

WEBFIRM GROUP LIMITED

ABN 70 001 287 510

NOTICE OF ANNUAL GENERAL MEETING

Monday 30 November 2009

Notice is given that the Annual General Meeting of the Shareholders of Webfirm Group Limited ('Company' or 'Webfirm') will be held at the offices of Minter Ellison Lawyers, Level 23 Rialto, 525 Collins Street, Melbourne, Victoria, on Monday 30 November 2009 at 3:00pm.

ORDINARY BUSINESS

1. Financial statements and reports

To receive and consider:

- the Financial Report;
- the Directors' Report; and
- the Auditor's Report,

for the financial year ended 30 June 2009.

2. Remuneration report (Resolution 1)

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

That the Remuneration Report as set out in the Annual Report of the Company for the financial year ended 30 June 2009 be adopted.

Note: The vote on this resolution is advisory only and does not bind the Company or its directors.

3. Re-election of Dr Adrian Vanzyl as a director (Resolution 2)

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

That Dr Adrian Vanzyl, a director retiring by rotation in accordance with clause 3.6 of the Company's constitution, and being eligible, be re-elected as a director of the Company.

SPECIAL BUSINESS

4. Approval of issues under the Webfirm Employee Share Option Plan (Resolution 3)

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

That, for the purpose of Exception 9 of ASX Listing Rule 7.2 and for all other purposes, the Company approves the issue of securities under the Webfirm Group Limited Share Option Scheme (described in the Explanatory Statement accompanying and forming part of the Notice) as an exception to Listing Rule 7.1.

5. Adoption of new constitution (Resolution 4)

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

That that the Company repeal its existing constitution and adopt the constitution tabled at the Annual General Meeting and signed by the Chairperson, for the purpose of identification, as its new constitution in substitution for, and to the exclusion of, the existing constitution of the Company.

VOTING EXCLUSION STATEMENT

Under ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 3 by the following persons:

RESOLUTION	PERSONS EXCLUDED FROM VOTING
Resolution 3 – Approval of issues under Webfirm Group Ltd Share Option Scheme (Scheme)	Any Director (except one who is ineligible to participate in the Scheme) and any person that is an associate of any such Director.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a member who is entitled to vote and it is cast in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote and it is cast in accordance with a direction on the proxy form to vote as the proxy decides.

PROXY NOTES

- A member entitled to attend and vote at the meeting has a right to appoint a proxy.
- The proxy need not be a member of the Company.
- A member who is entitled to cast two or more votes may appoint up to two proxies and, in the case of such an appointment, may specify the proportion or number of votes each proxy is appointed to exercise.
- If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes which each proxy may exercise, each proxy may exercise half of the votes.
- The proxy form included in this Notice of Annual General Meeting must be signed by the member or the member's attorney. Proxies given by corporations must be signed under the hand of a duly authorised officer or attorney.
- To be valid, the form appointing the proxy and the power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be lodged with the Share Registry - Computershare Investor Services Pty Limited at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067, using the reply paid envelope supplied or by facsimile to +61 3 9473 2555 as soon as possible and in any event not later than 48 hours prior to the time appointed for the Annual General Meeting.
- A proxy may decide whether to vote on any resolution, except where the proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.
- If a shareholder appoints the chairperson of the meeting as the shareholder's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that shareholder, in favour of that item on a poll.
- Members should refer to the Explanatory Statement, which accompanies and forms part of this Notice of General Meeting for information regarding each Resolution.

DETERMINATION OF VOTING ENTITLEMENTS

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purpose of the meeting, only persons holding Shares at 7.00pm on 28 November 2009 will be treated as Shareholders. This means that only those persons who are the registered holders of Shares at that time will be entitled to attend and vote at the Annual General Meeting.

REQUIRED VOTING MAJORITIES

Resolutions 1 to 3 are proposed as ordinary resolutions. Accordingly, the passage of each of the Resolutions requires approval by a simple majority of the votes cast by members present and voting at the Annual General Meeting, whether in person or by proxy.

Resolution 4 is proposed as a special resolution. The passage of this Resolution requires approval by a 75% majority of the votes cast by members present and voting at the Annual General Meeting, whether in person or by proxy.

Dated: 30 October 2009

By Order of the Board

A handwritten signature in black ink, appearing to be 'D. Element', written in a cursive style.

Damian Element
Company Secretary

WEBFIRM GROUP LIMITED
ABN 70 001 287 510

EXPLANATORY STATEMENT

PURPOSE OF INFORMATION

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Annual General Meeting dated 30 October 2009) is to provide members with an explanation of the business and the resolutions to be proposed and considered at the Annual General Meeting (**AGM**) of the Company which is to be held on Monday 30 November 2009 at 3:00pm at the offices of Minter Ellison Lawyers, Level 23 Rialto, 525 Collins Street, Melbourne, Victoria. The information in the Explanatory Statement will also assist members to determine how they wish to vote on each resolution.

FINANCIAL STATEMENTS AND REPORTS

Pursuant to the Corporations Act, the directors of a public company that is required to hold an annual general meeting must table the financial statements and reports of the Company (including the Directors' Report and Auditor's Report) for the previous financial year before the members at that annual general meeting.

Shareholders have been provided with all relevant information concerning the Company's financial statements, the Directors' Report and Auditor's Report in the Annual Report of the Company for the year ended 30 June 2009. A copy of the Annual Report has been forwarded to each shareholder (other than those shareholders who have previously elected not to receive the Annual Report, whether in paper form or electronically). Any shareholder who has made this election and now wishes to receive a paper or electronic copy of the Annual Report should contact the Company to arrange receipt.

The Annual Report can also be viewed, printed and downloaded from the Company's website www.webfirmgroup.com. A copy of the financial statements, the Directors' Report and the Auditor's Report will be tabled at the AGM.

Shareholders should note that the sole purpose of tabling the financial statements and the reports of the Company at the AGM is to provide shareholders with the opportunity to ask questions or discuss matters arising from the financial statements and/or the reports at the meeting. It is not the purpose of the meeting that the financial statements or the reports be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt, receive or consider the Company's financial statements or the reports (other than the Remuneration Report) will be put to the shareholders at the meeting.

Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on the financial statements and the reports. The Company's auditor will also be available to receive questions and comments from shareholders about the preparation and content of the financial statements and the Auditor's report and the conduct of the audit generally.

Further, any shareholder entitled to cast a vote at the AGM may submit written questions to the auditor if:

- (a) the question is relevant to:
 - (i) the content of the auditor's report to be considered at the AGM; or
 - (ii) the conduct of the audit of the 2009 financial report to be considered at the AGM; and
- (b) the shareholder gives the question to the Company no later than the 5 business days before the day on which the AGM is to be held.

Where appropriate, and practical to do so, the Company may provide answers to any such written questions at the AGM.

REMUNERATION REPORT (Resolution 1)

The Directors' Report for the year ended 30 June 2009 contains a Remuneration Report, which sets out the policy for remuneration of its officers and senior employees.

The Corporations Act (section 250R(2)) requires that each listed company put a resolution to its shareholders at its annual general meeting that its remuneration report be adopted. The Corporations Act expressly provides that the vote is advisory only and does not bind the directors or the Company.

Resolution 1 is put to the shareholders at the AGM in fulfilment of the obligations of the Company under section 250R(2) of the *Corporations Act 2001 (Cth)*. Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

RE-ELECTION OF DR ADRIAN VANZYL AS DIRECTOR (Resolution 2)

Introduction

Clause 3.6 of the Company's constitution requires one third of the directors (other than the Managing Director) to retire by rotation at each annual general meeting. Accordingly, Dr Adrian Vanzyl retires from office and, being eligible, offers himself for re-election.

Biographical details of Dr Adrian Vanzyl are set out below.

Dr Adrian Vanzyl, aged 41, was appointed a director of the Company on 28 April 2008. He holds a MBBS (with Honors) from Monash University, Victoria.

Dr. Vanzyl has spent a large part of his career in Silicon Valley and Australia, working as a technology executive with software, advertising driven search, ad network and security focused internet companies. His experience includes working as a principal at the technology/investment bank - Gramercy Ventures (where he focused on cross border technology deals particularly between the US and Asia), as VP of Business Development for Eurekster (the leading provider of vertical, community and social network based search).

Prior to this he was CTO and Entrepreneur in Residence at Blumberg Capital in San Francisco. Whilst at Blumberg he ran two of their portfolio companies, and as the CEO of Seclarity, a security hardware and software firm, he successfully raised funding from Intel Capital, Valley Ventures and Blumberg Capital. Adrian was Group Business Development Manager for Microsoft's bCentral small business portal, where his group managed business both in the US and internationally (where he helped launch in 22 countries in two years). He joined Microsoft as a result of his role as VP International at LinkExchange (the largest global ad network at the time). Adrian worked for two years as CTO of LookSmart, where he was responsible for managing the core search engine technology as well as building the company's US-based team of engineers. Before moving to the US, he worked as CTO at Sausage Software (creators of the HotDog web publishing tool), Australia's first listed internet software company. He was a member of the three person board that successfully took that company public on the ASX.

APPROVAL OF THE ISSUE OF SECURITIES UNDER THE SCHEME (Resolution 3)

The Webfirm Group Limited Share Option Scheme (**Scheme**) was originally adopted by the Company in 2006. The Directors have resolved to continue the Scheme as a means to provide a reward and incentive program to the Company's senior management and employees generally.

If Resolution 3 is approved by the Shareholders, it will enable the Company to issue securities (options) under the Scheme for the benefit of management / employees of the Company without those issues impacting on the ability of the Company to issue securities (Shares or options) for other purposes.

A summary of the terms of the Scheme are set out in Annexure A. A copy of the full terms of the Scheme will be sent free of charge to any Shareholder on request.

Regulatory Requirements

Under ASX Listing Rule 7.1, a listed company needs the prior approval of its shareholders for an issue of its securities (shares, options or other securities convertible into shares) if the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% by number of the number of securities on issue at the commencement of that 12 month period.

Listing Rule 7.2 (Exception 9) states that Listing Rule 7.1 will not apply to an issue of securities by a company under an employee incentive scheme if, in the three years before the date of issue of the securities, the members of that company have approved the issue of securities under that employee incentive scheme as an exception to the general rule. The Shareholders are therefore asked to approve the issue of securities (options) under the Scheme in accordance with Exception 9 of ASX Listing Rule 7.2.

The Scheme give the Directors significant flexibility in determining the terms and conditions of issue of options to the Company's senior management and employees generally. In the case of a Director, it is important to note that no securities (Shares, options or other securities convertible into Shares) may be issued to that Director without Shareholder approval of the number of the Shares / options to be issued and the terms of issue.

Since the previous approval of the Scheme in 2006, Shareholders should note that a total of 844,981 Shares and 17,779,998 options have been issued under the Scheme. Of the options issued previously, only 3,358,752 options remain capable of exercise.

ADOPTION OF NEW CONSTITUTION (Resolution 4)

Introduction

The present constitution of the Company (**Existing Constitution**) was adopted by the Company on 30 November 2000. The Existing Constitution has not been reviewed in any material respect since its adoption.

Resolution 4 is to be put to the AGM for the purpose of the Company adopting a new constitution (to replace the Existing Constitution in its entirety), which new constitution is intended to bring the constitution of the Company into line with current law and corporate governance practice. The new constitution, if adopted, will not result in any material change to the existing rights or obligations of the shareholders. It does, however, contain changes which reflect changes to the law and good corporate governance and practice since the adoption of the Existing Constitution, which changes arise in part from the enactment of, or amendment to, the following in the intervening period:

- the *Corporations Act 2001* (Cth) (which superseded the old Corporations Law);
- the *Financial Services Reform Act 2001*(Cth);
- the *Corporate Law Economic Reform Program (Audit Reform and Corporate Disclosure) Act 2004* (Cth) (CLERP 9) and other similar legislation amending the *Corporations Act 2001* (Cth);
- the adoption of the ASTC Settlement Rules (formerly the SCH Business Rules); and
- the ASX Listing Rules.

The key differences between the Existing Constitution and the proposed new constitution (to be adopted by the Company if Resolution 4 is approved by the shareholders) are:

Payment of Dividends (clause 84) - The proposed new constitution expands the provision relating to the payment of dividends to permit payment by way of cash, by the issue of shares or by way of transfer / grant of other securities of the Company or another company.

Quorum for a general meeting of members (clause 10.2) - the proposed new constitution removes the requirement of the Existing Constitution that a quorum for a general meeting of shareholders comprise a minimum of 2 and that the Chairman has a casting vote. The new provision is that the quorum must comprise a minimum of 5 members (or their representatives).

Deletion of provisions – the proposed new constitution does not include the following provisions that are currently in the Existing Constitution:

- the provisions regarding partial takeover schemes (clause 36, Existing Constitution);
- the default terms of issue for preference shares (clause 22.2(a) and Schedule 1 of the Existing Constitution). These provision have been deleted as they are unlikely to have future application without needing to be amended;
- the limitation on persons over the age of 72 being re-appointed as a Director (the age limitation which required directors over the age of 72 to be re-elected annually was removed from the Corporations Act in 2003); and
- the requirement that, if a Managing Director or the chairperson (if appointed to a full-time executive position) ceases to be a Director, his or her executive office terminates automatically (clause 75.5, Existing Constitution).

A copy of the proposed new constitution is available for review on the Company's website – www.webfirm.com.au. A copy will also be sent to any shareholder on written request made to the Company Secretary (Damian Element) forwarded to the Company's registered office. A copy will also be available for inspection at the AGM.

HOW TO VOTE

To vote on the resolutions, members will need to follow these steps:

EITHER: Complete the Form of Proxy and return it by facsimile or mail (to be received no later than 3.00pm on 28 November 2009 to the following office or facsimile number:

Computershare Investor Services Pty Limited:

By Mail: GPO Box 242, Melbourne VIC 8060

By delivery: Yarra Falls, 452 Johnston Street, Abbotsford, Victoria

Online: www.investorvote.com.au

By facsimile: 1800 783 447 (Australia) or +61 3 9473 2555 (Overseas)

OR Attend the AGM.

Custodian voting - For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

QUERIES

If you have any queries about the AGM, the financial statements to be put to the AGM or the resolutions being considered, please contact the Company Secretary, Mr Damian Element, on (+61 3) 8695 9104.

Dated: 30 October 2009



By Order of the Board
Damian Element
 Company Secretary

GLOSSARY

In this Explanatory Statement the following terms have the following meanings unless the context otherwise requires:

AEST	Australian Eastern Standard Time (or Summer Time, as the case may be)
ASX	ASX Limited.
ASX Listing Rules	the Official Listing Rules of ASX.
Board	the board of Directors of the Company.
Chairman	Chairman of the Company.
Company	Webfirm Group Limited ACN 001 287 510.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	a director of the Company.
Dollars, A\$ or \$	Australian dollars.
Explanatory Statement	the Explanatory Statement accompanying and forming part of the Notice of Meeting.
Meeting or AGM	means the annual general meeting of Shareholders (convened by the Notice) to be held on 30 November 2009 at 3.00pm (AEST).
Non-Executive Director	means a non-executive director of the Company.
Notice	the Notice of Meeting and the accompanying Explanatory Statement.
Option	means an option to acquire a Share on the terms set out in this Explanatory Statement.
Resolution	a resolution set out in the Notice.
Scheme	the Webfirm Group Limited Share Option Scheme
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a shareholder of the Company.

Annexure A

Webfirm Group Limited Share Option Scheme (Scheme) – Summary of Key Terms

1. Eligibility and Upper Limit of issue of share and options

- (a) The Scheme will enable the board of directors of the Company to issue shares and/or options under the Scheme to directors, employees and consultants of the Company and its subsidiaries and other entities nominated by the Company's Board.

This will enable Board to provide medium to long term incentives to those employed or engaged by entities in which the company takes a controlling or significant interest.

- (b) The maximum number of Shares and options that can be issued or granted under the Scheme is 20% of the Company's issued capital on a fully diluted basis.

2. Shares

- (a) The Scheme gives the Board the ability to issue shares with an issue price of an amount of not be less than 80% of the market value of the Company's shares at the date of offer (unless the Board determines otherwise).

- (b) Shares issued under the Scheme will have voting and dividend rights, and the right to participate in further issues pro-rata to all ordinary shareholders.

- (c) The Company will apply for listing of all Shares issued under the Scheme.

- (d) The Board may include in the terms of any offer of Shares or options under the Scheme a restriction having the effect of preventing the holder from disposing of Shares acquired under the Scheme (whether acquired outright or on exercise of options issued under the Scheme) and/or a condition that could result in the holder forfeiting ownership of such Shares in defined circumstances.

3. Options

- (a) Under the Scheme the Board has the power to issue options to subscribe for Shares and has the power to determine terms of issue, including the exercise price and their expiry date, (e.i. the date on which any unexercised options lapse) subject to a maximum option period of 10 years.

- (b) Under the Scheme, the Board may issue options with an exercise price of an amount that must be greater than or equal to 80% of the market value of the Shares at the date of offer, unless otherwise determined by the Board.

- (c) Options will not be quoted on the ASX, and options not yet exercised shall not have the right to participate in any further issues to shareholders (unless exercised).

- (d) The Board may issue options with a vesting restriction having the effect that the options can only be exercised after a specified date or specified event and only if and for so long as the holder remains employed / engaged after that date.

This will allow the Board to issue options on terms which create an incentive, not just to increase the Company's share price, but also for the holder to remain employed for a minimum length of time.

- (e) All options that have not vested shall lapse immediately on the cessation of employment / engagement and / or in such other circumstances as set out in the conditions of issue of the options. Further, if the holder's employment or office is terminated for cause - for example, for conduct that is fraudulent or dishonest or in material breach of his duties to the Company, all options, whether vested (and not exercised) or unvested shall lapse immediately.
- (f) In the event of a take over, merger or placement resulting in a person or entity controlling more than 50% of the issued capital of the Company, the holder would be released from any restriction on exercising options (such as a vesting restriction mentioned above).

The Board consider that a take over or change in control of this kind is such a significant change to the Company that holders should be able to exercise their options and accept the offer or otherwise participate in the benefit of the offer / merger as shareholders.

- (g) If there is a re-organisation of the share capital of the Company, the option terms (including the exercise price or the number of shares that can be acquired on the exercise of each option) may be adjusted to reflect the effects of the re-organisation, pursuant to the relevant ASX Listing Rules and as appropriate to the kind of re-organisation being undertaken. Subject to any such re-organisation, upon the exercise of options one ordinary fully paid share is to be issued for each option exercised.
- (h) Unless otherwise permitted by the terms of an offer or by the Board, options issued under the Scheme will always be non-transferable. This ensures that the benefits of the options will remain with the holder unless a transfer is specifically authorized.

4. Loans

- (a) The Board may offer loans under the Scheme, either interest free or on an interest bearing basis, and either to fund the acquisition or shares outright, or the acquisition of shares on the exercise of options issued under the Scheme.
- (b) Unless otherwise determined by the Board, loans must not be for an amount exceeding 80% of the issue price of shares (in effect, 80% of the exercise price of options) nor for a term of more than five years.
- (c) Loans may be repaid from dividends or by some other method as determined by the Board from time to time, and loans must be repaid, immediately on the cessation of employment / engagement in circumstances where the Participant/Eligible Participant is prescribed by the Board within constraints set out in the Scheme.
- (d) The Board may determine the precise method by which any outstanding loan and interests are to be secured.

5. General

- (a) The Board have flexibility over a range of aspects of the Scheme including administration. The Rules articulate the Board's powers for administering the Scheme and give the Board a number of discretions to facilitate the management of the Scheme.


The Rules are subject to the overriding requirements of the Corporations Act and the ASX Listing Rules.

A copy of the Scheme Rules may be inspected at the offices of the Company and will be available for inspection of the Meeting.

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

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **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

Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au

- Cast your proxy vote**
- Access the annual report**
- Review and update your securityholding**

Your secure access information is:

Control Number: 999999

SRN/HIN: 1999999999

PIN: 99999



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

 **For your vote to be effective it must be received by 3.00pm Saturday 28 November 2009**

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 for Postal Forms

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.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.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

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 Webfirm Group 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 Webfirm Group Limited to be held at the offices of Minter Ellison Lawyers, Level 23 Rialto, 525 Collins Street, Melbourne, Victoria on Monday, 30 November 2009 at 3:00pm and at any adjournment of that meeting.

Important for Item 4: If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Item 4 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 4 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of item 4 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, 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
Item 2 Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Dr Adrian Vanzyl as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS

Item 4 Approval of issues under the Webfirm Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Adoption of new constitution	<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 ____/____/____



Computershare

All correspondence to:

Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) 61 3 9415 4000
Facsimile 61 3 9473 2500
web.queries@computershare.com.au
www.computershare.com

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

Dear Securityholder,

We have been trying to contact you in connection with matters arising from your securityholding in Webfirm Group Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notice of meeting, which are required by Law.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Security Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Damian Element
Company Secretary

