

Notice of Annual General Meeting



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A L T I U M L I M I T E D

26 August 2005

Dear Shareholder,

We would like to invite you, or your representatives, to attend the Annual General Meeting ('AGM') of Altium Limited ('Company'). The AGM will be held at the Westin Hotel, Meeting Room III, Heritage Conference Centre (access via Level 6 Bridge), No 1 Martin Place Sydney NSW 2000, at 3.30pm on Thursday 29 September 2005.

General Business

Financial Statements and Reports

1. To receive the Financial Report of Altium Limited and the Reports of the Directors and the Auditor for the financial year ended 30 June 2005.

Remuneration Report

2. To receive the Remuneration Report for the financial year ended 30 June 2005.

Election of Directors

3. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
That Kayvan Oboudiyat, a Director retiring from office in accordance with Article 10.3 of the Constitution of the Company, is re-elected as a Director of the Company.
4. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
That David Warren, a Director retiring from office in accordance with Article 10.3 of the Constitution of the Company, is re-elected as a Director of the Company.

Dated 26 August 2005

By Order of the Board.



K. Oboudiyat,
Company Secretary

Notes:

1. If you are unable to attend and vote at the meeting and wish to appoint a person who is attending as your proxy, please complete the enclosed Shareholder Proxy Form. The instrument appointing a proxy must be in writing under the hand of the appointer or their attorney duly authorised in writing, or if such appointer is a corporation, under its common seal or under the hand of its duly authorised officer or attorney.

A member entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If no such proportion or number is specified, each proxy may exercise half of the member's votes. A proxy need not be a member of the Company.

The proxy form together with the authority (if any) under which it is signed or a notarially certified copy of that authority must be received at the Company's registered office or by the Company's share register, Computershare Investor Services Pty Ltd (Ph: 1300 855 080) no later than 3.30pm Tuesday 27 September 2005.

The completed Shareholder Proxy Form may be either:

- mailed to Computershare Investor Services Pty Ltd, GPO Box 4195, Sydney NSW 2001, Australia;
- faxed to Computershare Investor Services Pty Ltd, on +61 2 8235 8220; or
- delivered to Altium Limited, Level 3, 12a Rodborough Rd, Frenchs Forest NSW 2086, Australia

2. Pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 and Article 9.1 of the Company's Constitution, the time nominated by the Board for the purposes of determining the voting entitlements at the meeting is **7.00pm (AEST) on Tuesday 27 September 2005.**

Explanatory Notes

Item 1: Financial Statements and Reports

As required by Section 317 of the Corporations Act 2001 ('Corporations Act'), the Financial Report, Directors' Report and Auditor's Report of Altium Limited ('Company') for the financial year ended 30 June 2005 will be laid before the meeting. There is no requirement for a formal resolution on this item.

Item 2: Remuneration Report

For financial years commencing on or after 1 July 2004, the disclosures required by Section 300A of the Corporations Act have been significantly expanded. The Directors' report must now include a section titled 'Remuneration Report' which must be put to the vote of members at the Annual General Meeting, although the vote on the resolution does not bind the directors or the company.

Items 3 and 4: Election of Directors

Australian Stock Exchange Limited ('ASX') Listing Rule 14.4 provides that a Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer (this does not apply to the Managing Director). Article 10.3 of the Constitution requires that each Director who has held office for two years or more must retire from office.

Article 10.4 of the Constitution provides that a retiring Director holds office until the conclusion of the meeting at which that Director retires but is eligible for re-election.

Kayvan Oboudiyat and David Warren retire by rotation under Article 10.3 and offer themselves for re-election.

Candidate Information:

Mr Kayvan Oboudiyat – BEng/Math (Hons) GDA, MAICD

Executive Director Kayvan Oboudiyat has been an Altium Director since 1997. Originally Kayvan was appointed Managing Director, becoming CEO in 1999 and Joint CEO in July 2001. More recently Kayvan has been appointed to the new role of Executive Vice Chairman. Kayvan has played a key role in driving the company's aggressive acquisition strategy with an active involvement in the ongoing development of new business opportunities. Prior to joining Altium, Mr Oboudiyat spent 11 years with Telstra, including three years as a senior executive in the International Business Unit.

Mr David Warren – BSc (Hons) MAIP, MAICD

Non-Executive Director David Warren has served as a member of Altium's Board since 1991. He has an Honours degree in Physics from the University of Tasmania and worked in the field of electronics research and development for several years prior to joining Altium's management team in 1987. David served as President of Altium's USA operation from 1994-1995. Since 1995 he has worked in the areas of mergers, acquisitions, sales and corporate development prior to becoming a Non-Executive board member in 2004. David has recently been appointed a member of the Audit and Remuneration Committees.