

FRESHTEL HOLDINGS LIMITED
ACN 111 460 121
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of the shareholders of Freshtel Holdings Limited will be held at Seasons Hotel, 348 St Kilda Road, Melbourne, Victoria, 3004 on Tuesday 25th of November 2008 at 3.00pm.

Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), a person's entitlement to vote at this Annual General Meeting will be determined by reference to the number of fully paid ordinary shares registered in the name of that person in the register of members as at close of business on Sunday 23rd November 2008.

ORDINARY BUSINESS

The ordinary of the business of the meeting will be to:

Annual Reports and Accounts

1. Receive and consider the annual financial report, directors' report and independent auditors' report, for the financial year ended 30th June 2008;

Adoption of Remuneration Report

2. Receive and consider for adoption the Remuneration report for the year ended 30th June 2008.

Election of Directors

3. Consider and if thought fit, pass the following as ordinary resolutions:

Resolution 1 That David Elbourn, having retired in accordance with Clause 13.2 of the Company's constitution, be re-elected as a Director.

Resolution 2 Mr Les Taylor, who retires in accordance with clause 13.2 of the Company's constitution does not offer himself for re-election and the meeting records its thanks for Mr Taylor's services as a Director.

Resolution 3 Mr Sean Wilkins, having been appointed as an addition to the existing Directors in accordance with clause 13.4 of the Company's constitution, retires and be re-elected as a director.

Resolution 4 Mr Spiros Nikolakopoulos, having been appointed as an addition to the existing Directors in accordance with clause 13.4 of the Company's constitution, retires and be re-elected as a director.

Appointment of BDO Kendalls Audit & Assurance (NSW- VIC) Pty Ltd as Auditor

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

Resolution 5 That BDO Kendalls Audit & Assurance (NSW-VIC) Pty Ltd be appointed as replacement auditor for Freshtel Holdings Limited effective 25 November 2008.

SPECIAL BUSINESS

The special business of the meeting will be to:

Approval of Issues under the Freshtel Employee Share Acquisition Plan ('ESAP')

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

Resolution 6 That issues under the Freshtel Employee Share Acquisition Plan, on the terms set out in the Explanatory Notes accompanying this Notice of Meeting from the date of this Meeting for the next three years be approved for all purposes, but particularly for the purposes of Listing Rule 7.2, exception 9 and Section 260C of the Corporations Act 2001.

Approval of Freshtel Option and Options Plan ('OPRP')

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

Resolution 7 That issues under the Freshtel Option and Options Plan, on the terms set out in the Explanatory Notes accompanying this Notice of Meeting from the date of this Meeting for the next three years be approved for all purposes, but particularly for the purposes of Listing Rule 7.2, exception 9.

Other Business

To transact any other business which may be lawfully brought forward in accordance with the Company's Constitution and Corporations Act.

Proxies

A Shareholder entitled to attend and vote at the meeting has the right to appoint a proxy to attend and vote instead of the member. The proxy need not be a member of the Company.

A Shareholder who is entitled to cast 2 or more votes may appoint not more than 2 proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise half of the votes (disregarding fractions).

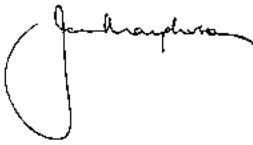
A form for the appointment of a proxy is enclosed with this Notice.

The Proxy Form must, to be effective be lodged at the registered office of the Company, Level 2, 95 Coventry Street, South Melbourne 3205 or by facsimile on (03) 90952099 not later than 3pm on Sunday 23rd November 2008.

Determination of entitlements to attend and vote

The Company has determined in accordance with Corporations Act Regulation Number 7.11.37 that the Shareholding of each Shareholder for the purpose of ascertaining the voting entitlements at the meeting will be determined by reference to the number of fully paid ordinary shares registered in the name of that person (reflected in the register of members) as at 7.00pm Melbourne time 23rd November 2008.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Jan Macpherson', written over a large, stylized circular mark.

Jan Macpherson
Company Secretary
14th October 2008

FRESHTEL HOLDINGS LIMITED

ACN 111 460 121

EXPLANATORY STATEMENT

IMPORTANT NOTICE

The Explanatory Statement explains and provides information regarding the Resolutions to be considered at the Annual General Meeting as set out in the accompanying Notice of Annual General Meeting, to assist Shareholders determine how they wish to vote on the Resolutions.

Shareholders should read this Explanatory Statement in full because individual sections do not provide a comprehensive appraisal of the Resolutions in their own right. This Explanatory Statement forms part of the accompanying Notice of Annual General Meeting and should be read together with the Notice of Annual General Meeting.

If you are in doubt about what to do in relation to the Resolutions contemplated in this Explanatory Statement, you should consult your financial or other professional advisor.

This Explanatory Statement is dated 14th October 2008.

Introduction

The Annual General Meeting is being held so that the Directors can table the financial statements and reports of the Company for the previous financial year and so that Shareholders can vote on the re-election of Directors. The company is required to present a Remuneration Report which is contained in the Directors Report. Shareholders are requested to vote on the adoption of this Report. Shareholders should be aware that votes in respect of the Remuneration Report are non-binding on the Company. Shareholders are also required to vote on formalising the appointment of Auditors and on an aggregate amount to be paid to directors who are not executives of the Company. This is known as the Ordinary Business of the meeting.

At the Annual General Meeting, Shareholders will also be asked to consider additional Resolutions set out in the accompanying Notice of Annual General Meeting under the heading Special Business. Details of these Resolutions and an explanation as to why the Company is putting these to Shareholders is set out in this Explanatory Statement.

Words or expressions used in the Notice of Annual General Meeting and in this Explanatory Statement are defined in the Glossary. Unless otherwise stated, all references to sums of money '\$' and 'dollars' are references to Australian currency.

Item 1 Annual Reports and Accounts

The Annual Report including the accounts of the Company has been compiled in accordance with the Corporations Act 2001 (*Cth*) and is tabled for consideration and approval by Shareholders under a non-binding vote.

Item 2 Remuneration Report

A detailed Remuneration Report, included in the Directors Report in the Annual Report has been compiled in accordance with the Corporations Act 2001 (*Cth*) and is tabled for consideration and approval by Shareholders under a non-binding vote.

Item 3 Election to the Board of Non-Executive Directors

Mr David Elbourn, Mr Sean Wilkins and Mr Spiros Nikolakopoulos retire in accordance with the Company's constitution. Each of these directors offers themselves for re-election.

Mr Les Taylor retires in accordance with the Company's constitution and does not offer himself for re-election.

Mr Elbourn was re-appointed as a director at the 2005 Annual General Meeting and retires by rotation. Mr Wilkins and Mr Nikolakopoulos were appointed as a directors in July 2008 and September 2008 respectively. As this is the first General Meeting since their appointment they are required to retire and offer themselves for re-election.

The Board recommends that shareholders vote in favour of the resolutions electing each of Messrs Elbourn, Wilkins and Nikolakopoulos as directors.

The following information has been provided by each candidate in support of their election as a director.

Mr David Elbourn BCom, ACA

Mr David Elbourn is a Chartered Accountant and has been working in the accounting profession since 1984 including a period of five years with international accounting firm Coopers and Lybrand. Mr Elbourn has been a partner during the past ten years in boutique accounting firm, Dillon and Elbourn, Chartered Accountants, specialising in fast growing SME's from all over Australia. Clients include companies ranked in Business Review Weekly Fast 100. During the past 20 years in the accounting profession Mr Elbourn has gained broad experience in Audit, Taxation and Financial and Business Management.

Mr Elbourn is a significant shareholder in Freshtel.

Mr Spiros Nikolakopoulos B.Eng

Mr Spiros Nikolakopoulos is the former Managing Director of Motorola Australia, to its Board of Directors.

Mr Nikolakopoulos brings extensive experience in the telecommunications industry to Freshtel, including an outstanding track record in sales and marketing. During his tenure at Motorola Australia he was instrumental in driving revenue growth for the Australian and New Zealand business, and successfully oversaw the launch of new products and negotiated and managed major service contracts based on demanding key performance indicators.

Prior to joining Motorola, Mr Nikolakopoulos spent four years as General Manager of Bearcom Australia, a US owned company involved in the distribution and rental of wireless communications equipment. He also worked for Motorola Singapore as the head of business development for Motorola's government and enterprise Asia Pacific operation.

Mr Sean Wilkins BA, ACMA

Mr Wilkins is an Oxford University graduate with a depth of global executive experience in the telecommunications and finance fields. He has formerly held senior positions with O2, British Telecoms and top tier accounting firm Coopers and Lybrand.

He heads Tesco Telecoms Financial and Commercial division.

Item 4 – APPOINTMENT OF BDO KENDALLS AUDIT & ASSURANCE (VIC) PTY LTD AS AUDITOR

Item 4 seeks the appointment of BDO Kendalls Audit & Assurance (NSW-VIC) Pty Ltd as the auditor of the Company. The audit was previously conducted by WHK Greenwoods. WHK Greenwoods has resigned as auditor effective from the date of the annual general meeting.

Section 327C of the Corporations Act 2001 provides that a company shall at each annual general meeting, if there is a vacancy in the office of auditor of the company, appoint a person or firm to fill the vacancy. The Directors wish to appoint BDO Kendalls Audit & Assurance (NSWVIC) Pty Ltd as auditor of Freshtel Holdings Limited and seek this appointment to be made by the members.

The Company confirms it has received a nomination from a member nominating the firm BDO Kendalls Audit & Assurance (NSW-VIC) Pty Ltd as auditor of the Company, pursuant to section 328B of the Corporations Act 2001. BDO Kendalls Audit & Assurance (NSW-VIC) Pty Ltd is eligible and has consented to being appointed auditor of the Company as required by section 328A of the Corporations Act 2001. Pursuant to sub-section 328B(3) of the Corporations Act 2001, the written notice nominating BDO Kendalls Audit & Assurance (NSW-VIC) Pty Ltd as auditor is attached to this Explanatory Statement as Annexure A.

SPECIAL RESOLUTIONS

Item 5 - Approval of Issues under the Freshtel Employee Share Acquisition Plan ('ESAP')

ASX Listing Rule 7.1 provides a formula that limits the number of equity securities the Company may issue to 15% of each class of securities within any 12 month period without shareholder approval.

ASX Listing Rule 7.2, exception 9, provides that a company's shareholders may approve the issue of any securities under an employee incentive scheme as an exception to Rule 7.1 up to three years prior to the date of the issue.

The shareholders of Freshtel last approved issues of shares under ESAP on 21 November 2005. Since that date no shares have been issued under ESAP. All share acquisitions to the ESAP have been by way of on-market purchase only.

35,849 shares remain outstanding under ESAP at the date of these Explanatory Notes.

The operation of ESAP involves financial assistance in connection with the acquisition of shares in Freshtel. Accordingly, shareholder approval is also sought pursuant to section 260C of the *Corporations Act 2001*.

Section 260A of the *Corporations Act 2001* sets out certain requirements with which a company must comply in order to be able to financially assist a person to acquire shares in the company. Section 260C (4) provides that the provision of financial assistance under an employee shares scheme that is approved by a resolution passed at a general meeting of the company will be exempted from the requirements of section 260A.

Summary

The ESAP enables eligible employees to acquire Freshtel shares valued at up to \$1,000 each year on a tax exempt basis.

All permanent employees at the time of offer are invited to subscribe for shares valued at up to \$1,000 at the time of the offer, or such lower level as the Board may determine. Participating employees acquire the shares by way of remuneration sacrifice or company contribution or a combination.

In addition, the company meets the cost of Plan administration.

Operation of the ESAP

The ESAP operates under a Trust.

Entitlement to Shares

Shares offered under the ESAP must be held by employees for three years while they remain employed.

Forfeiture of shares

Shares offered under the ESAP cannot be subject to forfeiture.

Shareholding Rights

Shares issued under the ESAP carry full shareholder rights such as in relation to rights and bonus issues, voting and dividends but will not participate in any dividend reinvestment plan.

Variation of Rules

The Board may alter the rules of the ESAP or their application subject to the ASX Listing Rules. Prior approval by ordinary resolution of the Company's shareholders will be required for amendments which are to the advantage of participants and which relate to certain specified events.

Limitation on Issues

The number of Shares acquired during the previous 5 years from new issues by the Company under all employee share schemes established by the Company (including as a result of exercise of options to acquire un-issued shares granted under any such employee share scheme but excluding Shares which have been bought back by the Company) when aggregated with the number of shares which would be acquired from new issues by the Company under all employee share schemes established by the Company were all outstanding options to acquire un-issued shares (issued pursuant to such employee share schemes) to be exercised shall not exceed 10% of the total number of issued Shares in the Company.

A copy of the ESAP Trust Deed may be requested from the Company Secretary, by telephoning (03) 9095 2000.

Item 6 - Approval of Issues under the Freshtel Option and Options Plan ('OPRP')

ASX Listing Rule 7.1 provides a formula that limits the number of equity securities the Company may issue to 15% of each class of securities within any 12 month period without shareholder approval.

ASX Listing Rule 7.2, exception 9, provides that a company's shareholders may approve the issue of any securities under an employee incentive scheme as an exception to Rule 7.1 up to three years prior to the date of the issue.

The shareholders of Freshtel last approved issues of shares under OPRP on 21 November 2005. Since that date **5,669,162** options have been issued under OPRP.

3,884,167 options remain outstanding under OPRP at the date of these Explanatory Notes.

Summary

The Board may offer options to acquire shares to invited executives having regard to their actual and potential contribution to the Company. The exercise price will be determined by the Board. Options may be offered in tranches at future dates and at different prices.

An option may only be exercised by a date determined by the Board (First Exercise Date) and will lapse, if not exercised, at date determined by the Board (Last Exercise Date) not exceeding 10 years, subject to applicable performance hurdles and other restrictions set out in the offer letter. An unexpired option will also lapse on a date six months after a participating executive dies, retires, is made redundant or becomes disabled, or the date one month after the participating executive ceases to be employed by Freshtel for any other reason.

Carefully designed and performance linked equity incentive plans are widely recognised as the most effective way of providing incentives to key senior executives.

Participation

Invited senior executives and other staff, including directors, will need to be invited in writing to participate in the OPRP. Offers will be made to the relevant person and not to an associate or related party.

Plan Limits

The number of Shares acquired during the previous 5 years from new issues by the Company under all employee share schemes established by the Company (including as a result of exercise of options to acquire un-issued shares granted under any such employee share scheme but excluding Shares which have been bought back by the Company) when aggregated with the number of shares which would be acquired from new issues by the Company under all employee share schemes established by the Company were all outstanding options to acquire un-issued shares (issued pursuant to such employee share schemes) to be exercised shall not exceed 10% of the total number of issued Shares in the Company.

Performance Conditions

Issues under the OPRP may be subject to performance conditions.

Service Conditions

Issues under the OPRP may be subject to service conditions.

How does OPRP work?

Under OPRP, an invited eligible person is offered rights or options to acquire shares in the Company at a specified exercise price at the date of offer. The exercise price can range from zero (performance right) through to a premium (premium priced option) depending on the incentive design intention at the time of the offer. Such rights or options will be exercisable on a specified future date, subject to meeting all performance and service conditions set down and on payment of the exercise price, if any.

The OPRP rules are subject to the requirements of the *Corporations Act 2001* and the ASX Listing Rules.

Rights or options will not be listed on the Australian Stock Exchange (ASX). Application will be made to list shares issued on the exercise of the rights or options on the ASX and such shares will rank equally with other ordinary shares of the Company. The Board may impose restrictions on shares issued on exercise of the rights or options.

Rights or options will lapse, irrespective of whether they have become exercisable, when one of the following events occurs:

- on the tenth anniversary, or such earlier date specified, of the date that the rights or options are issued;
- the Board determines that the rights or options should lapse following dismissal of a participating employee, as a result of that participant's fraud, gross misconduct or conduct which brings the Company into disrepute; or
- the Board determines the relevant requirements including performance and service conditions have not and are incapable of being met.

Adjustment to the number of rights or options and/or the amount payable upon exercise of the rights or options will be made in accordance with the ASX Listing Rules, if there is a bonus or rights issue or other reconstruction of capital before the options are exercised.

Options and options carry no right to receive dividends or to vote. Options and options may be exercised before their specified exercise date, but only where there is a change in the control of the Company or where special circumstances exist and are in accordance with the ASX Listing Rules. Exercise of these circumstances will be subject to the satisfaction of any performance condition relevant to those rights or options. An example of a change in control is in the event of a takeover offer being made for the Company's shares. Special circumstances which will allow for the early exercise of rights or options include retirement, redundancy, death or permanent disability of the OPRP participant and any other circumstances determined by the Board.

The Board intends to impose the following conditions to offers under OPRP:

- Each issue of rights or options under the OPRP may be exercised at any time determined by the Board and set out in the letter of offer to the participant. They can only be exercised if the Company's performance is equal to or greater than the performance condition set, if any, by the Board.
- Special conditions may apply to each offer. The special conditions to be imposed on the offer of rights or options to the directors are outlined in the Explanatory Statement for Resolutions.

A copy of the OPRP rules is available to shareholders, on request to the Company Secretary, by telephoning (03) 9095 2000.

Voting Exclusion Statement – Corporations Act

Section 224 of the Act prohibits:

- a related party of the Company to whom a resolution would permit a financial benefit to be given; and
- an associate of that related party

from voting on certain resolutions.

In accordance with the Listing Rules of the Australian Stock Exchange Limited ('ASX') the Company will disregard any votes cast as follows;

- not applicable

A director or his associated entity may vote if he or it has been appointed in writing as a proxy for a shareholder who is not prohibited from voting by section 224 of the Act **AND** that shareholder has instructed the director or entity in writing how to vote.

Recommendation

Subject to the abstentions set out below, the Directors unanimously recommend that eligible Shareholders vote in favour of all of the Resolutions set out in the accompanying Notice of Annual General Meeting.

GLOSSARY

In this Explanatory Statement:

Annual General Meeting means the annual general meeting of the company convened under the Notice of Meeting to which this Explanatory Statement is attached.

ASIC means the Australian Securities and Investments Commission.

ASX means Australian Stock Exchange Limited ACN 008 624 691.

Board means the board of Directors of the company.

Company or **Freshtel** means Freshtel Holdings Limited ACN 111 460 121

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001(Cth)

Director means Director of the Company

Listing Rules means the listing Rules of ASX and **Rules** means a particular rule of the Listing Rules as applicable.

Notice of Annual General Meeting means the notice of Annual General Meeting that this Explanatory Statement accompanies and which the Resolutions are set out.

Resolutions means the resolutions referred to in the Notice of Annual General Meeting and **Resolution** means any one of them, as the context requires.

Share means a fully paid ordinary Share in the capital of the Company.

Shareholder means the holder of a Share.

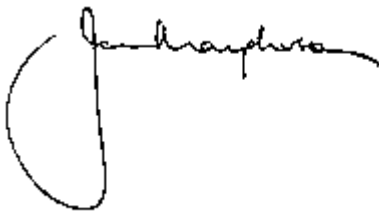
ANNEXURE A

30 King Street
Glen Iris
Victoria, 3146

18 September 2008

NOMINATION OF AUDITORS

I hereby nominate BDO Kendalls Audit and Assurance (NSW-Vic) Pty Ltd to be appointed auditors of Freshtel Holdings Limited.

A handwritten signature in black ink, appearing to read 'Jan Macpherson'. The signature is written in a cursive style with a large, looped initial 'J'.

Jan Macpherson
Shareholder

Freshtel Holdings Limited

ABN 92 111 460 121

Lodge your vote:



By Mail:

Freshtel Holdings Limited
Level 2, 95 Coventry Street,
South Melbourne VIC 3205 Australia

Alternatively you can fax your form to
+61 3 9095 2099

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

For all enquiries call:

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

Proxy Form

For your vote to be effective it must be received by 3.00pm Sunday 23 November 2008

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.

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.computershare.com.

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 →



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

www.investorcentre.com

- Review your securityholding
- Update your securityholding

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 Freshtel Holdings 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, as the proxy sees fit) at the Annual General Meeting of Freshtel Holdings Limited to be held at Seasons Hotel, 348 St Kilda Road, Melbourne, Victoria 3004 on Tuesday, 25 November 2008 at 3.00pm and at any adjournment of that meeting.

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.

Ordinary Business		For	Against	Abstain
Item 2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3(a)	Re-election of Mr David Elbourn as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3(b)	Re-election of Mr Sean Wilkins as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3(c)	Re-election of Mr Spiros Nikolakopoulos as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Appointment of new Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Business				
Item 5	Approval of Issues under the Freshtel Employee Share Acquisition Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Approval of Freshtel Option and Options Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected 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 ____/____/____

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Computershare +