



The Cloud
Channel Company

RHIPE LIMITED
ACN 112 452 436
**NOTICE OF EXTRAORDINARY GENERAL
MEETING**
EXPLANATORY STATEMENT
PROXY FORM

TIME: 10:00am (AEDT)
DATE: Friday, 23 January 2015
PLACE: Level 5, 137-139 Bathurst Street, Sydney NSW 2000

This Notice of Meeting 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 2) 8072 1400.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be at 10:00am (AEDT) on 23 January 2015 at:

Level 5, 137-139 Bathurst Street, Sydney NSW 2000

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, you can complete and sign the **enclosed** Proxy Form and deliver the Proxy Form through any one of the following means:

By hand	LINK Market Services, 1A Homebush Bay Drive, Rhodes NSW 2138
By post	Rhipe Limited, c/- LINK Market Services Limited, Locked Bag A14, Sydney South NSW 1235
By facsimile	(+61 2) 9287 0309

You may also vote by proxy online at www.linkmarketservices.com.au:

Lodge online	Select 'Investor & Employee Login' and enter Rhipe Limited or the ASX code RHP in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.
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Proxy Forms must be delivered and/or lodged so that it is received not later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of Shareholders of Rhippe Limited (ACN 112 452 436) (formerly known as Rhype Limited) (**Company**) will be held at 10:00am (AEDT) on 23 January 2015 at Level 5, 137-139 Bathurst Street, Sydney NSW 2000 (**Meeting**).

For the purpose of regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that the Shareholding of each Shareholder for the purposes of ascertaining their voting entitlements for the Meeting will be as it appears on the Company's Share Register at 7:00pm (AEDT) on 21 January 2015 (**Entitlement Time**). Accordingly, only those persons registered as holders of Shares at the Entitlement Time will be entitled to attend and vote at the Meeting. Transactions registered after that time will be disregarded in determining Shareholders entitled to attend and vote at the Meeting.

The Explanatory Statement that accompanies and forms part of this Notice of Extraordinary General Meeting (**Notice**) describes in more detail the matters to be considered at the Meeting.

RESOLUTIONS

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 20,000,000 fully paid ordinary shares (forms part of the **Placement Shares**) on terms and conditions all of which are described in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”*

Voting exclusion statement: The Company will disregard any votes cast on Resolution 1 by:

- (a) a person who participated in the issue; and
- (b) an associate of any person described in (a)

However, the Company need not disregard a vote if:

- (i) it is cast by a person acting as a proxy for another person entitled to vote, in accordance with the direction on the proxy form; or
- (ii) it is cast by the person chairing the meeting (**Chair**) 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.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF CONSIDERATION SHARES TO NSYNERGY SHAREHOLDERS AND EMPLOYEES

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 4,347,825 Consideration Shares on terms and conditions all of which are described in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”

Voting exclusion statement: The Company will disregard any votes cast on Resolution 2 by:

- (a) a person who participated in the issue; and
- (b) an associate of any person described in (a) or (b).

However, the Company need not disregard a vote if:

- (i) it is cast by a person acting as a proxy for another person entitled to vote, in accordance with the direction on the proxy form; or
- (ii) it is cast by the Chair 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.

3. RESOLUTION 3 – APPROVAL FOR FUTURE ISSUE OF PLACEMENT SHARES

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue of up to 5,000,000 fully paid ordinary shares (forms part of the **Placement Shares**) to institutional and sophisticated investors invited by the Company to subscribe for Placement Shares, at an issue price of \$1.00 per Placement Share to raise up to \$5,000,000, on terms and conditions all of which are described in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”*

Voting exclusion statement: The Company will disregard any votes cast on Resolution 3 by:

- (a) a person who is proposing to participate in the issue;
- (b) 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
- (c) an associate of any person described in (a) or (b).

However, the Company need not disregard a vote if:

- (i) it is cast by a person acting as a proxy for another person entitled to vote, in accordance with the direction on the proxy form; or
- (ii) it is cast by the Chair 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.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Extraordinary General Meeting to be held at 10:00am (AEDT) on Wednesday, 23 January 2014 at Level 5, 137-139 Bathurst Street, Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

Shareholders should read this Explanatory Statement in full because individual sections do not give a comprehensive review of the Resolutions.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Please refer to the end of this Explanatory Statement for a glossary of terms and abbreviations used in the Notice and this Explanatory Statement. Full details of the business to be considered at the Meeting are set out below.

Acquisition of nSynergy and capital raising

On 28 November 2014, the Company announced that it had entered into a conditional agreement to acquire 100% of nSynergy OSC Holdings Pty Ltd and its operating subsidiaries (collectively referred to as **nSynergy**) and to make a 12.5% investment in LiveTiles and its operating subsidiaries (collectively referred to as **LiveTiles**).

The nSynergy acquisition and LiveTiles investment is collectively referred to as the **Acquisition**. Key terms of the Acquisition are as follows:

Table 1 – Key terms of the Acquisition

Terms	Details
Consideration (nSynergy)	Approximately \$25 million payable as follows: <ul style="list-style-type: none">• \$13 million cash payable on completion• 4,347,825 fully paid ordinary shares, voluntarily escrowed for a period of 12 months from date of issue (Consideration Shares)• Deferred consideration of up to \$8 million (for 2 annual period – of \$4 million each period), based on a minimum EBITDA target (must exceed \$3.5 million but is weighted to an EBITDA goal of \$4.5 million to \$5.5 million) for the calendar years ended 31 December 2015 and 31 December 2016
Consideration (LiveTiles)	Total investment of \$2.5 million, comprising of \$1.5 million invested in LiveTiles as new equity, and the acquisition by the Company of \$1 million in existing equity from LiveTiles shareholders.
Minimum cash balance (LiveTiles)	LiveTiles must have a minimum cash balance of \$2 million at completion.
Warranties and indemnities	Standard commercial warranties and indemnities for each of these transactions, for their respective sizes and scope.
Board changes	No nSynergy or LiveTiles vendors will join the RHP Board. Mike Hill will join the Board of LiveTiles.

About nSynergy

Founded in 2002, nSynergy is a global solutions and consulting company which specialises in building modern business solutions predominantly in the Microsoft suite, with a strong differentiator in dynamic user experiences. nSynergy is a multi-award winning Microsoft Partner and is the current Australian Education Partner of the Year. nSynergy also has extensive Sharepoint, Office 365 and Azure expertise.

nSynergy has offices in Australia, the United Kingdom, China and the United States, and has over 40 staff. The business has an impressive blue chip customer base and is supported by a strong and experienced management team lead by one of its founders, Peter Nguyen-Brown.

About LiveTiles

LiveTiles is a software company headquartered in New York City, which has designed and developed a solution which sits above the Microsoft Office 365 and Azure platforms. LiveTiles seamlessly connects to any tool in the Microsoft ecosystem and inspires sustained user adoption via its modern, touch-friendly functionality and empowers businesses to reap the rewards of greater productivity and collaboration. Founded in August 2014, LiveTiles is a fast growing business that has over 3.7 million users globally, and growing rapidly.

LiveTiles is a patent protected software developed by the nSynergy founders. The product consists of LiveTiles, a unique interface for Sharepoint and Office 365 for corporate enterprise customers and a similar product called Mosaic for the education market. The product is offered as an add-on sale with Microsoft Office 365 and often provides nSynergy solutions services to follow.

As part of the Acquisition, Rhiper will sign a global service provider distribution agreement to offer the product through its service provider channel. LiveTiles is led by Karl Redenbach as CEO based in New York City. As noted in Table 1, Mike Hill, Executive Chairman of Rhiper will join the Board of LiveTiles to monitor the Company's investment.

Rationale for the Acquisition

As set out in the CEO's presentation at the Company's 2014 Annual General Meeting, Rhiper's strategy is focused on helping service providers to thrive in the emerging cloud economy.

Completion of the Acquisition, will add additional solutions capabilities for the Rhiper business in order to provide value added services to its 1,400+ service provider channel, broaden the relationship with its key vendors such as Microsoft and provides additional territories such as the United States of America, China and the United Kingdom. Whilst nSynergy is small in comparison to Rhiper's core licensing business, the Acquisition satisfies a strategic desire to build out the solutions offering (including services and helpdesk functions).

Importantly, the Board considers that completion of the Acquisition will allow the Company to work with its key vendor relationships to offer more solutions to expand its licensing programs focused on cloud technology.

Capital Raising

In order to fund the cash component of the consideration payable under the Acquisition, the Company announced on 28 November 2014 that a placement to raise \$25 million at \$1.00 per fully paid ordinary shares (**Placement Shares**) would be conducted in two tranches as follows:

Table 2 – Placement

Tranche	Details
Tranche 1	<p>Issue of 20,000,000 Placement Shares at an issue price of \$1 per Placement Share to institutional and sophisticated investors invited by the Company to subscribe for Placement Shares to raise \$20,000,000 (before fees and expenses).</p> <p>On 3 December 2014, Tranche 1 was completed, utilising the Company's placement capacity to issue Shares under Listing Rules 7.1 and 7.1A. Resolution 1 of this Notice seeks to reset this placement capacity, insofar as it relates to the issue of the 20,000,000 Placement Shares.</p>
Tranche 2	<p>Issue of 5,000,000 Placement Shares at an issue price of \$1 per Placement Share to institutional and sophisticated investors invited by the Company to subscribe for Placement Shares to raise a further \$5,000,000 (before fees and expenses).</p> <p>The Company had originally planned to raise \$20 million under the Placement. However, due to strong demand, the Placement was revised so that an additional \$5 million could be placed to applicants, conditional on Shareholder approval, which is being sought under this Notice of Meeting (Resolution 3).</p>

In addition to the Placement, the Company announced on 28 November 2014 that a share purchase plan would be conducted, allowing eligible Shareholders of the Company to apply for a minimum of \$2,000 and a maximum of \$15,000 worth of new Shares in the Company at an issue price of \$1 per Share, to raise up to \$3.5 million.

Completion of the Acquisition

On 15 December 2014, the Company announced that it had completed the acquisition of nSynergy and investment in LiveTiles.

Accordingly, the Company issued the shareholders of nSynergy with the following Consideration Shares, utilising its remaining placement capacity under Listing Rules 7.1 and 7.1A.

Table 3 – nSynergy shareholders

nSynergy shareholder	Proposed number of Consideration Shares
NIA Tech Pty Ltd ACN 158 542 271 as trustee for the Odeon Discretionary Trust	1,978,338
ZTH Tech Pty Ltd CAN 158 542 404 as trustee for the Triton Discretionary Trust	1,978,338
Employees of nSynergy and LiveTiles	391,149
Total	4,347,825

Resolution 2 of this Notice seeks to reset the Company's placement capacity under Listing Rules 7.1 and 7.1A insofar as it relates to the issue of the Consideration Shares.

RESOLUTIONS

RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

Resolution 1 proposes that Shareholders of the Company approve and ratify the issue and allotment of 20,000,000 Placement Shares which was made by the Company on 3 December 2014 as part of the capital raising announced by the Company on 28 November 2014.

Listing Rule 7.1 allows the board of an ASX listed company to issue up to 15% of the company's issued capital in any 12 month period without shareholder approval.

Listing Rule 7.1A allows the board of an ASX listed company to seek shareholder approval for a special resolution to be passed at an annual general meeting in advance, that would provide the Company with the placement capacity to issue up to 10% (in addition to the 15% placement capacity already afforded to the company under Listing Rule 7.1) of the company's issued capital in a 12 month period (commencing from the date on which the aforementioned shareholder approval is obtained) without shareholder approval.

The Company, as an ASX listed company is entitled to the 15% placement capacity pursuant to Listing Rule 7.1. The Company, at the 2014 Annual General Meeting held on 28 November 2014, obtained Shareholder approval for the additional 10% placement capacity pursuant to Listing Rule 7.1A. As noted above, on 3 December 2014, the Company utilised its placement capacity under Listing Rules 7.1 and 7.1A to issue and allot 20,000,000 Placement Shares.

Listing Rule 7.4 sets out an exception to Listing Rules 7.1 and 7.1A, which provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach the Listing Rules), those securities will be deemed to have been made with shareholder approval for the purposes of Listing Rules 7.1 and 7.1A.

The effect of approval of this Resolution 1 is to allow the Board of the Company to rely on Listing Rule 7.4, and in effect, reset the placement capacity under Listing Rules 7.1 and 7.1A, insofar as it relates to the issue of the 20,000,000 Placement Shares, which will allow the Company to issue additional securities utilising its placement capacity under Listing Rules 7.1 and 7.1A after this Resolution is adopted, instead of having to wait until 12 months after the issue (insofar as it relates to the issue of the Placement Shares under Listing Rule 7.1) and until the next annual general meeting (which is when the placement capacity under Listing Rule 7.1A needs to be annually renewed).

Information Required by Listing Rule 7.5

The following information in relation to the Placement Shares is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Company issued 15,229,552 Placement Shares utilising its placement capacity under Listing Rule 7.1, and issued 4,770,448 Placement Shares utilising its placement capacity under Listing Rule 7.1A. In total, the Company issued 20,000,000 Placement Shares.
- (b) The Placement Shares were issued at \$1.00 per Placement Share.
- (c) Placement Shares were fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.

- (d) Placement Shares were issued to institutional and sophisticated investors invited by the Company to subscribe for Placement Shares as part of the capital raising announced by the Company on 28 November 2014.
- (e) Funds raised from the issue have been used towards the cash components of the consideration payable by the Company under the Acquisition. The balance of any funds that remain will be used by the Company for working capital purposes, to accelerate the growth of existing assets and to allow the Company to undertake potential strategic acquisitions and/or investments.

RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF CONSIDERATION SHARES TO NSYNERGY SHAREHOLDERS AND EMPLOYEES

Resolution 2 proposes that Shareholders of the Company approve and ratify the issue and allotment of 4,347,825 Consideration Shares which was made by the Company on 15 December 2014 as part of the equity consideration payable by the Company under the Acquisition.

As noted in the Explanatory Statement for Resolution 1, the Company, as an ASX listed entity is entitled to the 15% placement capacity pursuant to Listing Rule 7.1, and having obtained Shareholder approval at the 2014 Annual General Meeting held on 28 November 2014, is also entitled to the additional 10% placement capacity pursuant to Listing Rule 7.1A.

As noted above, on 15 December 2014, the Company utilised its placement capacity under Listing Rules 7.1 and 7.1A to issue and allot 4,347,825 Consideration Shares.

Listing Rule 7.4 sets out an exception to Listing Rules 7.1 and 7.1A, which provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach the Listing Rules), those securities will be deemed to have been made with shareholder approval for the purposes of Listing Rules 7.1 and 7.1A.

The effect of approval of this Resolution 2 is to allow the Board of the Company to rely on Listing Rule 7.4, and in effect, reset the placement capacity under Listing Rules 7.1 and 7.1A, insofar as it relates to the issue of the 4,347,825 Consideration Shares, which will allow the Company to issue additional securities utilising its placement capacity under Listing Rules 7.1 and 7.1A after this Resolution is adopted, instead of having to wait until 12 months after the issue (insofar as it relates to the issue of the Consideration Shares under Listing Rule 7.1) and until the next annual general meeting (which is when the placement capacity under Listing Rule 7.1A needs to be annually renewed).

Information Required by Listing Rule 7.5

The following information in relation to the Consideration Shares is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Company issued 58,754 Consideration Shares utilising its placement capacity under Listing Rule 7.1, and issued 4,289,071 Consideration Shares utilising its placement capacity under Listing Rule 7.1A. In total, the Company issued 4,347,825 Placement Shares.
- (b) The Consideration Shares were issued at a deemed issue price of \$1.00 per Consideration Share.

- (c) Consideration Shares were fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) Consideration Shares were issued to nSynergy shareholders (or their nominees) and employees of nSynergy and LiveTiles (or their respective nominees) (as set out in Table 3), as part of the consideration payable by the Company under the Acquisition.
- (e) Consideration Shares were issued by the Company as part of the consideration payable by the Company under the Acquisition. As announced by the Company on 15 December 2014, following the completion of the Acquisition, the Company now owns 100% of nSynergy and 12.5% of LiveTiles.

RESOLUTION 3 – APPROVAL FOR FUTURE ISSUE OF PLACEMENT SHARES

Resolution 3 seeks approval from the Shareholders of the Company to issue and allot up to 5,000,000 Placement Shares at an issue price of \$1.00 per Placement Share to institutional and sophisticated investors invited by the Company to subscribe for Placement Shares to raise \$5,000,000.

The effect of this Resolution 3 is to provide Shareholder approval to issue the Placement Shares and for the issue of these Placement Shares to fall within an exception to Listing Rule 7.1, which will allow the Board of the Company to issue these Placement Shares without using the Company's placement capacity under Listing Rules 7.1 and 7.1A.

Information Required by Listing Rule 7.3

The following information in relation to the Placement Shares is provided to Shareholders for the purposes of Listing Rule 7.3.

- (a) The maximum number of Placement Shares to be issued is 5,000,000.
- (b) The Placement Shares will be issued on a fixed date within 3 months from the day of this Meeting, or otherwise as deemed by ASX.
- (c) The Placement Shares will have an issue price of \$1.00 per Placement Share.
- (d) The allottees are institutional and sophisticated investors invited by the Company to subscribe for Placement Shares as part of the capital raising announced by the Company on 28 November 2014.
- (e) The Placement Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (f) Funds raised from the issue will be used towards the cash components of the deferred consideration that may be payable by the Company under the Acquisition. The balance of any funds that remain will be used by the Company for working capital purposes, to accelerate the growth of existing assets and to allow the Company to undertake potential strategic acquisitions and/or investments.

ENQUIRIES

Shareholders are asked to contact Mr Andrew Whitten, Company Secretary, on (+61 2) 8072 1400 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

Acquisition means the proposed acquisition of 100% of the issued capital in nSynergy and 12.5% investment in LiveTiles, as announced by the Company on 28 November 2014.

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party has the meaning given to it by section 9 of the Corporations Act.

Company means Rhipe Limited (formerly known as Rhye Limited) (ACN 112 452 436) of Level 2, 460 Bourke Street, Melbourne, Victoria, Australia, 3000

Consideration Shares means the 4,347,825 Shares that will be issued as part of the consideration payable by the Company under the Acquisition, which will be voluntarily escrowed for a period of 12 months from date of issue.

Constitution means the Company's constitution

Corporations Act means the *Corporations Act* 2001 (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "**\$**" means Australian dollars.

Entitlement Time means 7:00pm (AEDT) on 21 January 2015.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Extraordinary General Meeting, EGM or **Meeting** means an extraordinary general meeting of the Company and, unless context otherwise requires, means the meeting of the Company's members convened by this Notice of Meeting.

LiveTiles means LiveTiles and its operating subsidiaries, which the Company proposes to make an investment in as part of the Acquisition, as announced by the Company on 28 November 2014.

Notice of Meeting or **Notice of Extraordinary General Meeting** means this notice of extraordinary general meeting dated 24 December 2014 including the Explanatory Statement.

nSynergy means nSynergy OSC Holdings Pty Ltd and its operating subsidiaries, which the Company proposes to acquire as part of the Acquisition, as announced by the Company on 28 November 2014.

Option means an option to acquire a Share.

Placement means the issue of 25,000,000 Placement Shares to institutional and sophisticated investors to raise \$25,000,000 (before expenses) as announced by the Company on 28 November 2014.

Placement Shares means a Share of the Company at an issue price of \$1.00 per Share that is being issued as part of the Placement.

Proxy Form means the proxy form attached to this Notice of Meeting.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.



By mail:
Rhipe Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: 1300 554 474

PROXY FORM

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

STEP 1

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 Friday, 23 January 2015 at Level 5, 137-139 Bathurst Street, Sydney NSW 2000**(the Meeting) and at any postponement or adjournment of the Meeting.

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

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

STEP 2

VOTING DIRECTIONS

Resolution 1

Ratification of Prior Issue of Placement Shares

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 2

Ratification of Prior Issue of Consideration Shares to nSynergy Shareholders and Employees

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 3

Approval For Future Issue of Placement Shares

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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i * 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 SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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).

RHP PRX501A



HOW TO COMPLETE THIS 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 as set out in this Proxy Form.

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.

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 Wednesday, 21 January 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

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:

RhipeLimited
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.

**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.**