



**FACILITATE DIGITAL HOLDINGS LIMITED**  
ABN 84 093 823 253

**NOTICE OF 2010 ANNUAL GENERAL MEETING**

**Notice is given that the Annual General Meeting of Facilitate Digital Holdings Limited (the Company) will be held at 10:00am on Tuesday 9 November 2010 at the office of the Company at Suite 1, 420 Elizabeth Street, Surry Hills, NSW, 2010.**

This notice should be read in conjunction with the accompanying Explanatory Memorandum. A proxy form accompanies this notice.

**A. CONSIDERATION OF REPORTS**

To receive and consider the Financial Report, the Directors' Report and the Independent Audit Report of the Company for the financial year ended 30 June 2010 ("Financial Reports").

**B. ITEMS FOR APPROVAL**

**Resolution 1 – Adoption of Remuneration Report**

To consider and, if thought fit, pass the following as an advisory resolution of the Company:

*"That, the Company's Remuneration Report for the year ended 30 June 2010 (set out in the Directors' Report) be adopted."*

**Resolution 2 – Re-election of a Director, Ben Dixon**

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

*"That, Ben Dixon, who retires in accordance with Rule 57 of the Company's Constitution, and having offered himself for re-election and being eligible, is hereby re-elected as a Director of the Company."*

DATED: 30 September 2010  
BY ORDER OF THE BOARD  
FACILITATE DIGITAL HOLDINGS LIMITED

A handwritten signature in black ink that reads "Jim Story".

Jim Story  
Company Secretary

## Notes

### 1. Proxies

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

If you are entitled to cast two or more votes, you may nominate one or two persons to vote on your behalf at the AGM. If two proxies are appointed, each proxy may be appointed to represent a specified number or proportion of your votes. Fractions of votes resulting from the appointment of proxies will be disregarded. If no such number or proportion is specified, each proxy may exercise half your votes. A proxy form and a reply paid envelope have been included for members with the notice of meeting. Proxy voting instructions are provided on the back of the proxy form.

A proxy need not be a holder of Facilitate Digital Holdings Limited shares. If you wish to direct a proxy how to vote on any resolution, place a mark (e.g. a cross) in the appropriate box on the proxy form and your votes may only be exercised in that manner. You may split your voting direction by inserting the number of shares or percentage of shares that you wish to vote in the appropriate box.

### 2. Proxy Delivery

Proxies given by post, fax or delivery must be received by Facilitate Digital Holdings Limited's share registry, Link Market Services Limited by no later than **10.00 am (Sydney time) on 7 November 2010 being 48 hours before the AGM:**

By post: Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

By facsimile: In Australia (02) 9287 0309  
From outside Australia +61 2 9287 0309

By delivery: Link Market Services Limited  
Level 12, 680 George Street  
Sydney NSW 2000

Any revocations of proxies must be received at one of these places before the commencement of the meeting, or at the registration desk for the meeting from **9:00 am** on the day of the meeting until the commencement of the meeting.

### 3. Power of Attorney

If a member has appointed an attorney to attend and vote at the meeting, or if the proxy is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by Facilitate Digital Holdings Limited's share registry, **Link Market Services Limited, at the address or fax number in 2. above, by no later than 10.00 am (Sydney time) on 7 November 2010 being 48 hours before the AGM**, unless the power of attorney has been previously lodged with Facilitate Digital Holdings Limited's share registry for notation and has not expired or otherwise been revoked.

### 4. Corporate Representatives

If a corporate member wishes to appoint a person to act as its representative at the meetings, that person should be provided with a letter or certificate authorising him or her as the company's representative (executed in accordance with its constitution) or with a copy of the resolution appointing the representative, certified by a secretary or director of the company. A form of certificate may be obtained from the Company's share registry.

### 5. Members Eligible to Vote

In accordance with Reg. 7.11.37 of the Corporations Regulations 2001, the Board has determined that persons who are registered holders of shares of the Company as at **10:00am (Sydney time) on 2 November 2010** will be entitled to attend and vote at the Meeting as a shareholder.

### 6. Voting at the Meeting

An ordinary resolution will be passed where more than 50% of the eligible votes cast are in favour of it.

## **EXPLANATORY STATEMENT**

Information included in this Explanatory Statement is intended to assist with your consideration of the ordinary business proposed at Facilitate Digital Holdings Limited's Annual General Meeting ("AGM").

The purpose of this Explanatory Statement is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions. The Directors recommend that Shareholders read this Explanatory Statement before determining whether or not to support the Resolutions.

## **CONSIDERATION OF ACCOUNTS**

The 2010 Annual Report, which contains the Financial Reports for the year ended 30 June 2010, will be placed on the Company's website following its release to the market. Each shareholder who has requested it will have received a hard copy of the Annual Report.

Following the consideration of the Financial Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company. The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent Audit 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 Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Audit Report or the conduct of the audit. A list of written questions, if any, submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the AGM.

## **ORDINARY BUSINESS**

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

The Remuneration Report is available on pages 25 to 31 of Facilitate Digital Holdings Limited's 2010 Annual Report and can also be viewed under the "Investor Relations" section of the Company's website ([www.facilitatedigital.com](http://www.facilitatedigital.com)). The Remuneration Report sets out the remuneration policy for the Company and its controlled entities, and reports the remuneration arrangements in place for Key Management Personnel (identified for the purposes of the Accounting Standards) and other Facilitate Digital Holdings Limited employees.

Section 250R(2) of the Corporations Act 2001 requires listed companies to put an annual non-binding resolution to shareholders to adopt the Remuneration Report. In line with the legislation, this vote will be advisory only, and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when considering the Company's remuneration policy.

The Chairman will give shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report.

### **Resolution 2 – Re-election of a Director, Ben Dixon**

Ben Dixon's career in the advertising industry spans 18 years and includes roles in several large multinational agency groups including DDB and Mojo. He has wide experience across both the media buying and account management fields, having held senior positions directing accounts for advertisers such as Telstra and Kraft Foods. In particular, Ben was responsible for the development and implementation of ecommerce and online strategies across a number of advertisers.

In late 1999, Ben conceptualised and then co-founded Facilitate Digital Pty Ltd, assuming the role of General Manager. In the subsequent three years, Ben played an integral role in steering the business through an industry collapse to a position of strength. Ben assumed the role of Chief Operating Officer in 2003.

Ben became a director of Facilitate Digital Holdings Ltd in 2007, and was re-elected as a director at the 2007 AGM. He retires by rotation at this AGM and offers himself for re-election.