies of any powers of attorney under which they are signed) must be received by the Company by 2:30pm Tuesday 21 November 2017 (AEDT), being no later than 48 hours before the commencement of the AGM. Any proxy forms received after that time will not be valid for the scheduled AGM.

Proxy forms may be lodged:

By mail to the following address:

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

By hand delivery to:

Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000 Australia

By fax: +61 2 9290 9655

Undirected Proxies

The Chair of the AGM intends to vote undirected proxies in favour of each item of business.

Corporate Representatives

A body corporate that is a Member, or that has been appointed as a proxy by a Member, may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at the AGM. The appointment may be a standing one. Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body could exercise at the Meeting or in voting on a resolution. The representative should bring evidence of his or her appointment, including the authority under which it is signed, unless these documents have previously been provided to the Company.