

NETCOMM WIRELESS LIMITED

ACN 002 490 486

**NOTICE OF
ANNUAL GENERAL MEETING**

**NOTICE is given that an Annual General Meeting of the members of NetComm
Wireless Limited ACN 002 490 486**

**will be held at the office of Shaw Stockbroking
Level 15, 60 Castlereagh Street, Sydney, NSW, 2000**

on Wednesday, 21 November 2012, at 11.30 am

BUSINESS

A RECEIPT OF ANNUAL REPORTS

To receive and consider the Financial Report, Directors' Report and Auditor's Report for NetComm Wireless Limited ACN 002 490 486 ("**Company**") for the year ending 30 June 2012.

B RESOLUTIONS

1. REMUNERATION REPORT (RESOLUTION 1)

To consider and if thought fit pass the following resolution as an **advisory resolution**:

"That the Company's Remuneration Report for the year ended 30 June 2012 be adopted."

2. RE-ELECTION OF MR JUSTIN MILNE AS A DIRECTOR (RESOLUTION 2)

To consider and if thought fit pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Article 12.12 of the Constitution of the Company, ASX Listing Rule 14.4 and for all other purposes, Mr Justin Milne, who retires from office and being eligible for re-election, be re-elected as a Director of the Company."

3. RE-ELECTION OF MR KEN BOUNDY AS A DIRECTOR (RESOLUTION 3)

To consider and if thought fit pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Article 12.12 of the Constitution of the Company, ASX Listing Rule 14.4 and for all other purposes, Mr Ken Boundy, who retires from office and being eligible, is re-elected as a Director of the Company."

4. APPOINTMENT OF AUDITOR (RESOLUTION 4)

To consider and if thought fit pass the following resolution as an **ordinary resolution**:

"That Grant Thornton Audit Pty Ltd, having consented to the appointment, be appointed as auditor of the Company."

C OTHER BUSINESS

To transact any other business which may be properly brought before this Annual General Meeting.

Note: **Voting exclusion statements** for certain of the resolutions are set out in the Explanatory Memorandum to this Notice of Meeting.

Dated at Sydney, 10 October 2012

By order of the Board

Ken Sheridan
CFO and Company Secretary

Attachments:

1. Nomination of Grant Thornton Audit Pty Ltd by a shareholder
2. Proxy Voting Form

EXPLANTORY MEMORANDUM
for Annual General Meeting of NetComm Wireless Limited

1. RECEIPT OF ANNUAL REPORTS

The *Corporations Act* 2001 (Cth) ("**Corporations Act**") requires the Financial Report, Directors' Report and Auditor's Report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or the Company's Constitution for shareholders to vote on, approve or adopt these reports.

Shareholders will have a reasonable opportunity at the Annual General Meeting to ask the Chairman questions and make comments on the business, operations and management of the Company. The auditor of the Company will also be available to take shareholders' questions and comments about the conduct of the audit, the preparation and content of the Auditor's 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.

In addition to taking questions at the Annual General Meeting, written questions to the Company's auditor about the conduct of the audit of the Financial Report and the preparation and content of the Auditor's Report, may be submitted no later than the fifth business day before the day on which the Annual General Meeting is held (i.e. no later than 5:00 pm on Wednesday, 14 November 2012) to:

The Company Secretary
Ken Sheridan
Level 2, 18-20 Orion Road
Lane Cove, Sydney
NSW 2066
Phone number: +61 (2) 9424 2000
Fax number: +61 (2) 9424 2010
Email: ken.sheridan@netcommwireless.com

The Company will pass all written questions on to the auditor. The auditor will prepare and provide to the Company a question list which sets out the questions that the Company has passed on to the auditor and that the auditor considers to be relevant to the conduct of the audit of the Financial Report or the content of the Auditor's Report. Please note that a question may not be included in the question list if the question list includes a question that is substantially the same as that question or if it is not practicable to include the question in the question list because of the time when the question is passed on to the auditor.

There is no requirement for the auditor to provide written answers to the questions, however, if the auditor chooses to prepare written answers to any of the questions, the Chairman may permit the auditor to table the written answers at the Annual General Meeting. The auditor will also answer questions asked at the Annual General Meeting, however, where questions concern issues raised in the written questions, the auditor may refer shareholders to the written answers (if any). For the benefit of the Annual General Meeting, the auditor will briefly outline to the Annual General Meeting the matters covered in the written questions.

A list of written questions, if any, so submitted by shareholders will be made available at the start of the Annual General Meeting and any written answer, if any, tabled by the auditor at the Annual General Meeting will be made available as soon as practicable after the Annual General Meeting.

2. RESOLUTION 1 - REMUNERATION REPORT

The Corporations Act requires the Remuneration Report be adopted at the Annual General Meeting by a resolution. While there is a requirement for a formal resolution, the shareholders' vote is advisory only and does not bind the Company, nor will it require the Company to alter any arrangements detailed in the Remuneration Report should the resolution not be passed. The Directors will however consider the outcome of the vote and shareholders' views expressed at the Annual General Meeting when reviewing the remuneration policies of the Company in the future.

The Remuneration Report is set out on pages 7 to 14 of the Company's 2012 Annual Report (the Annual Report is available on the Company's website at www.netcommwireless.com on the "Investors" page under the heading "Annual and Financial Reports"). The Remuneration Report explains the structure of, and policy behind, the Company's remuneration practices and the link between the remuneration of employees and the Company's performance. The Remuneration Report also sets out remuneration details of each Director and for any specified executive.

Shareholders will have a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Remuneration Report.

The Corporations Act was amended on 1 July 2011 so that if there are two consecutive Annual General Meetings of the Company held after 1 July 2011, and at least 25% of votes cast are against the adoption of the Remuneration Report put before the Annual General Meeting (in accordance with section 250R of the Corporations Act), the second Annual General Meeting must also consider a resolution (a "**Spill Resolution**") that a further meeting of the Company's shareholders be held within 90 days (a "**Spill Meeting**") at which the then current Directors of the Company (as at the time of the second Annual General Meeting, but excluding the Manager Director) will cease to hold office immediately before the end of that Spill Meeting and resolutions will be put to the vote to appoint new Directors of the Company to fill those vacancies (which may include re-election of those current Directors). At last year's Annual General Meeting of the Company, less than 25% of the votes cast were cast against the adoption of the Remuneration Report. Accordingly, there is no need for the Company to consider a Spill Resolution at this time.

All shareholders of the Company are encouraged to cast their vote on Resolution 1.

Board recommendation

The Directors recommend that shareholders vote in favour of Resolution 1.

Voting on Resolution 1 by proxy

Certain shareholders of the Company described below in the voting exclusion statement cannot vote on Resolution 1. ASIC identified some confusion prior to last year's Annual General Meeting as to whether the Corporations Act permitted the Chairman of the Annual General Meeting, whose remuneration details are included in the remuneration report, to vote, as a proxy, undirected proxies on the adoption of the Remuneration Report. This was identified by ASIC in Information Sheet 144 and has now been clarified by the *Corporations Amendment (Proxy Voting) Act 2012*. As a result, the Chairman of the Annual General Meeting (who is a member of the Key Management Personnel or a Closely Related Party of a Key Management Personnel) is able, as a proxy, to vote undirected proxies in the vote on Resolution 1 where the shareholder granting a proxy to the Chairman provides express authorisation for the Chairman to exercise the proxy as the Chairman decides and the shareholder is not themselves a member of the Key Management Personnel or a Closely Related Party.

The Company's proxy voting form has been prepared on this basis and as such the Chairman will vote undirected proxies and intends to vote such proxies in favour of Resolution 1.

Voting exclusion statement with regard to Resolution 1

In accordance with s250(R)(4) of the Corporations Act, the Company will disregard any votes cast on Resolution 1 by any member of the Company's Key Management Personnel (as defined below) whose remuneration details are included in the Remuneration Report, or a Closely Related Party (as defined below) of such a member of the Key Management Personnel (each an "**Excluded Shareholder**").

However, the Company will not disregard a vote if:

- a) it is cast by:
 - i. an Excluded Shareholder (including the Chairman) as a proxy for a shareholder who is entitled to vote, who has been appointed in writing and where that proxy appointment specifies how the proxy is to vote on the proposed Resolution (i.e. a directed proxy); or
 - ii. the Chairman, as a proxy for a shareholder entitled to vote, appointed in writing, that does not specify how the proxy is to vote on the proposed Resolution (i.e. undirected proxy), where that appointment as proxy expressly authorises the Chairman to exercise the proxy; and
- b) the vote is not cast on behalf of an Excluded Shareholder.

Accordingly, shareholders entitled to vote on Resolution 1, who appoint as their proxy, an Excluded Shareholder (other than the Chairman), should direct their proxy as to how to vote by marking either "**For**", "**Against**" or "**Abstain**" on the proxy voting form for Resolution 1. Failing to direct such a proxy will result in that shareholder's vote on Resolution 1 being disregarded.

Key management personnel is defined as persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company ("**Key Management Personnel**").

Closely related parties to a member of the Key Management Personnel is defined in the Corporations Act as including a member's spouse, child, spouse's child, dependant of the member or their spouse, a company the member controls, family of a member that may be expected to influence the member or be influenced by the member, in the member's dealings with the Company ("**Closely Related Parties**").

3. RESOLUTION 2 - RE-ELECTION OF MR JUSTIN MILNE AS A DIRECTOR

The Constitution of the Company provides that the Directors may, at any time, appoint a new Director to fill a casual vacancy or an addition to the existing Directors, as long as the total number of Directors do not exceed the maximum number of Directors permitted under the Constitution. The Constitution permits a maximum number of 10 Directors. Provided that both Resolutions 2 and 3 are passed, the Company will have 5 Directors on the Board. As a result, the Company Board has vacancies for new Directors.

In accordance with Article 12.12 of the Constitution and Listing Rule 14.4 of the Listing Rules of the Australian Securities Exchange ("**ASX Listing Rules**"), any Director appointed to fill a casual vacancy or as an additional Director holds office until the next Annual General Meeting of shareholders and is then eligible for re-election.

The Directors of the Company appointed Mr Justin Milne as a Director in addition to the existing Directors on 7 March 2012.

In accordance with the Constitution and the ASX Listing Rules, Mr Milne therefore retires at this Annual General Meeting, and being eligible, offers himself for re-election as a Director of the Company.

Mr Milne is an experienced company director having served in diverse industry sectors with a multinational focus. Mr Milne is currently the Deputy Chairman of Quickflix Ltd and Non-Executive Director of Tabcorp Holdings Ltd. He is also Chairman of the National Basketball League and a board member of the Sydney Children's Hospital Network (Randwick and Westmead) and of Basketball Australia. Mr Milne's past positions include Chairman of Pie Networks Ltd, Group Managing Director at Telstra BigPond, CEO of The Microsoft Network and of OzEmail. He is also a past board member of the SA Economic Development Board and a past President of the Internet Industry Association.

Board recommendation

The Directors, with Mr Milne abstaining, recommend that shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 - RE-ELECTION OF MR KEN BOUNDY AS A DIRECTOR

The Constitution of the Company provides that the Directors may, at any time, appoint a new Director to fill a casual vacancy or an addition to the existing Directors, as long as the total number of Directors do not exceed the maximum number of Directors permitted under the Constitution. The Constitution permits a maximum number of 10 Directors. Provided that both Resolutions 2 and 3 are passed, the Company will have 5 Directors on the Board. As a result, the Company Board has vacancies for new Directors.

In accordance with Article 12.12 of the Constitution and ASX Listing Rule 14.4, any Director appointed to fill a casual vacancy or as an additional Director holds office until the next Annual General Meeting of shareholders and is then eligible for re-election.

The Directors of the Company appointed Mr Ken Boundy as a Director to fill a casual vacancy on 24 August 2012.

In accordance with the Constitution and the ASX Listing Rules, Mr Boundy therefore retires at this Annual General Meeting, and being eligible, offers himself for re-election as a Director of the Company.

Mr Boundy is currently Chairman and/or Non-Executive Director on four boards, member of two advisory boards and part owner of two businesses. He has held a number of prominent positions over the past thirty years including: Managing Director of the Australian Tourist Commission, Tourism Australia; Executive General Manager, International, of James Hardie Industries Limited; Group General Manager, Corporate Development, of Goodman Fielder Limited ; CEO, of Goodman Fielder Asia, Singapore ; and, Director, Industry Development, of the Victorian Department of Industry Commerce and Technology.

Board recommendation

The Directors, with Mr Boundy abstaining, recommend that shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 - APPOINTMENT OF AUDITOR

BDO Audit (NSW-VIC) Pty Ltd was appointed as auditor of the Company at the 2011 Annual General Meeting. The directors of BDO Audit (NSW-VIC) Pty Ltd became partners in Grant Thornton effective 1 May 2012. BDO Audit (NSW-VIC) Pty Ltd ceased to have access to their audit methodology tools and their staff also became employees of Grant Thornton from 1 May 2012. These events represented exceptional circumstances. Accordingly, at that time BDO Audit (NSW-VIC) Pty Ltd resigned as auditor and the Directors resolved, after proper enquiries and receiving a consent to act as auditor, to appoint Grant Thornton Audit Pty Ltd as auditor of the Company. ASIC has consented to the resignation of BDO Audit (NSW-VIC) Pty Ltd as auditor of the Company.

In accordance with the Corporations Act, Grant Thornton Audit Pty Ltd hold the office of auditor until the close of this Annual General Meeting and the Company must appoint a person, firm or audit company to fill the office of auditor of the Company at this is Annual General Meeting.

A nomination has been received from a shareholder of the Company to appoint Grant Thornton Audit Pty Ltd as auditor and a copy of that nomination accompanies this Notice of Annual General Meeting as Attachment 1.

Board Recommendation

The Directors recommend that the shareholders vote in favour of Resolution 4.

VOTING INSTRUCTIONS

Entitlement to vote

For the purposes of the Corporations Regulation 7.11.37, the Board has determined that in relation to the Annual General Meeting being convened by this Notice of Meeting and the entitlement to attend and vote at the Annual General Meeting, shares will be taken to be held by the persons who are registered holders at 7:00 pm (Sydney time) on Monday, 19 November 2012.

Accordingly share transfers registered after that date will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Shareholders who are entitled to attend and vote at the Annual General Meeting may elect to vote directly or appoint an individual or body corporate as a proxy.

If more than one joint holder of shares is present at the Annual General Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Voting by proxy

1. A shareholder entitled to attend and vote, is entitled to appoint a proxy.
2. A person who is entitled to cast two or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy appointed is entitled to exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise up to half of the shareholder's votes.
3. Appointment of a proxy by a shareholder who is a corporation must be under its common seal.
4. A proxy need not be a shareholder.
5. To be effective, the proxy voting form (attached to the Notice of Meeting) must be received by the Company at:

Link Market Services Limited, Locked Bag A14, Sydney South, NSW, 1235, or received by facsimile on (02) 9287 0309 (within Australia) or +61 2 9287 0309 (outside Australia) not less than forty-eight (48) hours prior to the time for holding the Annual General Meeting (i.e. no later than 11.30 am on Monday 19 November 2012).

Shareholders should refer to the proxy voting form for further instructions on appointing a proxy.

Directing your proxy

When appointing a proxy, shareholders can direct the proxy as to how to vote on each item of business by marking either "**For**", "**Against**" or "**Abstain**" on the proxy voting form for that item of business (i.e. a directed proxy), and the proxy must vote in that manner.

If a shareholder does not direct the proxy as to how to vote (i.e. an undirected proxy), the proxy appointed by the shareholder may vote as he or she thinks sees fit, subject to the following:

- a) if the Chairman is appointed as proxy, the Chairman will vote undirected proxies in the following way on the Resolutions as put to this Annual General Meeting:
 - i. in favour of Resolution 1;
 - ii. in favour of Resolution 2;
 - iii. in favour of Resolution 3; and
 - iv. in favour of Resolution 4.

- b) if any member of the Company's Key Management Personnel whose remuneration details are included in the Remuneration Report or any of their Closely Related Parties, except the Chairman, is appointed as proxy, that person will not vote your proxy on Resolution 1 as put to this Annual General Meeting.

The above information on directing your proxy should be read together with any Voting Exclusion Statement relevant to a particular Resolution as the Voting Exclusion Statement for a particular Resolution might mean that the proxy vote must be disregarded and the relevant directions in the proxy form.

If you do not wish for your vote to be cast at the discretion of your proxy in respect of any Resolutions put to the vote at the Annual General Meeting, you should direct your proxy how to vote on these Resolutions.

Corporate representatives attending

If your holding is registered in a company name and you would like to attend the Annual General Meeting (and do not intend to return a proxy voting form), please bring with you to the Annual General Meeting a duly completed Certificate of Appointment of Corporate Representative to enable you to attend and vote at the Annual General Meeting. Alternatively contact the Company's share registry, Link Market Services Limited, general shareholder enquiries on 1300 554 474 (within Australia) or +61 2 8280 7111 (outside Australia), who will forward to you a form for completion.

Shareholders questions

If you wish a question to be put to the Chairman of the Annual General Meeting or Auditor and you are not able to attend the Annual General Meeting please email your question to the Company shareholders@netcommwireless.com.

To allow time to collate questions and prepare answers, questions are to be received by the Company Secretary by 5:00 pm (Sydney time) on Wednesday, 14 November 2012.

Attachment 1

8 October 2012

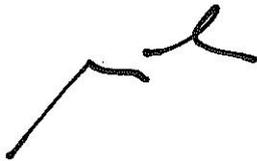
The Directors
NetComm Wireless Limited
Level 2, 18-20 Orion Road
LANE COVE NSW 2066

Dear Directors

Pursuant to section 328B of the *Corporations Act 2001* (Cth), I nominate Grant Thornton Audit Pty Ltd to be appointed as auditor of NetComm Wireless Limited at the Annual General Meeting to be held on Wednesday, 21 November 2012.

I am a shareholder of NetComm Wireless Limited.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Ken Sheridan', written over a horizontal line.

Ken Sheridan, Director
Garemyne Pty. Ltd.
<J H Sheridan Pers S/F 2 A/C>

PO Box 18177, Collins St
East Vic 8003



By mail:
 NetComm Wireless 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 **Overseas:** +61 2 8280 7111

SHAREHOLDER VOTING FORM

I/We being a member(s) of NetComm Wireless 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 (excluding the registered shareholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at **11:30am on Wednesday, 21 November 2012, at Shaw Stockbroking, Level 15, 60 Castlereagh Street, Sydney, NSW**, and at any adjournment or postponement of the meeting.

Chairman authorised to exercise proxies on Remuneration Report: If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman becomes my/our proxy by default, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even though the Chairman is a member of the key management personnel of the Company, and Resolution 1 is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

I/we acknowledge that the Chairman of the Meeting intends to vote undirected proxies in favour of all items of business. If you do not wish your vote to be cast in favour of Resolutions 1, 2, 3 and 4, you should direct your proxy how to vote.

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**

Remuneration Report

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

Resolution 3

Re-election of Mr Ken Boundy as a Director

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

Resolution 2

Re-election of Mr Justin Milne as a Director

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

Resolution 4

Appointment of Auditor

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

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.

** If the Chairman of the Meeting is appointed as your proxy under this form or becomes your proxy by default, and you do not direct your proxy how to vote in Step 2: (i) the Chairman will vote as he sees fit; (ii) you are expressly authorising the Chairman to exercise your proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel; and, (iii) you acknowledge that the Chairman intends to vote in favour of Resolution 1. If you do not wish your vote to be cast in this way, you should direct your proxy how to vote on Resolution 1.

If any member of the Company's Key Management Personnel or their Closely Related Parties (see Notice of Annual General Meeting for further details on these persons), other than the Chairman of the Meeting, is appointed as your proxy under this form, and you do not direct your proxy how to vote in Step 2, your proxy will not be voted on Resolution 1.

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).

NTC PRX201R



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 a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

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.

If the Chairman of the Meeting is your proxy, and you do not direct the Chairman how to vote in Step 2, the Chairman may vote as he sees fit (and the Chairman intends to vote in favour of all Resolutions).

If any member of the Company's Key Management Personnel or their Closely Related Parties (see Notice of Annual General Meeting for further details on these persons), other than the Chairman of the Meeting, is your proxy, that person will not vote your shares on Resolution 1 (Remuneration Report) if you do not direct them how to vote on Resolution 1 in Step 2. Should you choose to appoint one of these persons as your proxy, you are encouraged to direct that proxy as to how to vote, in particular in respect of Resolution 1, by marking either For, Against or Abstain in Step 2.

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. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- 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.
- 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.

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 **11:30am on Monday, 19 November 2012**, 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:

NetComm Wireless 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.

**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.**