

NETCOMM LIMITED

ACN 002 490 486

**NOTICE OF
ANNUAL GENERAL MEETING**

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

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

on Thursday, 17 November 2011, at 11.00 am

BUSINESS

A RECEIPT OF ANNUAL REPORTS

To receive and consider the Financial Report, Directors' Report and Auditor's Report for NetComm Limited ACN 002 490 486 ("**Company**") for the year ending 30 June 2011.

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 2011 be adopted."

2. RE-ELECTION OF MR JOHN BRENNAN 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 12.3 and Article 12.10 of the Constitution of the Company and for all other purposes, Mr John Brennan, who retires in accordance with the Company's Constitution and being eligible for re-election, be re-elected as a Director of the Company."

3. RE-ELECTION OF MR KEN SHERIDAN 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 and for all other purposes, Mr Ken Sheridan, who retires in accordance with the Company's Constitution and being eligible, is re-elected as a Director of the Company."

4. CHANGE OF COMPANY NAME TO 'NETCOMM WIRELESS LIMITED'
(RESOLUTION 4)

To consider and if thought fit pass the following resolution as a **special resolution**:

"That for the purposes of section 157 of the Corporations Act 2001 (Cth) and for all other purposes, the Company change its name from 'NetComm Limited' to 'NetComm Wireless Limited', with effect from the date on which the Australian Securities and Investments Commission records the change of name in its records."

5. CHANGE OF CONSTITUTION – CHANGE OF COMPANY NAME (RESOLUTION 5)

To consider and if thought fit pass the following resolution as a **special resolution**:

"If Resolution 4 is passed, that for the purpose of section 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Constitution of the Company be modified by deleting all references in the Constitution to 'NetComm Limited' and replacing each reference with 'NetComm Wireless Limited'. A copy of the modified Constitution is tabled at the meeting and signed by the Chairman of the meeting for the purpose of identification. The Constitution of the Company will be modified with effect from the date on which Resolution 4 takes effect."

6. CHANGE OF CONSTITUTION – TO REFLECT CHANGES TO THE
CORPORATIONS ACT 2001 (CTH) (RESOLUTION 6)

To consider and if thought fit pass the following resolution as a **special resolution**:

"That with effect from the close of this meeting, the Constitution of the Company be modified by making the amendments contained in the amended Constitution tabled at the meeting and signed by the Chairman of the meeting for the purpose of identification, to reflect amendments to the Corporations Act 2001 (Cth)".

7. CHANGE OF AUDITOR (RESOLUTION 7)

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

"That BDO Audit (NSW-VIC) Pty Ltd ABN 17 114 673 540 be appointed as auditor of the Company with such appointment to take effect from the time at which the resignation of Deloitte Touche Tohmatsu ABN 74 490 121 060 as auditor takes effect."

8. EXECUTIVE EMPLOYEE SHARE PLAN (RESOLUTION 8)

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

"That the Company approve for all purposes, including ASX Listing Rule 7.2 Exception 9, the Executive Employee Share Plan as described in the Explanatory Notes accompanying this Notice of Meeting."

9. GRANT OF CONDITIONAL SECURITIES TO DAVID STEWART (RESOLUTION 9)

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

"If Resolution 8 is passed, that the Company approve for all purposes, including ASX Listing Rule 10.14, the grant to Mr David Stewart, a Director of the Company, of up to 1,500,000 conditional securities in the Company under the rules of the Executive Employee Share Plan and otherwise on the terms set out in the Explanatory Notes to this Notice of Meeting."

10. GRANT OF CONDITIONAL SECURITIES TO KEN SHERIDAN (RESOLUTION 10)

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

"If Resolution 8 is passed, that the Company approve for all purposes, including ASX Listing Rule 10.14, the grant to Mr Ken Sheridan, a Director of the Company, up to 450,000 conditional securities in the Company under the rules of the Executive Employee Share Plan and otherwise on the terms set out in the Explanatory Notes to this Notice of Meeting."

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 Notes to this Notice of Meeting.

Dated at Sydney, 13 October 2011

By order of the Board

Ken Sheridan
Finance Director and Company Secretary

Attachments:

1. Nomination of BDO Audit (NSW-VIC) Pty Ltd ABN 17 114 673 540 by a shareholder
2. Proxy Voting Form

EXPLANTORY MEMORANDUM
for Annual General Meeting of NetComm 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 Thursday, 10 November 2011) 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@netcomm.com.au

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 6 to 13 of the Company's 2011 Annual Report (the Annual Report is available on the Company's website at www.netcomm.com.au 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.

From 1 July 2011, the Corporations Act has been amended 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 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).

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

Should shareholders appoint a proxy, shareholders are encouraged to direct that proxy as to how to vote on Resolution 1 by marking either "**For**", "**Against**" or "**Abstain**" on the proxy voting form for that resolution.

The Australian Securities and Investments Commission ("**ASIC**") has advised in Information Sheet 144 that there is some uncertainty as to whether the Chairman of the Annual General Meeting whose remuneration details are included in the Remuneration Report may be prohibited from voting undirected proxies on a resolution to adopt the Remuneration Report.

In accordance with ASIC guidance, the Board has resolved that undirected proxies held by the Chairman of the Annual General Meeting, will not be voted on Resolution 1.

Accordingly, shareholders entitled to vote on Resolution 1, who appoint as their proxy the Chairman of the Annual General Meeting, should direct their proxy as to how to vote by marking either "**For**", "**Against**" or "**Abstain**" on the proxy voting form for that resolution. Failing to direct the proxy will result in that shareholder's vote on Resolution 1 being disregarded.

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) to a member of the Key Management Personnel.

However, the Company need not disregard a vote if:

- a) it is cast by a member of the Key Management Personnel or a Closely Related Party, as a proxy who is appointed in writing for a person who is entitled to vote;
- b) it is not an undirected proxy and the proxy voting form specifies how the proxy should vote (directed proxy);
- c) the proxy votes in accordance with the directions on the proxy voting form; and
- d) it is not cast on behalf of a member of the Key Management Personnel or a Closely Related Party.

A vote cast in contravention of section 250(R)(4) of the Corporations Act is taken not to be cast.

Accordingly, shareholders entitled to vote on Resolution 1, who appoint as their proxy, a member of the Key Management Personnel including the Chairman of the Annual General Meeting (or Closely Related Parties of such persons), should direct their proxy as to how to vote by marking either "**For**", "**Against**" or "**Abstain**" on the proxy voting form for that resolution. Failing to direct the 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 JOHN BRENNAN AS A DIRECTOR

The Listing Rules of the Australian Securities Exchange ("**ASX Listing Rules**") requires the Company to hold an election of Directors each year. ASX Listing Rule 14.4 and the Constitution of the Company also requires one third of the Directors (other than the Managing Director, or if there is more than one Managing Director, only one Managing Director) to retire from office at each Annual General Meeting, together with any Director who has held office without re-election for 3 or more years (Article 12.3 of the Company's Constitution).

Further, the Constitution of the Company requires that any re-appointment of a Director over the age of 72 years, must be pursuant to a Company resolution in accordance with the Corporations Act.

Mr John Brennan who retires at the coming Annual General Meeting by rotation under Article 12.3, being eligible, offers himself for re-election as a Director under Article 12.4 and 12.10 of the Company's Constitution.

Mr Brennan has extensive experience in the industry and in addition to being a Director of the Company, Mr Brennan is Managing Director of John David Cooper and Associates Pty Limited, a management consulting company focused on the development and deployment of e-business strategies for mid to large sized organisations. His previous roles include National General Manager, Corporate and Government Sales for Telstra, General Manager Corporate Services for Advance Bank and Regional Manager (Computers and Telecommunications) with the PA Consulting Group.

Board recommendation

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

4. RESOLUTION 3 - RE-ELECTION OF MR KEN SHERIDAN 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 3 and 4 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 Sheridan as a Director to fill a casual vacancy on 20 December 2010.

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

Ken Sheridan has over 30 years senior management experience in major global corporations. Mr Sheridan is a bachelor of economics graduate and chartered accountant. Mr Sheridan spent 11 years with KPMG before he moved into the commercial sector where he held several Chief Financial Officer roles with large multinational companies in Australia and Asia. Most recently Mr Sheridan spent 6 years as Managing Director of Acelero, a world class software company with an extensive blue chip customer base. Mr Sheridan is responsible for the management of the Company's financial operations and business planning.

Board recommendation

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

5. RESOLUTION 4 - CHANGE OF COMPANY NAME TO 'NETCOMM WIRELESS LIMITED'

The Company is proposing to change its name to 'NetComm Wireless Limited' as this name better reflects the Company's current and future business activities.

If this resolution is approved, the change of name will take effect when ASIC alters the details of the Company on its records.

Under the Corporations Act this resolution is a special resolution which requires the affirmative vote of at least 75% of the votes cast by shareholders entitled to vote on the resolution.

Board recommendation

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

6. RESOLUTION 5 - CHANGE OF CONSTITUTION TO CHANGE COMPANY NAME

If Resolution 4 is passed and the Company name is changed from 'NetComm Limited' to 'NetComm Wireless Limited', there will be a technical need to modify the Constitution of the Company to delete the words 'NetComm Limited' wherever used and substitute the words 'NetComm Wireless Limited'. This resolution will not make any other modifications to the Constitution of the Company.

Under the Corporations Act this resolution is a special resolution which requires the affirmative vote of at least 75% of the votes cast by shareholders entitled to vote on the resolution.

A copy of the amended Constitution, marked up to show the proposed changes, may be obtained by emailing the Company Secretary at: ken.sheridan@netcomm.com.au.

Board recommendation

The Directors recommend that shareholders vote in favour of Resolution 5.

7. RESOLUTION 6 – CHANGE OF CONSTITUTION TO REFLECT CHANGES TO THE CORPORATIONS ACT 2001 (CTH)

There has recently been amendments to the Corporations Act restrictions on the payment of dividends. The amendments replaced the requirements that dividends be paid only out of profits with a new test which requires a dividend payment to be made only if the Company is solvent before the dividend payment, the Company has sufficient excess assets to make the dividend payment, the dividend payment is fair and reasonable to the Company's shareholders as a whole and it does not materially prejudice the Company's ability to pay creditors. The proposed amendments to the Company's Constitution will ensure that the Constitution is consistent with the Corporations Act.

Under the Corporations Act this resolution is a special resolution which requires the affirmative vote of at least 75% of the votes cast by shareholders entitled to vote on the resolution.

A copy of the amended Constitution, marked up to show the proposed changes, may be obtained by emailing the Company Secretary at: ken.sheridan@netcomm.com.au.

Board recommendation

The Directors recommend that shareholders vote in favour of Resolution 6.

8. RESOLUTION 7 - CHANGE OF AUDITOR

Deloitte Touche Tohmatsu ABN 74 490 121 060 was appointed during 2000. Since that time Deloitte Touche Tohmatsu has conducted the audit of the Company. The Company's Board periodically considers whether an audit tender process is required for the appointment of an external auditor. The Company considered that an audit tender process was required given the existing tenure of Deloitte Touche Tohmatsu. Following a review process of accounting firms with the capabilities of undertaking the Company's audit, the Board recommends the appointment of BDO Audit (NSW-VIC) Pty Ltd ABN 17 114 673 540 as the auditor of the Company.

Subject to shareholder approval of this resolution, the appointment of BDO Audit (NSW-VIC) Pty Ltd will be effective from the conclusion of the Annual General Meeting on 17

November 2011. If BDO Audit (NSW-VIC) Pty Ltd is appointed as auditor, arrangements are in place between the Company, Deloitte Touche Tohmatsu and BDO Audit (NSW-VIC) Pty Ltd to enable a smooth transition between audit firms.

Deloitte Touche Tohmatsu has tendered its resignation as auditor to the Company and has advised the Company that it has applied to ASIC for consent to resign at this Annual General Meeting on 17 November 2011. It is anticipated that Deloitte Touche Tohmatsu's resignation will take effect from the later of that date and the day on which ASIC gives its consent. The Company's expectation is that ASIC's consent will be forthcoming prior to the date of this Annual General Meeting.

In accordance with section 328B(1) of the Corporations Act, notice in writing nominating BDO Audit (NSW-VIC) Pty Ltd as auditor has been given to the Company by a shareholder. A copy of this notice is shown in Attachment 1 on page 21 of the Explanatory Notes.

Representatives of BDO Audit (NSW-VIC) Pty Ltd and Deloitte Touche Tohmatsu will be available at the Annual General Meeting to respond to any shareholder questions.

Board recommendation

The Directors recommend that shareholders vote in favour of this Resolution 7.

9. RESOLUTION 8 - EXECUTIVE EMPLOYEE SHARE PLAN

The Board has established a new Executive Employee Share Plan (**EESP**) which conforms with the ASX Listing Rules.

The EESP will provide flexibility to the Company's remuneration arrangements and create a mutual interdependence between eligible executives and the Company for the long term benefit of both parties. Under the EESP, executives will be given rights to subscribe for, and be issued and allotted, certain ordinary shares to be issued as fully paid for nil consideration, provided that certain performance conditions have been met.

Rule 7.1 of the ASX Listing Rules restricts a listed company from issuing or agreeing to issue more than 15% of the issued capital in a 12 month period without shareholder approval, unless an exception applies. The Company has not exceeded this 15% limit at the date of this Notice of Meeting.

ASX Listing Rule 7.2 contains a number of exceptions to the 15% limit in Listing Rule 7.1, allowing certain issues or agreements to issue equity securities to be excluded from the 15% limit. One exception is an issue or an agreement to issue equity securities which have been approved by shareholders under an employee share plan (exception 9(b)). The exception applies for such issues which are made within 3 years from the date of approval of the EESP by shareholders. At the end of the 3 year period, shareholder approval for the EESP must be obtained again for any subsequent grants of conditional securities (as defined below) to fall within ASX Listing Rule 7.2 exception 9(b).

The EESP is an employee share plan of the type contemplated by exception 9(b) of ASX Listing Rule 7.2. The rights which eligible executives will receive under the EESP are to subscribe to future ordinary shares. These rights are "equity securities" for the purposes of the ASX Listing Rules. For the purpose of this Notice of Meeting, these rights are referred to as "conditional securities".

Conditional securities are only convertible into an ordinary securities if the exercise conditions are met by the executive. As such, the conditional securities are "convertible securities" under the ASX Listing Rules and accordingly, under ASX Listing Rules 7.2 (exception 4), an issue of ordinary shares as a result of the conversion of "convertible securities", such as the conditional securities proposed to be issued under the EESP, will

be exempt from ASX Listing Rule 7.1, if the original grant of conditional securities complied with ASX Listing Rules.

Accordingly, the Board is seeking shareholder approval to the issue by the Company of conditional securities under this EESP (and the subsequent consequential issues of ordinary shares in the Company if exercise conditions are satisfied with respect to those conditional securities such that the conditional securities can be converted into ordinary shares) as an exception to ASX Listing Rule 7.1 15% limit.

If Resolution 8 is passed, and subject to Resolution 9 and Resolution 10 being passed, the Company proposes to grant up to 3,600,000 conditional securities to eligible executives of the Company with effect from 1 July 2011, and in any event, not later than 3 years from the date of this Annual General Meeting.

Subject to satisfaction of the relevant conditions attached to the conditional securities, the conditional securities will convert into up to a maximum of 3,600,000 ordinary shares which the Company will issue in due course.

The table below details the potential dilution to current holdings if all relevant conditions attaching to the offers of conditional securities to eligible executives are satisfied, and all of the issues of ordinary shares to executives are made:

Description	Number of total shares on issue	% of total number of shares on issue
Current number of shares on issue as at 30 September 2011	104,218,864*	-
Number of shares on issue at 1 July 2014 if Resolutions 8, 9 and 10 are approved and all relevant conditions attaching to those offers of shares are satisfied	107,818,864*	-
Number of shares issued under the EESP at 1 July 2014, if Resolutions 8, 9 and 10 are approved and all relevant conditions attaching to those offers of shares are satisfied	3,600,000*	3,600,000 shares is 3.3% of the total shares on issue as at 1 July 2014 *

* Assuming no other share issues have been issued by the Company

The ASX Listing Rules require the Notice of Meeting relating to the Annual General Meeting at which shareholders are required to consider a resolution to approve securities to be issued in respect of ASX Listing Rule 7.2 exception 9(b), to include certain specified information. This information is set out below.

Summary of the terms of the scheme

A summary of the main terms and conditions of the EESP appear below. Copies of the EESP Rules are available on request to the Company Secretary.

Offers

- A. The Company may from time to time during the operation of the EESP make an offer in writing to any eligible executive specifying:
- the number of conditional securities for which the eligible executive may subscribe;
 - the period during which the offer may be accepted;

- the price of the conditional securities and ordinary shares to be issued;
- any conditions that will apply before any conditional securities or ordinary shares will be issued to the eligible executive;
- the period (if any) that an eligible executive must wait before conditional securities and or ordinary shares may be disposed of;
- circumstances in which the eligible executive's right to require the Company to issue ordinary shares will lapse; and
- any other matters required to be specified by the Corporations Act or the ASX Listing Rules.

Eligible executives

- B. Any executive, including a Director who has been a full-time or part time employee of the Company or any subsidiary for longer than 6 months. The Board also has the discretion to determine a person to be an executive.

Grant of conditional securities

- C. Conditional securities offered to an eligible executive will, if the exercise conditions are met, entitle the eligible executive to require the Company to issue the relevant number of fully paid ordinary shares to the eligible employee/executive for such consideration (if any) as specified in the offer.

Participant

- D. An eligible executive who has accepted the offer will be a participant.

Exercise conditions

- E. The Board will determine the exercise conditions to be applied to conditional securities awards taking into account the Company's strategies and to ensure benefits are only delivered under the EESP where the Company's performance has materially improved. Generally, any conditional securities granted for which exercise conditions are not met, will lapse meaning the ordinary shares will not be issued to that participant. In this way, conditional securities awards under the EESP will align eligible executives' interests with those of shareholders of the Company.

The quantum of conditional securities awards granted to each eligible executive under the EESP will be consistent with the Company's remuneration philosophy and will be determined taking into account:

- the eligible executive's length of service with the Company;
- the eligible executive's level of responsibility and authority within the Company;
- the contribution made by the eligible executive to the Company;
- the potential contribution of the eligible executive to the Company; or
- any other matter the Board considers relevant.

The Company will also seek ASX admission for any ordinary shares issued following satisfaction of the relevant exercise condition. All ordinary shares allotted upon the exercise of rights will rank pari passu in all respects with the Company's shares listed on ASX.

Cessation of employment

- F. If a participant ceases to be an executive before he or she has satisfied conditions attaching to an offer of the conditional securities, then all rights in

respect of those conditional securities lapse.

Death, permanent disability or bona fide redundancy

- G. If a participant dies, becomes permanently disabled or is given a bona fide redundancy, and at that time the participant holds a right to have ordinary shares issued to that participant (subject to satisfaction of each relevant condition), the Board may resolve that the participant's rights to have shares issued will not lapse and that if each relevant condition is satisfied (except continuation of employment), the Board may resolve to issue the relevant shares.

The Board may make a similar resolution where a participant ceases to be an executive of, or to render services to, a related body corporate or an associated entity to the Company, due to death, becoming permanently disabled or being given a bona fide redundancy, prior to the date on which an offer becomes free of all conditions (except continuation of employment).

Adjustments and reorganisations

- H. A participant has no right to any variation in the offer price or the number of securities to be granted in an offer of conditional securities upon the occurrence of a new issue of shares or other securities to holders of shares.
- I. In respect of a participant who has accepted an offer of conditional securities, if there is a bonus issue to the Company's shareholders prior to the time at which each condition contained in the offer of conditional securities has been satisfied, that participant will be entitled, upon later issue of the relevant ordinary shares, to receive an issue of so many additional shares as would have been issued to a shareholder who, on the record date for determining entitlements under the bonus issue, held ordinary shares equal in number to the shares comprised in the offer of conditional securities.
- J. In the event of any reorganisation of the issued capital of the Company other than a bonus issue, the rights of each participant will be changed to the extent necessary to comply with the ASX Listing Rules (where relevant) applying to a reorganisation of capital of a body corporate.

Takeover

- K. If a takeover bid is made to the Company's shareholders to acquire their shares and the Board becomes aware that a bidder who did not have a relevant interest in more than 50% of the Company's issued shares has acquired (or become entitled to acquire) a relevant interest in more than 50% of the Company's issued shares, or that there has been a change of control of the Company, then the Board may resolve that the Company notify each participant in writing that some or all of the conditions applying to conditional securities will be waived which may result in a participant being entitled to require the Company to issue ordinary shares to that participant in respect of a relevant offer of conditional securities.

Termination or suspension

- L. The EESP may be terminated or suspended at any time by the Directors or amended at any time by a resolution of the Company.

Number of securities previously issued under the scheme

No securities have been previously issued under the EESP.

Board recommendation

The Directors, recommend that shareholders vote in favour of Resolution 8.

Voting exclusion statement with regard to Resolution 8

In accordance with the ASX Listing Rules, in respect of Resolution 8, the Company will disregard any votes cast on the resolution by:

- any Director of the Company, other than a Director who is ineligible to participate in any employee incentive scheme in relation to the Company; and
- an associate of any Director of the Company, other than an associate of a Director who is ineligible to participate in any employee incentive scheme in relation to the Company.

However, the Company need not disregard any vote by any such person excluded from voting on Resolution 8 if:

- it is cast by any of them as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by any of them who is chairing the Annual General Meeting 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.

Additionally, in accordance with section 250(BD)(1) of the Corporations Act, the Company will disregard any votes cast on Resolution 8, by any member of the Company's Key Management Personnel or a Closely Related Party who is appointed as a proxy, and votes on the basis of that appointment, if the appointment does not specify the way the proxy is to vote on the resolution. A vote cast in contravention of section 250(BD)(1) of the Corporations Act is taken not to be cast.

However, the Company need not disregard a vote cast on Resolution 8 by the Chairman of the Annual General Meeting who is appointed as a proxy, and votes on the basis of that appointment, if the appointment expressly authorises the Chairman to exercise the proxy even though Resolution 8 is connected with the remuneration of members of Key Management Personnel of the Company. To expressly authorise the Chairman of the Annual General Meeting to exercise the proxy, shareholders entitled to vote on Resolution 8 must mark the box in Step 2 of the proxy voting form.

Shareholders entitled to vote on Resolution 8, who appoint as their proxy the Chairman of the Annual General Meeting, should direct the Chairman as to how to vote by marking either "**For**", "**Against**" or "**Abstain**" on the proxy voting form for those resolutions or expressly authorising the Chairman to exercise the proxy by marking the box in Step 2 of the proxy voting form. Failing to direct the Chairman or failing to expressly authorise the Chairman to exercise the proxy, will result in that shareholder's vote on Resolution 8 being disregarded.

Shareholders entitled to vote on Resolution 8, who appoint as their proxy, a member of the Key Management Personnel or Closely Related Parties of such persons, or a Director of the Company or an associate of a Director (other than a Director who is ineligible to participate in any employee incentive scheme in relation to the Company) should direct their proxy as to how to vote by marking either "**For**", "**Against**" or "**Abstain**" on the proxy voting form for those resolutions. Failing to direct the proxy will result in that shareholder's vote on Resolution 8 being disregarded.

10. RESOLUTIONS 9 AND 10 - ISSUE OF CONDITIONAL SECURITIES TO DAVID STEWART AND KEN SHERIDAN

Provided Resolution 8 is passed and the Board has established the EESP as outlined in the Explanatory Notes for Resolution 8, a grant of conditional securities to a Director of

the Company or an associate of a Director of the Company requires your approval under ASX Listing Rule 10.14.

The conditional securities given under the EESP are "securities" for the purposes of ASX Listing Rule 10.14. As discussed in Resolution 8, conditional securities are also "convertible securities" under the ASX Listing Rules.

Once the exercise conditions are met for the conditional securities, the Company will be obliged under the terms of the EESP to issue ordinary shares to the relevant executive.

Under ASX Listing Rules 10.11, a company must not issue securities to any related party, including Directors, without shareholder approval. However, under ASX Listing Rules 10.12 (exception 7), any issues of shares as a result of the conversion of "convertible securities" will be exempt from Rule 10.11, if the original grant of conditional securities complied with ASX Listing Rules.

Accordingly, the Board is seeking shareholder approval to the issue by the Company of conditional securities under this EESP to executive Directors (and the subsequent consequential issues of ordinary shares in the Company to executive Directors, if exercise conditions are satisfied with respect to those conditional securities).

The ASX Listing Rules require the Notice of Meeting relating to the Annual General Meeting at which shareholders are required to consider a resolution to approve securities to be issued in respect of ASX Listing Rule 10.14, to include certain specified information. This information is set out below.

Conditional securities are only being granted to Directors under Resolutions 9 (Grant of Conditional Securities to David Stewart) and 10 (Grant of Conditional Securities to Ken Sheridan)

Under Resolutions 9 and 10, conditional securities are only being granted to executive Directors of the Company. Conditional securities are not being granted to an associate of a Director.

The Board recognises the importance for the Company to be able to retain select executives who will be able to assist the Company to achieve its growth strategies.

The Board believes that the leadership and expected contribution of the eligible executives, based on past performance, will be critical to the success of the Company.

Mr Stewart is the Company's Managing Director and is responsible for the overall operation of the Company. The Board believes that Mr Stewart's experience and thorough knowledge of the Company and the industry will be valuable in assisting the Company achieve its objectives.

Mr Sheridan is the Company's Finance Director and is responsible for the Company's financial operations and business planning. The Board believes that Mr Sheridan's experience and thorough knowledge of the Company's financials will be valuable in assisting the Company achieve its objectives.

To ensure that the Company retains Mr Stewart and Mr Sheridan over the long-term, whilst aligning their equity interests with those of shareholders, the Board wishes to grant the eligible executives rights under the EESP. A description of the EESP can be found on pages 11 to 13 of this Notice of Meeting.

The maximum number of securities to be acquired by David Stewart and Ken Sheridan and the formula for calculating the number of securities to be issued

The Board has allocated the following maximum number of conditional securities to be granted to the executive Directors, for no consideration, subject to shareholder approval:

Name	Maximum number of conditional securities to be acquired in the next 3 years	Consideration	Role in Company
Mr David Stewart	1,500,000	No consideration	Managing Director
Mr Ken Sheridan	450,000	No consideration	Finance Director

Conditional securities granted to each executive Director are only convertible into ordinary securities if certain exercise conditions are satisfied by each executive Director. The following table sets out the exercise conditions for the conversion of conditional securities to ordinary shares.

If all exercise conditions are satisfied, a total of 1,950,000 ordinary shares will be issued to the executive Directors.

Exercise conditions for David Stewart with respect to the Conditional Securities			
Grant of Conditional Securities	No. of Securities	EBITDA* Condition**	Additional Conditions
Effective 1 July 2011	500,000 (if EBITDA condition met, converts to ordinary shares on 1 July 2012)	Minimum EBITDA of \$5,100,000 for financial year ending 30 June 2012	Participant must remain employed on date of vesting Any ordinary shares converted in 2012, 2013 and 2014 cannot be traded for a period of 12 months from conversion.
Effective 1 July 2011	500,000 (if EBITDA condition met, converts to ordinary shares on 1 July 2013)	Minimum EBITDA of \$7,500,000 for financial year ending 30 June 2013	
Effective 1 July 2011	500,000 (if EBITDA condition met, converts to ordinary shares on 1 July 2014)	Minimum EBITDA of \$10,000,000 for financial year ending 30 June 2014	

*EBITDA means earnings before interest, taxes, depreciation and amortisation for the Company as stated in the audited financial statements at the end of each financial year.

** The executive Directors will still be issued ordinary shares for those years for which EBITDA was not met, provided the cumulative EBITDA at the time of vesting for the grant of conditional securities has been met.

Exercise conditions for Ken Sheridan with respect to the Conditional Securities			
Grant of Conditional Securities	No. of Securities	EBITDA* Condition**	Additional Conditions
Effective 1 July 2011	150,000 (if EBITDA condition met, converts to ordinary shares on 1 July 2012)	Minimum EBITDA of \$5,100,000 for financial year ending 30 June 2012	Participant must remain employed on date of vesting
Effective 1 July 2011	150,000 (if EBITDA condition met, converts to ordinary shares on 1 July 2013)	Minimum EBITDA of \$7,500,000 for financial year ending 30 June 2013	Any ordinary shares converted in 2012, 2013 and 2014 cannot be traded for a period of 12 months from conversion
Effective 1 July 2011	150,000 (if EBITDA condition met, converts to ordinary shares on 1 July 2014)	Minimum EBITDA of \$10,000,000 for financial year ending 30 June 2014	

*EBITDA means earnings before interest, taxes, depreciation and amortisation for the Company as stated in the audited financial statements at the end of each financial year.

** The executive Directors will still be issued ordinary shares for those years for which EBITDA was not met, provided the cumulative EBITDA at the time of vesting for the grant of conditional securities has been met.

The price of the securities to be granted and issued under the EESP

The proposed grants of securities form part of each eligible executive Director's long-term incentive arrangements. The securities to be granted and issued under the EESP are to be issued for nil consideration.

Number of securities previously issued under the EESP

No securities have been previously issued under the EESP.

Persons referred to in ASX Rule 10.14 who are entitled to participate in the EESP

All executives of the Company are entitled under the EESP to be granted conditional securities under the EESP. As Mr David Stewart and Mr Ken Sheridan are both executive Directors of the Company, they are entitled to participate in the EESP. Non-Executive Directors are not entitled to participate in the EESP.

Terms of any loan in relation to an acquisition of securities

There is no loan scheme in relation to any grant or issue of securities under the EESP.

Grants of securities and issues of shares

Details of any conditional securities granted under the EESP and the subsequent related issue of ordinary shares, will be published in each Annual Report relating to the period in which the conditional securities and the related ordinary shares have been granted or

issued, and that approval for the grant of the securities was obtained under ASX Listing Rule 10.14.

Future entitlements to participate in the EESP

Where an additional person becomes entitled to participate in the EESP after Resolutions 8, 9 and 10 are approved, but was not named in this Notice of Meeting, and where the issue of securities to that person under the EESP requires approval under ASX Listing Rule 10.14, that person will not participate until approval is obtained under ASX Listing Rule 10.14.

Dates on which the Company will grant conditional securities

Subject to shareholder approval at this Annual General Meeting, the conditional securities will be granted with effect from 1 July 2011, and in any event, not later than 3 years from the date of this Annual General Meeting.

If all exercise conditions are satisfied, conversion of the conditional securities granted into ordinary shares will occur between 1 July 2012 and 30 September 2014.

Board recommendation

The Directors, with each Director who is eligible to participate in the EESP abstaining, recommend that shareholders vote in favour of Resolutions 9 and 10.

Voting exclusion statement with regard to Resolutions 9 and 10

In accordance with the ASX Listing Rules, in respect of each of Resolutions 9 and 10, the Company will disregard any votes cast on the resolutions by:

- any Director of the Company, other than a Director who is ineligible to participate in any employee incentive scheme in relation to the Company; and
- an associate of any Director of the Company, other than an associate of a Director who is ineligible to participate in any employee incentive scheme in relation to the Company.

However, the Company need not disregard any vote by any such person excluded from voting on Resolutions 9 or 10 if:

- it is cast by any of them as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- subject to the Corporations Act, it is cast by any of them who is chairing the Annual General Meeting 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.

Additionally, in accordance with section 250(BD)(1) of the Corporations Act, the Company will disregard any votes cast on Resolutions 9 and 10, by any member of the Company's Key Management Personnel or a Closely Related Party who is appointed as a proxy, and votes on the basis of that appointment, if the appointment does not specify the way the proxy is to vote on the resolutions. A vote cast in contravention of section 250(BD)(1) of the Corporations Act is taken not to be cast.

However, the Company need not disregard a vote cast on Resolutions 9 and 10 by the Chairman of the Annual General Meeting who is appointed as a proxy, and votes on the basis of that appointment, if the appointment expressly authorises the Chairman to exercise the proxy even though Resolutions 9 and 10 are connected with the remuneration of members of Key Management Personnel of the Company. To expressly authorise the Chairman of the Annual General Meeting to exercise the proxy,

shareholders entitled to vote on Resolutions 9 and 10 must mark the box in Step 2 of the proxy voting form.

Shareholders entitled to vote on Resolutions 9 and 10, who appoint as their proxy the Chairman of the Annual General Meeting, should direct the Chairman as to how to vote by marking either "**For**", "**Against**" or "**Abstain**" on the proxy voting form for those resolutions or expressly authorising the Chairman to exercise the proxy by marking the box in Step 2 of the proxy voting form. Failing to direct the Chairman or failing to expressly authorise the Chairman to exercise the proxy, will result in that shareholder's vote on Resolutions 9 and 10 being disregarded.

Shareholders entitled to vote on Resolutions 9 and 10, who appoint as their proxy, a member of the Key Management Personnel or Closely Related Parties of such persons, or a Director of the Company or an associate of a Director (other than a Director who is ineligible to participate in any employee incentive scheme in relation to the Company) should direct their proxy as to how to vote by marking either "**For**", "**Against**" or "**Abstain**" on the proxy voting form for those resolutions. Failing to direct the proxy will result in that shareholder's vote on Resolutions 9 and 10 being disregarded.

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 Tuesday, 15 November 2011.

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:

Computershare Investor Services Pty Limited, GPO Box 242 Melbourne VIC 3001 Australia or received by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) not less than forty-eight (48) hours prior to the time for holding the Annual General Meeting (i.e. no later than 11.00 am on Tuesday 15 November 2011).

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, except as noted below in relation to Resolutions 1, 8, 9 and 10.

The Chairman of the Annual General Meeting will vote undirected proxies on and in favour of all of the resolutions put to the Annual General Meeting, except for Resolutions 1, 8, 9 and 10.

Any undirected proxies held by the Chairman of the Annual General Meeting, any other member of the Company's Key Management Personnel or any of their Closely Related Parties, will not be voted on Resolutions 1, 8, 9 and 10.

Any undirected proxies held by a Director of the Company or an associate of that Director (other than a Director who is ineligible to participate in any employee incentive scheme in relation to the Company) will not be voted on Resolutions 8, 9 or 10.

If you appoint a proxy (including the Chairman of the Annual General Meeting), you are encouraged to direct that proxy as to how to vote, in particular in respect of Resolutions 1, 8, 9 and 10 by marking either **For**, **Against** or **Abstain** on the proxy voting form for each item of business. If you appoint the Chairman of the Annual General Meeting as your proxy, the Chairman of the Annual General Meeting may also be directed to vote as they see fit on Resolutions 8, 9 and 10 by marking the box in Step 2 of the proxy voting form, in which case the Chairman will vote in favour of Resolutions 8, 9 and 10.

"**Key Management Personnel**" of the Company are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or non-executive) of the Company. A "**Closely Related Party**" of Key Management Personnel is a term defined in the Corporations Act and includes close family members, such as the children or spouse of the relevant Key Management Personnel, companies that person controls and other members of that person's family who may be expected to influence, or be influenced by, that person in that person's dealings with the Company.

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, Computershare Investor Services Ltd, investor enquiries on 1300 850 505, 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@netcomm.com.au.

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 Thursday, 10 November 2011.

Attachment 1

7 October 2011

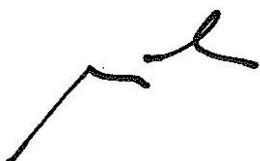
The Directors
NetComm Limited
Level 2, 18-20 Orion Road
LANE COVE NSW 2066

Dear Directors

Pursuant to section 328B of the *Corporations Act 2001* (Cth), I nominate BDO Audit (NSW-VIC) Pty Ltd to be appointed as auditor of NetComm Limited at the Annual General Meeting to be held on Thursday, 17 November 2011.

I am a shareholder of NetComm Limited.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Ken Sheridan', with a long horizontal line extending to the left.

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

PO Box 18177, Collins St
East Vic 8003

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