

AGM Proxy

Proxy Form 2013 AGM



Mark this box with an 'X' if you have made any changes to your address details (see reverse)

All Correspondence to:
Computershare Investor Services Pty Limited
GPO Box 242, Melbourne
VIC 3001 Australia
Enquiries (within Australia) 1300 850 505
www.computershare.com
All Proxies Facsimile to 61 3 9473 2555
Securityholder Reference Number (SRN)

Appointment of Proxy

I/We being a member/s of Altium Limited and entitled to attend and vote hereby appoint

The Chairman of the Meeting (mark with 'X') **OR**

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate you are appointing as your proxy.

Failing the individual or body corporate named, or if no individual or body corporate is named, I/We appoint 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 Altium Limited to be held at the **Yuan Room, Level 2, Christie Conference Centre, 3 Spring St, Sydney NSW 2000, on Wednesday, 6 November 2013 at 3pm** and at any adjournment or postponement of that Meeting.

If the Chairman of the Meeting is your proxy or is appointed as your proxy by default, and you do not direct your proxy how to vote on Item 2 below, you are expressly authorising the Chairman of the Meeting to vote in favour of Item 2, even if that item is connected directly or indirectly with the remuneration of a member of the key management personnel. Therefore, if you do not wish to have the Chairman voting in favour of Item 2 as a result of your undirected proxy, you should direct the Chairman to vote "against" or "abstain".

The Chairman intends to vote undirected proxies in favour of items 2 - 6

Voting Directions to your proxy – please mark or the percentage or number of shares you wish to vote to indicate your directions

Items	For	Against	Abstain*
2. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Director – Kayvan Oboudiyat	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Director – Samuel Weiss	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of Director – David Warren	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Special Resolution – To renew the Proportional Takeover Provision in the Constitution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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 votes will not be counted in computing the required majority on a poll.

Appointing a second proxy

I/We being a member/s of Altium Limited and entitled to attend and vote hereby appoint a second proxy.

Mark with an 'X' if you wish to appoint a second proxy The percentage of my/our voting rights or number of shares for this Proxy form is: % **OR** State the percentage of your voting rights or the number of shares for this Proxy Form

PLEASE SIGN HERE This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director & Sole Company Secretary	Director	Director/Company Secretary

In addition to signing the proxy form in the above box(es) please provide the information below in case we need to contact you.

Contact Name _____ Contact Daytime Telephone _____ Date _____

How to complete the Proxy Form

1. Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please mark the box and make the correction on the form. Share holders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your shares using this form.**

2. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box on the left. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting 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 Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company. Do not write the name of the Company or the registered shareholder in the space.

3. Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares 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 they choose. If you mark more than one box on an item, your vote on that item will be invalid.

4. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) Indicate that you wish to appoint a second proxy by marking the box.
- (b) On each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form (together being no more than 100% of your total shareholding). 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; and
- (c) Return both forms together.

5. Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual:** where the holding is in one name, the holder must sign.
- Joint Holding:** where the holding is in more than one name, either share holder may sign.
- Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the Company's share registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the Meeting the appropriate 'Certificate of Appointment of Corporate Representative' should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry or at www.computershare.com

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below no later than **3:00pm (AEST), Monday, 4 November 2013**. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Documents may be lodged:

- | | | |
|-------------------|----------------|--|
| IN PERSON: | Share Registry | – Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067 Australia |
| BY MAIL: | Share Registry | – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001, Australia |
| BY FAX: | Share Registry | – (within Australia) 1800 783 447 (overseas) +61 3 9473 2555 |