

ASX ANNOUNCEMENT

14 October 2016

2016 Notice of Annual General Meeting and Director Retirement

SMS Management & Technology Limited's (ASX: SMX) Annual General Meeting (AGM) will be held on Monday, 14 November 2016 commencing at 10am (Melbourne time) at the RACV Club, Bayside Room 5, Level 2, 501 Bourke Street Melbourne.

Attached are copies of the documents relating to the AGM which will be sent out to shareholders today. The attachments are:

- Notice of Annual General Meeting, including Chairman's letter, Notice of AGM and Explanatory Notes; and
- Proxy Form.

The Company advises that Ms Deborah Radford has decided to retire from the Board due to personal reasons and as such is not standing for re-election.

Investors, Analysts and Media

For further information please contact

Rick Rostolis, Chief Executive Officer
rick.rostolis@smsmt.com
+61 3 9674 3421

About SMS

SMS Management & Technology Limited (SMS) [ASX:SMX] is a leading Australian business and IT advisory, technology solutions and managed services provider employing over 1,600 professionals throughout Australia, Hong Kong, and Singapore. Established in 1986, SMS is best known for delivery excellence. SMS helps its clients improve their business performance through the design, build and operation of business and technology projects. Industry expertise spans the Financial Services, TMT, Government, Energy, Resources and Infrastructure and Commercial sectors.

For further information refer to www.smsmt.com

14 October 2016

Dear Shareholder

NOTICE OF ANNUAL GENERAL MEETING

I am pleased to invite you to this year's Annual General Meeting (**AGM**) of SMS Management & Technology Limited (the **Company**). The AGM will be held at 10.00am (AEDT) on 14 November 2016, at Level 2, Bayside Room 5, RACV Club, 501 Bourke Street, Melbourne.

Enclosed with this letter is the Notice of Meeting and Explanatory Notes detailing the business to be dealt with at the AGM.

This year's AGM will involve the business of receiving and considering the financial report, adopting the Remuneration Report, the re-election of a Non-executive Director and approving the grant of Performance Rights for the Managing Director & Chief Executive Officer.

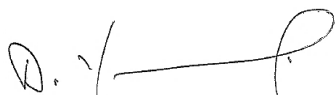
Regrettably Ms Deborah Radford has decided to retire from the Board due to personal reasons and as such is not standing for re-election. On behalf of the Board, I would like to thank Ms Radford for her valuable contribution to the Board and wish her well in her future endeavours. Mr Justin Milne instead has offered himself for re-election.

If you are unable to attend the AGM, but wish to vote on any of the resolutions to be put to the meeting, a personalised proxy form is enclosed. Further instructions on how to complete and lodge the proxy form are provided on the form itself.

You can access and download a copy of the 2016 Annual Report, which provides full details of the Company's activities for the year, from <http://www.smsmt.com/investor/financial-reports>.

We look forward to seeing you at the AGM and invite you to join us afterwards for light refreshments.

Yours sincerely



Derek B. Young
Chairman

Notice of Annual General Meeting and Explanatory Notes

SMS Management & Technology Limited
ACN 009 558 865

Date: 14 November 2016
Time: 10.00am (AEDT)
Place: Level 2, Bayside Room 5
RACV Club
501 Bourke Street
Melbourne, Victoria

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of shareholders of SMS Management & Technology Limited (the **Company**) will be held on Level 2, Bayside Room 5, RACV Club, 501 Bourke Street, Melbourne, Victoria at 10.00am (AEDT), Monday, 14 November 2016.

Ordinary business

FINANCIAL REPORT

To receive and consider the financial report of the Company for the financial year ended 30 June 2016 and the report of the Directors and the Auditor.

To consider and, if thought fit, pass the following ordinary resolutions:

RESOLUTION ONE: REMUNERATION REPORT

1. 'That the Remuneration Report forming part of the Directors' Report for the year ended 30 June 2016 be adopted.'

Please note that the vote on this resolution is advisory only and does not bind the Company or its Directors.

RESOLUTION TWO: RE-ELECTION OF DIRECTOR- JUSTIN MILNE

2. 'That Mr Justin Milne, who offers himself for re-election and being eligible, be re-elected as a Director of the Company.'

Special Business

RESOLUTION THREE: MANAGING DIRECTOR PERFORMANCE RIGHTS

3. 'That the grant to Mr Rick Rostolis of up to 144,320 Performance Rights as part of Mr Rostolis' performance based incentive for FY17, on the terms summarised in the Explanatory Notes attached to this Notice, be approved for all purposes, including for the purposes of Listing Rule 10.14.'

Voting Exclusion Statement on Resolutions

RESOLUTION ONE

The Company will disregard any votes cast in respect of Resolution One:

- by or on behalf of a member of its Key Management Personnel, the details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2016; or

- by or on behalf of a Closely Related Party of any such Key Management Personnel; or
- by a member of its Key Management Personnel at the date of the meeting (or any of their Closely Related Parties) acting as a proxy for another member where the proxy does not specify the way the vote is to be cast.
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

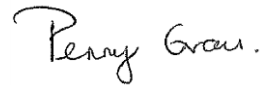
However, the Company need not disregard a vote cast:

- by a person specified as excluded from voting on the relevant resolution as proxy for a person who is entitled to vote, if the proxy appointment specifies the way the vote is to be cast; or
- by the Chairman of the meeting as proxy for a person who is entitled to vote where the appointment of the Chairman as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

The Explanatory Notes attached to this Notice are incorporated into and form part of this Notice. A detailed explanation of the background and reasons for the proposed resolutions is out in the Explanatory Notes.

DATED 14 October 2016

BY ORDER OF THE BOARD



Penny Grau
Company Secretary

RESOLUTION THREE

The Company will disregard any votes cast in respect of Resolution Three:

- by or on behalf of Mr Rick Rostolis or any associate of Mr Rick Rostolis; or
- by a member of its Key Management Personnel at the date of the meeting (or their Closely Related Parties) acting as a proxy.

However, the Company need not disregard a vote cast:

- by a person specified as excluded from voting on the relevant resolution as proxy for a person who is entitled to vote, if the proxy appointment specifies the way the vote is to be cast; or
- by the Chairman of the meeting as proxy for a person who is entitled to vote where the appointment of the Chairman as proxy:

Voting, proxies and company representatives

1. Voting

The Directors have determined that, for the purpose of voting at the meeting, shares will be taken to be held by those members recorded in the Company's Register of Members as at 10.00am AEDT on Saturday 12 November 2016. Accordingly, those persons who hold shares at that time will be entitled to attend and vote at the meeting.

2. Proxies

A shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy who need not be a shareholder of the Company. A proxy can be an individual or a body corporate. A proxy need not be a shareholder. A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise half of the votes on a poll.

If a shareholder has appointed two proxies and each proxy attends that meeting, neither of those proxies may vote:

- on a show of hands; or
- on a poll if the number of the shareholder's votes for which the proxies have been appointed exceeds the total number of votes that could be cast by the shareholder.

Proxy vote if appointment specifies way to vote

Section 250BB 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;
- if the proxy has two or more appointments that specify different ways

to vote on the resolution, the proxy must not vote on a show of hands;

- if the proxy is the Chairman of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the Chairman of the meeting, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote in the way directed.

Transfer of Non-Chair proxy to Chairman of the meeting 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;
- the appointed proxy is not the Chairman of the meeting;
- at the meeting, a poll is demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the Chairman 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 that meeting.

Valid appointment of a proxy or proxies

To be a valid appointment of a proxy or proxies, the enclosed Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be lodged either:

- (a) online at <http://www.linkmarketservices.com.au> in accordance with the instructions given there; or
- (b) by delivering it by hand to the Company, c/- Link Market Services Ltd, Level 12, 680 George Street, Sydney, NSW 2000; or

- (c) with the Company, c/- Link Market Services Ltd, Locked Bag A14, Sydney South, NSW 1235; or
- (d) by successfully transmitting it by facsimile to the Company, c/- Link Market Services Ltd on fax number (02) 9287 0309;

by 10.00am AEDT on Saturday 12 November 2016, being at least 48 hours before the holding of the AGM.

Corporate Representatives

A company or corporate proxy appointment of a corporate representative will only be valid if a 'Certificate of Appointment of Representative' is completed and lodged either:

- (a) with the Company, c/- Link Market Services Ltd, Locked Bag A14, Sydney South, NSW 1235; or
- (b) by successfully transmitting it by facsimile to Link Market Services Ltd on fax number (02) 9287 0309; or
- (c) by delivering it by hand to Link Market Services Ltd, Level 12, 680 George Street, Sydney, NSW 2000,

by 10:00am AEDT on Saturday, 12 November 2016, being at least 48 hours before the holding of the AGM.

A 'Certificate of Appointment of Representative' is available from the Company's share registry at Link Market Services Ltd (<http://www.linkmarketservices.com.au> or by phone local: 1300 554 474; overseas: (02) 8280 7111).

Resolutions

All items of business involving a vote by shareholders are ordinary resolutions. To be passed, the items need approval of a simple majority of the votes cast by shareholders entitled to vote on the resolution.

Explanatory Notes

1. Financial Report

The Corporations Act requires the financial report (which includes the financial statements and Directors' Declaration), the Directors' Report and Auditor's Report to be laid before the AGM. There is no requirement either in the Corporations Act or the Company's Constitution for shareholders to approve the financial report, the Directors' Report or the Auditor's Report. Shareholders will, however, be given a reasonable opportunity at the meeting to ask questions and make comments on these reports and the management of the Company.

2. Remuneration Report

The Company's Remuneration Report for the year ended 30 June 2016 is set out on pages 30 to 44 in the 2016 Annual Report and is also available on the Company's website at www.smsmt.com.

The Remuneration Report includes an explanation of the Company's remuneration policies and the remuneration arrangements in place for Directors and certain executives whose remuneration arrangements are required by law to be disclosed. There will be an opportunity for shareholders at the AGM to comment on, and ask questions about, the 2016 Remuneration Report.

Voting exclusions apply to this resolution as specified in the Notice.

As required by the Corporations Act, a non-binding resolution to adopt the Remuneration Report is to be put to shareholders at the meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company.

Recommendation

The Directors recommend that shareholders vote in favour of the resolution to adopt the Remuneration Report.

The Chairman of the meeting intends to vote all eligible undirected proxies held by him in favour of the adoption of the Remuneration Report.

3. Re-Election of Director

The Company's Constitution provides that a Non-executive Director must retire from office no later than the longer of the third Annual General Meeting of the Company, or 3 years, following that Director's last election or appointment. Where there is no Director that would otherwise be required to retire because they had not been in office for that period, then the Constitution requires the Director who is to retire at an AGM, where there is no Director who has been in office the longest period of time, to be the Director determined by lot, unless the Directors who have held office for the same period of time otherwise agree. Those Directors have agreed that Mr Justin Milne will stand for re-election. Mr Justin Milne thereby retires and is eligible for re-election.

Details of Mr Justin Milne are set out below.

Justin Milne

Independent Non-executive Director

Mr Justin Milne has been a Non-executive Director of the Company since 28 August 2014.

Mr Milne is Chairman of MYOB Group Ltd and NetComm Wireless Limited. He is also a Director of Tabcorp Holdings Limited, Members Equity Bank Limited and NBN Co Limited.

Mr Milne has 35 years' telecommunications, marketing and media experience. From 2002 to 2010 he was Group Managing Director of Telstra's broadband and media businesses, and headed up Telstra's BigPond New Media businesses in China.

Mr Milne was previously Chairman of pieNETWORKS Limited and previously Director of Quickflix Ltd, SA Economic Development Board, Basketball Australia Limited and the Sydney Children's Hospital. Mr Milne was also previously CEO of the Microsoft Network, OzEmail.

Mr Milne is Chairman of the Remuneration & Nominations Committee.

Mr Milne holds a Bachelor of Arts and is a Member of the Australian Institute of Company Directors.

Recommendation

The Directors (other than Mr Justin Milne who has a personal interest in the subject matter of this resolution and therefore has abstained from making a recommendation) consider Mr Justin Milne to be an independent Director, believe that it is in the interests of shareholders that Mr Justin Milne be re-elected as a member of the Board and recommend that shareholders vote in favour of the resolution.

The Chairman of the meeting intends to vote all eligible undirected proxies held by him in favour of the re-election of Mr Justin Milne.

4. Performance Rights

Summary of Proposal

Mr Rick Rostolis was appointed as Chief Executive Officer on 2 May 2016 and Managing Director on 18 May 2016. As part of that appointment and Mr Rostolis' remuneration package for FY17, the Board agreed that Mr Rostolis would be granted \$200,000 of Performance Rights (pro-rated for any part financial year including FY16) under the Company's Long Term Incentive Plan, subject to shareholder approval.

The number of Performance Rights under the Company's 2016 Executive Performance Rights Plan (**Plan**) to be granted to Mr Rostolis is calculated by dividing \$232,787 (comprising \$200,000 for FY 17 and \$32,787 for the period since his appointment on 2 May 2016 until 30 June 2016) by the five-day volume weighted average price (VWAP) of an ordinary SMX share preceding the notional grant date being 1 July 2016.

This equates to 144,320 Performance Rights being granted to the Managing Director & Chief Executive Officer, Mr Rick Rostolis, for no consideration on grant or conversion, subject to approval by shareholders of the Company by way of an ordinary resolution.

The entitlement of Mr Rostolis to have the 144,320 Performance Rights converted to shares will be subject to meeting certain 'Performance Criteria' within a prescribed 'Performance Period'. The grant of the Performance Rights are equally split, with Performance Criteria for 50% defined by

reference to a relative Total Shareholder Return (**TSR**) hurdle and 50% by reference to an absolute earnings per share (**EPS**) performance hurdle.

Relative TSR is defined as the return to shareholders measured by the Company's share price change over the Performance Period plus reinvestment of dividends, expressed as a percentage of investment and adjusted for changes in the entity's capital structure, when ranked relative to Australian Small Industrials Accumulation Index (**XSI**) with the Performance Period defined in this case as being three years from 1 July 2016 to 30 June 2019.

If the Company's TSR over the Performance Period measured against the XSI is:

- below the 51st percentile, the Performance Criteria for those Performance Rights which are defined by reference to the TSR hurdle (**TSR Performance Rights**) will not have been met and no TSR Performance Rights will be converted to shares;
- equal to the 51st percentile, 50% of the TSR Performance Rights will be converted to shares;
- higher than the 51st percentile but below the 75th percentile, between 50% and 100% of the TSR Performance Rights, calculated on a linear basis, will be converted to shares; or
- at or above the 75th percentile, 100% of the TSR Performance Rights will be converted to shares.

Absolute EPS is defined as the average compound annual growth rate (**CAGR**) of statutory EPS of the Company over the Performance Period.

If the Company's EPS CAGR over the Performance Period is:

- below 5%, the Performance Criteria for those Performance Rights which are defined by reference to the EPS hurdle (**EPS Performance Rights**) will not have been met and no EPS Performance Rights will be converted to shares;

- equal to 5%, 50% of the EPS Performance Rights will be converted to shares;
- higher than 5% but below 12%, between 50% and 100% of the EPS Performance Rights, calculated on a linear basis, will be converted to shares; or
- at or above 12%, 100% of the EPS Performance Rights will be converted to shares.

Where Mr Rostolis becomes entitled to shares under the Plan, the Company may issue an equivalent number of fully paid ordinary shares in the Company at its own expense or, in the alternative, the Company may elect to purchase the equivalent number of shares on market at its own expense or pay cash in the amount equivalent to the market value of the ordinary shares as at the vesting date.

If shareholder approval is given, the Performance Rights will be granted within one month of the Annual General Meeting with the underlying shares to be issued no later than four months after the end of the Performance Period.

During FY16, prior to Mr Rostolis' appointment to the Board, a total of 34,986 Performance Rights were granted to Mr Rostolis under the 2015 Executive Performance Rights Plan for no consideration. These Performance Rights were granted to Mr Rostolis as Chief Financial Officer.

There have been no other Performance Rights requiring shareholder approval issued since the last approval was obtained under Listing Rule 10.14.

Voting exclusions apply to this resolution as specified in the Notice.

Recommendation

The Non-executive Directors of the Company believe that the Plan is an appropriately designed equity-based employee incentive scheme, having regard to the role of the Plan in the attraction, motivation and retention of key executives and in driving the improved performance of the Company.

Your Board (other than Mr Rostolis who has a personal interest in the subject matter of this

resolution and therefore has abstained from making a recommendation) supports this Resolution in recognition of the need to provide an appropriate remuneration package to Mr Rostolis, commensurate with the risks and responsibilities over a period of sufficient duration for Mr Rostolis to contribute in a meaningful way to the growth and development of the Company and prosperity of its shareholders.

Accordingly, the Non-executive Directors of the Company unanimously recommend that shareholders vote in favour of Resolution Three.

The Chairman of the meeting intends to vote all undirected proxies held by him in favour of the Resolution.

ASX Listing Rule Requirements

ASX Listing Rule 10.14 states that shareholder approval is required for an entity to permit a Director to acquire securities under an employee incentive scheme where the securities are not purchased on market. Such approval is to be given by way of an ordinary resolution passed at a general meeting. As Mr Rostolis is a Director, his participation in the Plan falls within this category and as such requires the approval of shareholders. Voting exclusions will apply to Mr Rostolis and any of his associates in relation to Resolution Three as specified in the Notice.

If shareholder approval is given for the issue of securities under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1.

No additional persons to whom Listing Rule 10.14 applies are currently entitled to participate in the Plan.

There is no loan scheme in relation to the acquisition of the Performance Rights (or the underlying shares) as no payment is required.

Shareholder Questions

At the meeting, the Chairman will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company. The auditor of the Company, Deloitte, is required to attend the AGM and will be available to take questions about the preparation and content of its report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

The Company is required by law to forward all questions to the auditor and the auditor is required to prepare a list of questions that the auditor considers are relevant to the conduct of the audit and the content of the auditor's report. The auditor may omit questions that are the same in substance as other questions or are not received in a timely manner. At the AGM, the Chairman will give the auditor a reasonable opportunity to answer questions on the question list. The list of questions prepared by the auditor will be available on the Company's website www.smsmt.com immediately prior to the AGM. In addition, copies of the list of questions will be available at the AGM.

Please submit any questions that you would like the Company or its auditor to respond to at the meeting by email to investors@smsmt.com. To allow time to collate questions and prepare answers, submitted written questions need to be received by no later than 5.00pm (AEDT) on Monday 7 November 2016.

The Chairman will endeavour to address as many of the more frequently raised questions as possible during the course of the AGM. However, there may not be sufficient time to address all questions raised. Please note that individual responses will not be sent to shareholders.

Glossary

In this document, unless the context otherwise requires:

AEDT means Australian Eastern Daylight Time.

AGM means Annual General Meeting

ASIC means the Australian Securities and Investments Commission.

Board means the Company's Board of Directors.

Closely Related Party of a person means any of the following persons:

- a spouse or child of that person;
- a child of that person's spouse;
- a dependent of that person or of that person's spouse;
- anyone else who is one of that person's family and may be expected to influence that person, or be influenced by that person, in that person's dealings with the Company;
- a company that person controls; or
- a person described by the *Corporations Regulations 2001* (Cth) as being a closely related entity of the first person.

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

Directors means the directors of the Company and **Director** refers to one of the Directors.

Explanatory Notes means the explanatory notes set out in this document.

Key Management Personnel has the same meaning as in the Australian Accounting Standards and broadly includes persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any Director.

Notice and **Notice of Meeting** means this notice of Annual General Meeting and a reference to this Notice includes the Explanatory Memorandum and the Proxy Form that accompanies it.



Management & Technology

ABN 49 009 558 865

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
SMS Management & Technology 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; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: +61 1300 554 474

PROXY FORM

I/We being a member(s) of SMS Management & Technology 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 (AEDT) on Monday, 14 November 2016 at Level 2, Bayside Room 5, RACV Club, 501 Bourke Street, Melbourne (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1 and 3: 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 3, 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 X

Resolutions

Table with 3 columns: Resolutions, For, Against, Abstain*. Rows include Adoption of Remuneration Report, Re-election of Mr Justin Milne as a Director, and Managing Director Performance Rights.

* 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, any 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, any of the shareholders 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.

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 (AEDT) on Saturday, 12 November 2016**, 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

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 MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

SMS Management & Technology 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

or

Level 12
680 George Street
Sydney NSW 2000

* 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.**



Management & Technology

ABN 49 009 558 865

LODGE YOUR DIRECTION

ONLINE
www.linkmarketservices.com.au

BY MAIL
SMS Management & Technology 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; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X999999999999

VOTING DIRECTION FORM

STEP 1

DIRECTION TO THE TRUSTEE OF THE PLAN

I, being a participant of the SMS Management & Technology Limited Employee Share Plans direct the Trustee of the Plan to vote on my behalf in respect of any voting rights attaching to shares held for my benefit under the Plan at the Annual General Meeting of the Company to be held at 10:00am (AEDT) on Monday, 14 November 2016 at Level 2, Bayside Room 5, RACV Club, 501 Bourke Street, Melbourne and at any adjournment of that meeting. Forms will only be valid and accepted by the Company if they are signed and received no later than 10:00am (AEDT) on Friday, 11 November 2016.

VOTING DIRECTIONS

This form will only be used for the purpose of voting on the resolutions specified below. To direct the Trustee on how to vote on any resolution, please insert [X] in the appropriate box. In the absence of a direction by you, the Trustee has no direction and your votes will not be counted.

STEP 2

Resolutions

Table with 3 columns: Resolutions, For, Against, Abstain*. Rows include Adoption of Remuneration Report, Re-election of Mr Justin Milne as a Director, and Managing Director Performance Rights.

* 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.

STEP 3

SIGNATURE OF PARTICIPANT – THIS MUST BE COMPLETED

Signature of Participant

Blank box for signature

