



# Talent2 EGM and Scheme Meetings

## Talent2 International Limited

Level 12, 179 Elizabeth Street, Sydney | 20 August 2012

HR ADVISORY | PAYROLL | RECRUITMENT | LEARNING



A portrait of a middle-aged man with short, dark hair, smiling slightly. He is wearing a dark suit jacket, a light blue shirt, and a striped tie. The background is a blurred outdoor scene with green foliage.

# Talent2 EGM

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talent **2**

# Talent2 EGM

## Section 611 Item 7 Resolution

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

*“That, subject to Talent2 Shareholders agreeing to the Scheme in accordance with subparagraph 411(4)(a)(ii) of the Corporations Act 2001 (Cth), and for the purposes of item 7 of section 611 of the Corporations Act 2001 (Cth), and as outlined in the Scheme Booklet accompanying this notice of meeting, approval is given for the acquisition by Perbec Pty Ltd (ACN 158 551 574), Pergal Pty Limited (ACN 158 366 155) and Allegis (and their respective Related Bodies Corporate) of a Relevant Interest in 32,105,226 Talent2 Shares in which MBI has a Relevant Interest, which acquisition arises out of the entry into the Joint Bid Framework Deed dated 25 May 2012 between MBI, Allegis, Perbec Pty Limited (ACN 158 551 574) and Pergal Pty Limited (ACN 158 366 155) as more particularly summarised in the Scheme Booklet of which this notice of meeting forms part.”*

# Talent2 EGM

## Financial Assistance Resolution

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

*“That, conditional on and subject to the Scheme becoming Effective, approval is given under subsection 260B(1) of the Corporations Act 2001 (Cth) for the giving of financial assistance in the manner outlined in the Scheme Booklet accompanying this notice of meeting under subsection 260B(4) of the Corporations Act 2001 (Cth), such financial assistance being the declaration and payment of the Special Dividend by Talent2 as outlined in the Scheme Booklet accompanying this notice of meeting.”*

# Talent2 EGM

## Proxy Results

### » Section 611 Item 7 Resolution:

Proxy Results <sup>1</sup>	For	Against	Total For or Against	Open (Chairman or Otherwise)	Total Proxy Votes	% For	% Against	% Open	Abstain
Votes	65,013,152	1,025,195	66,038,347	7,304,081	73,342,428	88.64%	1.40%	9.96%	19,555

### » Financial Assistance Resolution:

Proxy Results <sup>1</sup>	For	Against	Total For or Against	Open (Chairman or Otherwise)	Total Proxy Votes	% For	% Against	% Open	Abstain
Votes	65,093,090	923,314	66,016,404	7,324,119	73,340,523	88.75%	1.26%	9.99%	14,555

Note:

1. As at close of proxies at 10.00am on 18 August 2012.

A woman with dark hair pulled back, smiling warmly at the camera. She is wearing a dark grey blazer over a white collared shirt. The background is a bright, out-of-focus office interior with large windows.

# Scheme Meeting

# Scheme Meeting

## Resolution

» To consider and, if thought fit, pass the following resolution:

*“That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Talent2 International Limited and the holders of its ordinary shares (other than Excluded Shareholders), as contained in and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is approved, with or without alterations or conditions as approved by the Federal Court of Australia to which Talent2 International Limited, Morgan & Banks Investments Pty Limited, Allegis Group, Inc. and Perbec Pty Limited agree.”*

# Scheme Meeting

## Proxy Results

Proxy Results <sup>1</sup>	For	Against	Total For or Against	Open (Chairman or Otherwise)	Total Proxy Votes	% For	% Against	% Open	Abstain
No. of voters	241	40	281	28	309	77.99%	12.95%	9.06%	5
Votes	62,324,245	1,030,560	63,354,805	7,326,747	70,681,552	88.17%	1.46%	10.37%	1,147,729

Note:

1. As at close of proxies at 10.15am on 18 August 2012.



A close-up portrait of a middle-aged man with short, graying hair, smiling warmly at the camera. He is wearing a light blue button-down shirt. The background is a bright, out-of-focus office space with white walls and some framed pictures.

# Option Scheme Meeting 1

# Option Scheme Meeting 1

## Resolution

» To consider and, if thought fit, pass the following resolution:

*“That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Talent2 International Limited and Talent2 Optionholders (other than Excluded Optionholders), as contained in and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is agreed to, with or without alterations or conditions as approved by the Federal Court of Australia to which Talent2 International Limited, Morgan & Banks Investments Pty Limited, Allegis Group, Inc. and Perbec Pty Limited agree.”*

# Option Scheme Meeting 1

## Proxy Results

Proxy Results <sup>1</sup>	For	Against	Total For or Against	Open (Chairman or Otherwise)	Total Proxy Votes	% For	% Against	% Open	Abstain
No. of voters	32	0	32	2	34	94.12%	0.00%	5.88%	1
Amount of debts and claims	\$103,190.50	\$0.00	\$103,190.50	\$12,235.00	\$115,425.50	89.40%	0.00%	10.60%	\$2,600.00

Note:

1. As at close of proxies at 10.30am on 18 August 2012.



## Option Scheme Meeting 2

# Option Scheme Meeting 2

## Resolution

» To consider and, if thought fit, pass the following resolution:

*“That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Talent2 International Limited and Talent2 Optionholders (other than Excluded Optionholders), as contained in and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is agreed to, with or without alterations or conditions as approved by the Federal Court of Australia to which Talent2 International Limited, Morgan & Banks Investments Pty Limited, Allegis Group, Inc. and Perbec Pty Limited agree.”*

# Option Scheme Meeting 2

## Proxy Results

Proxy Results <sup>1</sup>	For	Against	Total For or Against	Open (Chairman or Otherwise)	Total Proxy Votes	% For	% Against	% Open	Abstain
No. of voters	41	0	41	5	46	89.13%	0.00%	10.87%	0
Amount of debts and claims	\$269,200.00	\$0.00	\$269,200.00	\$56,800.00	\$326,000.00	82.58%	0.00%	17.42%	\$0.00

Note:

1. As at close of proxies at 10.45am on 18 August 2012.