



GP Synergy Limited

ACN: 099 141 689

Wednesday, 13 September 2017

Proxy Form

This form may be returned no later than 5:00pm, 16 October 2017

I/We¹ _____

of _____

being a member/members of GP Synergy Limited appoint as my/our proxy² _____

of³ _____

or in his/her absence⁴, _____

of⁵ _____

or in his/her absence, or if you do not choose a proxy, the chairperson of the general meeting of the Company to be held at the Sydney Office: Level 2, 36 – 42 Chippen Street Chippendale NSW at **6:00pm, 18 October 2017** or at any adjournment of that meeting.

If the chairperson of the general meeting of the Company is appointed as proxy, the following is a statement of the chairperson's voting intentions in relation to undirected proxies:

If you do not wish to direct your proxy how to vote, please place a mark in the box: ⁶

¹ Name of Member organisation

² Insert the name of the proxy desired in the space provided

³ Insert the address of the proxy desired in the space provided

⁴ Insert name of alternate proxy, should the initial appointee be unable to attend the meeting (OPTIONAL)

⁵ Insert address of alternate proxy, should the initial appointee be unable to attend the meeting (OPTIONAL)

⁶ By marking this box, you acknowledge that the Proxy may exercise your vote even if s/he has an interest in the outcome of the resolution and votes cast by him/her other than as proxy holder will be disregarded because of that interest.

8. Ordinary Resolutions ⁷

It is resolved that:	For	Against	Abstain
8.1. That the Directors' Report and Declarations for the period ending 30 June 2017 be adopted.			
8.2. That the Auditor's Independence Declaration and Auditor's Report for the period ending 30 June 2017 be adopted.			
8.3. That the Statement of Comprehensive Income and notes to the financial statement as at 30 June 2017 be adopted.			
8.4. That the Statement of Financial Position for the period ending 30 June 2017 be adopted.			
9. Election of directors <i>To be confirmed by postal ballot.</i>			

⁷

Please indicate with a "X" in the spaces opposite to each of the resolutions how you wish the proxy to vote on your behalf. In the absence of any such indication the proxy may vote for or against the resolutions or may abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting

Executed by⁸ acting by the following persons or, if the seal is affixed, witnessed by the following persons:

.....
Signature of director

.....
Signature of director/company secretary

.....
Name of director (print)

.....
Name of director/company secretary (print)

- OR -

Signed for and on behalf of (Company Name) in the presence of:

.....
Signature of witness

.....
Signature of authorised person

.....
Name of witness (print)

.....
Name of authorised person (print)

Address for the return of forms

C/o the Secretary, GP Synergy Limited.

By mail: Level 2, 36-42 Chippen Street, Chippendale NSW, 2008

By fax: +61 2 9756 5755

By email: secretary@gpsynergy.com.au

Camilla Milazzo | Company Secretary

⁸ Insert the name of Member company that is appointing a proxy to vote on its behalf

PROXY INSTRUCTIONS

What is a Proxy?

- 1 A proxy is a person who is authorised to act for a member of the Company at a general meeting for the purpose of casting a vote in accordance with that member's directions.
- 2 The purpose of this form is to inform the Company:
 - (a) who, if anyone, you have appointed as your proxy;
 - (b) if your authorised proxy is absent at the meeting, or if you do not choose a proxy, whether you wish to authorise the chairperson to cast your votes;
 - (c) if the chairperson of the meeting is appointed as proxy whether you want him/her to vote in accordance with your voting directions or otherwise to vote in accordance with his chairperson's stated voting intentions.

Eligible Member

- 3 If you are a member entitled to attend and vote at this meeting of the Company, you may appoint a proxy to vote on your behalf.
- 4 A proxy need not be a member of the Company.

How to appoint a proxy

- 5 If you are a corporate eligible member, the appointment of your proxy must be in writing and executed by one of the following methods:
 - 5.1 under your common seal and witnessed by 2 directors or 1 director and 1 company secretary; or
 - 5.2 signed by 2 directors or 1 director and 1 company secretary under section 127 of the Corporations Act; or
 - 5.3 signed by the authorised representative which has been registered by the member to the company; or
 - 5.4 if the proxy form is being signed under a power of attorney, signed by the attorney.
- 6 **If the proxy is not signed it is invalid.**

Delivery of proxy appointment to Company

- 7 For an appointment of a proxy to be effective, the following documents must be received by **not later than 48 hours before the time for holding the meeting** by the Company at 36 - 42 Chippen Street, Chippendale, NSW 2008 and may be faxed to the company on facsimile number +61 2 9756 5755 or secretary@gpsynergy.com.au **or produced to the Chairperson of the meeting before the proxy votes:**
 - The proxy's appointment.
 - If the appointment is signed by your attorney – the authority under which the appointment was signed or a certified copy of the authority.
- 8 If a meeting has been adjourned, an appointment and any authority received by the Company at least 24 hours before the resumption of the meeting are effective for the resumed part of the meeting.

Changing proxy appointments, directions and other details

- 9 If after lodging this form you wish to change the details of this form (including the identity of your proxy or the voting directions) you can do so, provided that you lodge a new Proxy Form by the cut-off date for receiving these forms. The last form received by the Company from you will be effective and any earlier forms will be cancelled.

Do I need to attend the meeting?

- 10 The short answer is no. If you appoint a proxy or authorise the chairperson to vote on your behalf (either in accordance with your directions or the chairperson's stated intentions), you do not need to attend the meeting. You are nevertheless welcome to do so if you wish but you must not vote twice (in person and by proxy) on the same resolution.

Authorised representatives' attendance at meetings

- 11 A corporate member may be represented at a meeting by the person who is the member's authorised representative whose name has been provided in writing by the member to the Company Secretary of the Company from time to time. The Company keeps a register of authorised representatives. Pursuant to clause 7.29 prior to each meeting of Members, the Member must confirm its approved representative to the Company in the manner prescribed by the Directors as set out in the notice of the meeting. This can be a standing appointment.