

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2013 Annual General Meeting of ThinkSmart Limited (the "Company") will be held at Level 36, 250 St Georges Terrace, Perth, Western Australia on Thursday, 23 May 2013 at 2.30pm (WST).

An Explanatory Statement containing information in relation to each of the resolutions to be put to shareholders accompanies this Notice of Meeting.

The 2012 Annual Report is available on the Company's website: www.thinksmartworld.com

AGENDA ITEMS

ORDINARY BUSINESS

Financial Reporting

To receive and consider the financial report of the Company and the consolidated entity and the reports of the directors and the auditors for the financial year ended 31 December 2012.

There is no vote on this item.

Resolution 1 – Remuneration Report

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

"That the Remuneration Report contained within the Company's financial report for the year ended 31 December 2012 be adopted."

This resolution is advisory only and does not bind the directors or the Company.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of a member of the Company's key management personnel ("KMP"), details of whose remuneration is included in the Remuneration Report, or their closely related parties (such as close family members and any companies the person controls).

However, the Company need not disregard a vote cast on Resolution 1 by a member of the KMP or their closely related parties as a proxy if the vote is not cast on behalf of a member of the KMP or their closely related parties and either:

- the voter is appointed as a proxy by writing that specifies how the proxy is to vote on Resolution 1; or
- the proxy is the Chairman of the Meeting and the appointment expressly authorises the Chairman to exercise the proxy.

Resolution 2 – Retirement by Rotation and Re-election of Director – Mr Fernando de Vicente

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

"That Mr Fernando de Vicente, being a director of the Company who retires by rotation under rule 8.1(e) of the Company's constitution, and being eligible, is re-elected as a director of the Company."

SPECIAL BUSINESS

Resolution 3 – Approval of Participation by Mr Ned Montarello in the Long Term Incentive Plan

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, the issue of shares to Mr Ned Montarello under the existing Long Term Incentive Plan and on the terms and conditions described in the Explanatory Statement accompanying this Notice of Meeting be approved."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 3:

- by a director of the Company, except those ineligible to participate in any employee incentive scheme of the Company, and any of their associates; and
- as proxy by a member of the KMP or their closely related parties.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person entitled to vote, in accordance with a direction on the Proxy Form; or
- it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote and the appointment expressly authorises the Chairman to exercise the proxy.

ENTITLEMENT TO VOTE

It has been determined that under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are the registered holders at 5:00pm (WST) on Tuesday, 21 May 2013. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

PROXIES

A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate. If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative at the Meeting.

If such evidence is not received at the Meeting, then the body corporate (through its representative) will not be permitted to act as a proxy.

Members of the KMP (which includes each of the directors and the company secretary) will not be able to vote as proxy on Resolutions 1 or 3 unless shareholders direct them how to vote. If a shareholder intends to appoint a member of the KMP (such as one of the directors or the company secretary) as their proxy, they should ensure that they direct that person how to vote on Resolutions 1 and 3.

As a member of the KMP, the Chairman of the Meeting will not be permitted to vote undirected proxies on Resolutions 1 and 3. If a shareholder intends to appoint the Chairman as their proxy in relation to Resolutions 1 and 3, or the Chairman will be appointed as their proxy by default, the shareholder can direct the Chairman how to vote by either marking the boxes for each of Resolutions 1 and 3 (for example, if the shareholder wishes to vote 'for', 'against' or to 'abstain' from voting), or by marking as indicated on the Proxy Form (in which case the Chairman will vote in favour of Resolutions 1 and 3).

A shareholder that is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

A Proxy Form accompanies this Notice and to be effective must be received:

by post to: **Computershare Investor Services Pty Limited** in person at: **Computershare Investor Services Pty Limited** by facsimile on: **(+61 3) 9473 2555**
GPO Box 242 **Level 2, 45 St Georges Terrace**
Melbourne VIC 3001 **Perth WA 6000**

by no later than 2:30pm (WST) on Tuesday, 21 May 2013.

By order of the Board



Alistair Stevens
Company Secretary

Date: 17 April 2013

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide shareholders with sufficient information to assess the merits of the accompanying Notice of Meeting.

The directors recommend shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice of Meeting:

Financial Statement and Reporting

The *Corporations Act 2001* (Cth) ("Corporations Act") requires:

- The reports of the directors and auditors; and
- The annual financial report, including the financial statements of the Company for the year ended 31 December 2012,

to be laid before the Annual General Meeting. Neither the Corporations Act nor the constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given reasonable opportunity to raise questions or make comments on the financial affairs of the Company at the Annual General Meeting.

Also, a reasonable opportunity will be given to members as a whole at the Meeting to ask the Company's auditor questions relevant to 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.

Resolution 1 – Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Remuneration Report for the financial year ended 31 December 2012 is put to shareholders for adoption.

The vote on this resolution is advisory only and does not bind the directors or the Company. However, the Board will take the discussion on this Resolution and the outcome of the vote into account when considering the Company's remuneration policy. In addition, shareholders will be given a reasonable opportunity to ask questions about, and make comments on, the Remuneration Report at the Annual General Meeting.

As a result of amendments to the Corporations Act known generally as the 'two strikes rule', shareholders should note that if 25 per cent or more of the votes cast on this Resolution are voted against the Resolution (constituting a 'first strike'), a resolution on whether to hold a further Meeting to spill the Board (a 'spill resolution') would be put to shareholders if a 'second strike' occurs at the 2014 Annual General Meeting. This spill resolution would be included in the 2014 Notice of Annual General Meeting.

The Chairman intends to vote all available proxies in favour of Resolution 1.

Resolution 2 – Re-election of Director

The Company's constitution requires that, after excluding managing directors and directors standing for election after being appointed under rule 8.1(b), one third of the remaining directors must retire from office. Mr Fernando de Vicente, being a director of the Company, retires in accordance with rules 8.1(d) and 8.1(e) of the Company's constitution, with effect from the end of the Meeting and offers himself for re-election.

A brief description of the candidate follows:

Fernando de Vicente B. Econ and MBA Bus

Mr de Vicente is a citizen of Spain who joined the Board on 7 April 2010. Mr de Vicente has a Degree in Economics (International Development) from the University Complutense in Madrid, and an Executive MBA from IESE Business School in Madrid. Mr de Vicente spent nine years at DSG International, one of Europe's largest electrical retailers, where he most recently held the role of International Managing Director, with responsibility for DSG's Central & Southern European operations, a A\$3 billion business with 350 stores across six countries.

Mr de Vicente started his career with DSG as Finance Director for PC City Spain, and became the MD for Spain in 2003. In 2006 he was promoted to Regional Managing Director for South-East Europe based in Greece, before assuming the role of International Managing Director in 2008. In March 2010, Mr de Vicente left DSG to become the Executive Chairman of BodyBell Group, one of Spain's largest speciality retailers. On 15 February 2012, Mr de Vicente was appointed Non-Executive Director of Levantina, a multinational company dealing in natural stone products.

The directors consider that Mr de Vicente brings considerable commercial experience to the Board and will continue to be a key contributor to the Company seeking to continue its product and channel diversification strategy.

The directors (other than Mr de Vicente) recommend that shareholders vote in favour of Resolution 2. Mr de Vicente, who has an interest in the outcome of Resolution 2, declines to make a recommendation.

Resolution 3 – Approval of Participation by Mr Ned Montarello in the Long Term Incentive Plan

The terms and conditions of the Long Term Incentive Plan were approved at the 2012 Annual General Meeting.

Resolution 3 seeks shareholder approval for the issue of ordinary shares (“Plan Shares”) to Mr Ned Montarello, the Company’s Executive Chairman and Chief Executive Officer, under the Long Term Incentive Plan, and otherwise on the terms and conditions set out in this Explanatory Statement.

The Company’s remuneration policy is to ensure that executive remuneration is competitive in attracting, motivating and retaining executives of high calibre and properly reflects the duties and responsibilities of each relevant executive.

The remuneration structure used by the Company to achieve these objectives includes the combination of fixed annual remuneration and performance related remuneration – including participation in employee incentive schemes such as the Long Term Incentive Plan.

The Board considers it appropriate to include the issue of Plan Shares in Mr Montarello’s remuneration package for the 2013 financial year.

ASX requires, under Listing Rule 10.14, that shareholders approve the grant of securities to a director under an employee share scheme.

Accordingly, shareholder approval is sought for the issue of Plan Shares under the Long Term Incentive Plan to the trustee of the Plan (“Plan Trustee”) to hold on behalf of Mr Montarello as set out below.

Number of Plan Shares

As part of Mr Montarello’s remuneration for the Company’s 2013 financial year, the Plan Trustee will be issued 1 million Plan Shares to hold on behalf of Mr Montarello.

The Plan Shares will be held subject to the terms and conditions of the Long Term Incentive Plan, a full copy of which is available to shareholders on request from the Company Secretary.

Performance conditions attached to Plan Shares

Mr Montarello’s Plan Shares will also be issued subject to the performance conditions outlined below.

First Condition: One-quarter of Mr Montarello’s Plan Shares will vest at the end of the 3 years from the date they are issued (“Performance Period”) if at any time during the Performance Period the volume-weighted average price of the Company’s Shares on ASX (“VWAP”) over any consecutive 30 trading days is or is in excess of 40% greater than the VWAP of the Company’s Shares on ASX over the 30 trading days prior to the date of issue (“Initial VWAP”).

Second Condition: A further quarter of Mr Montarello’s Plan Shares will vest at the end of the Performance Period if at any time during the Performance Period the

VWAP over any consecutive 30 trading days is or is in excess of 80% greater than the Initial VWAP.

Third Condition: The remaining half of Mr Montarello’s Plan Shares will vest at the end of the Performance Period if at any time during the Performance Period the VWAP over any consecutive 30 trading days is or is in excess of 120% greater than the Initial VWAP.

Regulatory information

ASX Listing Rule 10.15 requires the following information regarding the Long Term Incentive Plan to be included in this Explanatory Statement:

- Subject to shareholder approval being obtained, the number of Plan Shares that the Company may issue to the Plan Trustee on behalf of Mr Montarello will be 1 million.
- No consideration is payable by Mr Montarello at the time of issue of the Plan Shares. However, the deemed acquisition price of the Plan Shares (which will be the VWAP of the Company’s shares on ASX during the 5 trading days up to and including the date on which the shares are issued to the Plan Trustee to hold on behalf of Mr Montarello) will be funded by a non-recourse, interest free loan from the Company which will be repayable on the earlier of 5 years after the Plan Shares are issued and the date on which they are disposed of by Mr Montarello.
- In accordance with approval sought and obtained at the 2012 Annual General Meeting, 1 million ordinary shares in the Company were issued to the Plan Trustee to hold on behalf of Mr Montarello under the Long Term Incentive Plan, with vesting of the shares subject to satisfaction of certain performance conditions. The deemed acquisition price of the shares was \$0.1923, funded by a non-recourse, interest free loan under the terms of the Long Term Incentive Plan. As at the date of this Explanatory Statement, none of the shares have vested.
- Mr Montarello is the only director who is eligible to participate in the Long Term Incentive Plan. Other executives and employees determined by the Board will also be eligible to participate in the Long Term Incentive Plan. Non-executive directors will not be entitled to participate in the Long Term Incentive Plan.
- The Company will provide a non-recourse, interest free loan to fund the purchase price of the Plan Shares. The loan will be non-recourse in that Mr Montarello’s liability will be limited at all times to the lesser of the outstanding loan value and the value of the Plan Shares. In the event that the performance conditions are not satisfied, Mr Montarello’s Plan Shares will be acquired by the Company and the loan offset against the value of the Plan Shares. In that case, Mr Montarello would receive no value from the unvested Plan Shares.
- The Company will issue the Plan Shares to the Plan Trustee to hold in trust for Mr Montarello as soon as practicable following the Annual General Meeting and no later than 3 months after the Meeting.

The Board, with Mr Montarello abstaining, recommends that shareholders vote in favour of Resolution 3.

The Chairman intends to vote all available proxies in favour of Resolution 3.

THINKSMART

ThinkSmart Limited

ABN 24 092 319 698

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

000001 000 TSM
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

For your vote to be effective it must be received by 2:30pm (WST) Tuesday 21 May 2013

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



Update your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

View the Annual Report:

www.thinksmartworld.com

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of ThinkSmart Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of ThinkSmart Limited to be held at Level 36, 250 St George's Terrace, Perth, Western Australia on Thursday 23 May 2013 at 2:30pm (WST) and at any adjournment or postponement of that Meeting. **I/we acknowledge that the Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 1 and 3.**

Express authorisation of the Chairman to exercise undirected proxies on remuneration related resolutions: Where 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 to exercise my/our proxy on Resolutions 1 and 3 (except where I/we have indicated a different voting intention in Step 2 below) even though Resolutions 1 and 3 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: For Resolutions 1 and 3, this express authority is also subject to you marking the box in the section immediately below.

Important for Resolutions 1 and 3: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman how to vote on Resolutions 1 and 3 by either marking the appropriate box in Step 2 below, or by marking the box in this section (in which case the Chairman of the Meeting will vote in favour of Resolutions 1 and 3). If you do not mark the box in this section and you have not otherwise directed your proxy how to vote on Resolutions 1 and 3, the Chairman of the Meeting will not cast your votes on Resolutions 1 and 3 and your votes will not be counted in computing the required majority if a poll is called on these Resolutions.

I/We acknowledge that the Chairman of the Meeting may exercise my/our proxy even if the Chairman has an interest in the outcome of Resolutions 1 and 3 and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Retirement by Rotation and Re-election of Director - Mr Fernando de Vicente	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Participation by Mr Ned Montarello in the Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____