



17 October 2016

Dear Shareholder

It is my pleasure to invite you to the 2016 Annual General Meeting (**AGM**) of Donaco International Limited (the **Company**).

The AGM will commence at 2:30pm (Sydney time) on Thursday, 24 November 2016, at Level 23, 52 Martin Place, Sydney.

I enclose your Notice of Meeting, together with the following documents:

- A detailed Explanatory Memorandum;
- A personalised Proxy Form; and
- The Company's 2016 Annual Report (if you elected to receive a hard copy).

What you need to do

All shareholders should carefully read the attached documents, and decide whether to vote on the resolutions contained in the Notice of Meeting.

Your vote is important, but it is not compulsory to vote. If you would like to vote, you may either attend the meeting, or alternatively appoint a proxy to vote for you at the meeting by using the attached Proxy Form. If you intend to appoint a proxy, please complete the Proxy Form and return it to us in accordance with the directions on the reverse side of the form by **2:30pm (Sydney time) on Tuesday, 22 November 2016**.

Attendance

If you wish to attend the meeting:

- please bring your proxy form with you to assist us to process your registration efficiently; and
- if convenient, email us on enquiries@donacointernational.com to confirm your attendance.

Your Directors and the Company's management look forward to welcoming you to the AGM.

Yours faithfully,

A handwritten signature in blue ink that reads "S. J. McGregor".

Stuart J McGregor
Chairman

PLEASE BRING YOUR PROXY FORM TO THE ANNUAL GENERAL MEETING

Donaco International Limited

Level 18, 420 George Street
Sydney, NSW 2000 Australia

[TEL] +61 (02) 9106 2149 [FAX] +61 (02) 9106 2106
[ABN] 28 007 424 777



Donaco International Limited

ABN 28 007 424 777

Registered Office: Level 18
420 George Street
SYDNEY NSW 2009

Notice of 2016 Annual General Meeting

Donaco International Limited (the **Company**) gives notice that its Annual General Meeting of members will be held at 2:30pm (Sydney time) on Thursday, 24 November 2016 at:

Level 23
52 Martin Place
SYDNEY NSW 2000

Registration commences at 1:30pm (Sydney time). Representatives of corporate shareholders should present satisfactory evidence of appointment when registering.

Items of Business

Item 1: Financial Statement and Reports

To receive and consider the Financial Report of the Company and its controlled entities and the Reports of the Directors and the Auditor for the financial year ended 30 June 2016.

Item 2: Remuneration Report

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

"That the Remuneration Report as set out in the 2016 Annual Report be adopted."

Item 3: Election of Director – Mr Rob Hines

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

"That Robert Andrew Hines, a Director retiring in accordance with the Constitution, being eligible, is re-elected as a Director of Donaco International Limited."

Item 4: Election of Director – Mr Ben Reichel

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

"That Benedict Paul Reichel, a Director retiring in accordance with the Constitution, being eligible, is re-elected as a Director of Donaco International Limited."

By order of the Board



Ben Reichel
Company Secretary

Important Notes on the Resolutions

1. For further information and explanation on all resolutions, please refer to the Explanatory Memorandum which is **attached** and forms part of this Notice of Annual General Meeting.
2. **The Board recommends unanimously that all shareholders vote in favour of all resolutions**, on the basis set out in the enclosed Explanatory Memorandum, except that:
 - Mr Rob Hines abstains from making a recommendation in relation to Item 3; and
 - Mr Ben Reichel abstains from making a recommendation in relation to Item 4.

Entitlement to vote

The Directors have decided that for the purpose of determining entitlements to attend and vote at the Annual General Meeting, shares will be taken to be held by the persons who are the registered holders at 7:00pm (Sydney time) on Tuesday, 22 November 2016. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Voting restrictions and exclusions in respect of the Resolutions are set out below for each resolution.

How to vote

Shareholders entitled to vote at the AGM may vote:

- by attending the meeting and voting in person; or
- by appointing an attorney to attend the meeting and vote on their behalf or, in the case of corporate members or proxies, a corporate representative to attend the meeting and vote on its behalf; or
- by appointing a proxy to attend and vote on their behalf, using the Proxy Form accompanying this Notice. A proxy may be an individual or a body corporate.

Voting in person (or by attorney)

Shareholders or their proxies, attorneys or representatives (including representatives of corporate proxies) wishing to vote in person should attend the Annual General Meeting and bring a form of personal identification (such as their driver's licence).

To vote by attorney at this meeting, the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed must be received by the Registry before 2:30pm (Sydney time) on Tuesday, 22 November 2016.



To vote in person, you or your proxy, attorney, representative or corporate proxy representative must attend the Annual General Meeting to be held at Level 23, 52 Martin Place, Sydney on 24 November 2016 commencing at 2:30pm (Sydney time).

A vote cast in accordance with the appointment of a proxy or power of attorney is valid even if before the vote was cast the appointor:

- died;
- became mentally incapacitated;
- revoked the proxy or power; or
- transferred the Shares in respect of which the vote was cast,

unless the Company received written notification of the death, mental incapacity, revocation or transfer before the meeting or adjourned meeting.

Voting by proxy

Shareholders wishing to vote by proxy at this meeting must:

- complete and sign or validly authenticate the Proxy Form, which is enclosed with this Booklet; and
- deliver the signed and completed Proxy Form to the Company by 2:30pm (Sydney time) on Tuesday, 22 November 2016 in accordance with the instructions below.

A person appointed as a proxy may be an individual or a body corporate.

Submitting proxy votes

Shareholders wishing to submit proxy votes for the Annual General Meeting must return the enclosed Proxy Form to the Company in any of the following ways:

- by post at: **GPO Box 3993, Sydney NSW 2001**
- by hand delivery: **Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000**
- by facsimile to: **+61 2 9290 9655**

Note: proxies may not be returned by email, nor is internet voting available.

Notes

Proxies

1. A Shareholder entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote at the meeting on that Shareholder's behalf.
2. A proxy need not be a Shareholder.
3. A proxy may be an individual or a body corporate. A proxy that is a body corporate may appoint a representative to exercise the powers that the body corporate may exercise as the Shareholder's proxy.
4. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half the votes.

5. An appointment of a proxy may specify the way the proxy is to vote on a particular resolution. If it does:
- The proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - If the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands.
6. A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If an appointment directs the way the proxy is to vote on a particular resolution:
- if the proxy is the chair – the proxy must vote on a poll and must vote in the way directed; and
 - if the proxy is not the chair – the proxy need not vote on a poll, but if the proxy does so, the proxy must vote in the way directed.
7. If a proxy appointment is signed or validly authenticated by the Shareholder but does not name the proxy or proxies in whose favour it is given, the Chairman may either act as proxy or complete the proxy appointment by inserting the name or names of one or more Directors or of the Company Secretary. If:
- a Shareholder nominates the Chairman of the meeting as the Shareholder's proxy; or
 - the Chairman is to act as proxy if a proxy appointment is signed by a Shareholder but does not name the proxies in whose favour it is given or otherwise under a default appointment according to the terms of the Proxy Form,
- then the person acting as Chairman in respect of an item of business at the meeting must act as proxy under the appointment in respect of that item of business.
8. Proxy appointments in favour of the Chairman of the meeting, the Company Secretary or any Director which do not contain a direction will be voted in support of the resolutions.

Corporate representatives

1. To vote in person at the Annual General Meeting, a Shareholder or proxy which is a body corporate may appoint an individual to act as its representative.
2. To vote by corporate representative at the meeting, a corporate Shareholder or proxy should obtain an Appointment of Corporate Representative Form from the Registry, complete and sign the form in accordance with the instructions on it. The appointment should be lodged at the registration desk on the day of the meeting.
3. The appointment of a representative may set out restrictions on the representative's powers.
4. The original form of appointment of a representative, a certified copy of the appointment, or a certificate of the body corporate evidencing the appointment of a representative is prima facie evidence of a representative having been appointed.
5. The Chairman of the meeting may permit a person claiming to be a representative to exercise the body's powers even if he or she has not produced a certificate or other satisfactory evidence of his or her appointment.

Explanatory Memorandum

The Board recommends unanimously that all shareholders vote in favour of all resolutions, except that:

- Mr Rob Hines abstains from making a recommendation in relation to Item 3; and
- Mr Ben Reichel abstains from making a recommendation in relation to Item 4.

Introduction

This Explanatory Memorandum has been prepared to assist shareholders with their consideration of all resolutions contained in the Notice of Annual General Meeting of shareholders of Donaco International Limited ABN 28 007 424 777 (**the Company**) to be held at 2:30pm (Sydney time) on Thursday, 24 November 2016 at Level 23, 52 Martin Place, Sydney NSW 2000.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

If you are in doubt of what to do in relation to any of the resolutions, you should consult your financial or other professional advisors as soon as possible.

Item 1: Financial Statements and Reports

The Corporations Act and the Constitution (rule 20.2) require that the Report of the Directors, the Auditor's Report and the Financial Report be laid before the AGM. Shareholders will be given ample opportunity to ask questions with respect to these reports and statements at the AGM. There is no formal resolution for this item.

In addition to asking questions at the meeting, shareholders may address written questions to the Chairman about the management of the Company. Shareholders may also address written questions to the Company's auditor (William Buck) if the question is relevant to:

- (a) the content of the auditor's report; or
- (b) the conduct of its audit of the annual financial report to be considered at the meeting.

Under section 250PA(1) of the Corporations Act, a shareholder must submit the question to the Company no later than the fifth business day before the day on which the AGM is held. Written questions for the auditor must be delivered by Thursday 17 November 2016. Please send any written questions to:

The Company Secretary
Donaco International Limited
Level 18
420 George Street
Sydney NSW 2000

Item 2: Non-binding Resolution – Remuneration Report

As required by section 250R(2) of the Act, a resolution for the adoption of the Remuneration Report must be put to the vote. The Remuneration Report is contained within the Directors’ Report in the 2016 Annual Report, on pages 15 to 23.

Shareholders attending the AGM will have the opportunity to ask questions and make comments on the Remuneration Report.

Resolution 2 is a non-binding, advisory resolution to adopt the Remuneration Report. This vote is advisory only and does not bind the Company or the Directors. However the Board will take the outcome of the vote into consideration when reviewing the remuneration policies of the Company.

Following amendments to the Act which took effect on 1 July 2011, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs (treating this AGM as the first such meeting), shareholders will be required to vote at the second of those AGMs on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all of the Company’s directors (other than the Managing Director, if any) must stand for re-election.

The 2015 Remuneration Report was approved by shareholders at last year’s AGM, with 95.89% of eligible votes cast in favour.

Voting exclusion statement

Under Listing Rule 14.11, the Company will disregard any votes cast in relation to the Remuneration Report by:

- the Chairman, other directors, or other key management personnel as disclosed in the Remuneration Report; and
- Associates (such as specified family members, dependants and any controlled companies) of those persons.

However, the Company need not disregard any of the above mentioned votes if:

- cast by a person as proxy for a person entitled to vote, in accordance with the directions on the Proxy Form; or
- cast by the person chairing the 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.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on this Resolution by marking either “For”, “Against” or “Abstain” on the Proxy Form for this Resolution.

Item 3: Election of Director – Mr Rob Hines

The Company’s Constitution (rule 12.4) requires that one-third of the Directors, excluding the Managing Director, if any (or if that number is not a multiple of three, then the number nearest one-third), must retire at the AGM. The Constitution (rule 12.4) and Listing Rule 14.4 further provide that each Director is required to retire no later than at the third annual general meeting convened by the Company following his or her last election or appointment by a general meeting. Any Director retiring from office under rule 12.4 is eligible for re-election.

As the number of Directors is six (excluding the Managing Director), two Directors will retire at this AGM.



Robert Andrew Hines is due to retire by rotation in accordance with the Constitution and, being eligible, presents himself for re-election.

Mr Hines is one of Australia's leading gaming and wagering executives. As CEO of Racing Victoria Limited from 2008 to 2012, he led and managed the Victorian racing industry through a period of substantial change. Mr Hines also held CEO roles at Jupiters Limited (2000 to 2004), which was acquired by Tabcorp; and AWA Limited (1997 to 2000), which was acquired by Jupiters. From 2005 to 2008, he was CEO UK and Europe for Vecommerce Limited, a natural language speech recognition company providing services to wagering operators.

Mr Hines currently holds the positions of Non-Executive Director with Sportsbet Australia Pty Ltd; Group Chairman CEO Circle; and Advisory Board Member of the Sporting Chance Cancer Foundation.

Mr Hines is Chairman of the Audit & Risk Management Committee and the Nominations, Remuneration & Corporate Governance Committee.

Item 4: Election of Director – Mr Ben Reichel

As noted under Item 4 above, two Directors will retire at this AGM.

Benedict Paul Reichel is due to retire by rotation in accordance with the Constitution and, being eligible, presents himself for re-election.

Mr Reichel is an Executive Director of the Company, and also holds the positions of General Counsel, Company Secretary, and Head of Investor Relations.

Mr Reichel is an executive and company director in the gaming, media, and technology sectors, with more than twenty years' experience in major Australian listed public companies and law firms. Mr Reichel held the position of Chief Executive Officer and Managing Director of the Company (then called Two Way Limited) from July 2007 to January 2012, and has remained on the Board since then. Previously, Mr Reichel was General Counsel of Tab Limited, a \$2 billion ASX listed company with operations in wagering, gaming and media. Prior to that, he was General Counsel of racing broadcaster Sky Channel Pty Limited, and held a number of executive positions at Publishing and Broadcasting Limited.

End of Explanatory Statement



All Correspondence to:

-  **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
-  **By Fax:** +61 2 9290 9655
-  **Online:** www.boardroomlimited.com.au
-  **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:30pm (Sydney time) on Tuesday 22 November 2016.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2:30pm (Sydney time) on Tuesday 22 November 2016.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

-  **By Fax** + 61 2 9290 9655
-  **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
-  **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Donaco International Limited

ABN 28 007 424 777

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Donaco International Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair 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 below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Level 23, 52 Martin Place, Sydney NSW 2000 on Thursday, 24 November 2016 at 2:30pm (Sydney time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Item 2, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this item even though Item 2 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Item 2). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that Item.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

| | | For | Against | Abstain* |
|--------|---|--------------------------|--------------------------|--------------------------|
| Item 2 | To Adopt the Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 3 | To re-elect Mr Robert Hines as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 4 | To re-elect Mr Benedict Reichel as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2016