



Kresta Holdings Limited
ACN 008 675 803

Notice of Annual General Meeting, Explanatory Statement & Proxy Form

Annual General Meeting to be held at 380 Victoria Road, Malaga, Western
Australia at 1pm (WST) on Friday, 22 November 2013

Please read the Notice of Annual General Meeting, Explanatory Statement and Proxy Form carefully.

If you are unable to attend the Annual General Meeting, please complete and return the enclosed
Proxy Form in accordance with the specified directions.

Kresta Holdings Limited
ACN 008 675 803

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of Kresta Holdings Limited ACN 008 675 803 (**Company**) will be held at 380 Victoria Road, Malaga, Perth, Western Australia **at 1pm (WST) on Friday, 22 November 2013**.

The Explanatory Statement, which accompanies and forms part of this Notice, describes the various matters to be considered. Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the Glossary as set out in the Explanatory Statement.

AGENDA

Annual Reports

To receive and consider the Annual Report of the Company for the financial year ended 30 June 2013, which incorporates the Financial Report, the Directors' Report and the Auditor's Report.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following as an **non-binding resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as set out in the Company's Annual Report for the financial year ended 30 June 2013, be adopted.”

Note: in accordance with the Corporations Act, this Resolution is advisory only and does not bind the Directors of the Company.

Resolution 2 – Re-election of Mr Richard Taylor as a Director

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

“That for the purposes of Listing Rule 14.4 and rule 3.6 of the Constitution and for all other purposes, Mr Richard Taylor, who retires by rotation in accordance with the Constitution and, being eligible, offers himself for election, be re-elected as a director of the Company.”

Resolution 3 – Re-election of Mr Kevin Eley as a Director

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

“That for the purposes of Listing Rule 14.4 and rule 3.6 of the Constitution and for all other purposes, Mr Kevin Eley, who retires by rotation in accordance with the Constitution and, being eligible, offers himself for election, be re-elected as a director of the Company.”

Resolution 4 – Spill Resolution for further meeting to vote on removal of Directors (if required)

If 25% or more of the votes that are cast on Resolution 1 are voted against the adoption of the Remuneration Report, to consider and, if thought fit, to pass the following resolution as an **ordinary resolution** in accordance with section 250V of the Corporations Act:

“That:

- (a) another meeting of Shareholders (**‘Spill Meeting’**) be held within 90 days of this Meeting;*
- (b) all the Directors who were in office when the Directors' resolution to make the Remuneration Report for the year ended 30 June 2013 considered at this Meeting was passed, cease to hold office immediately before the end of the Spill Meeting; and*

- (c) *resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting."*

General Business

To transact any other business which may be lawfully brought forward.

By order of the Board



Brendan Cocks
Company Secretary

Dated: 9 October 2013

Voting Exclusions

For the purposes of the Corporations Act, the following voting exclusion statements apply to the Resolutions.

The Company will disregard any votes on **Resolutions 1** and **4** cast by or on behalf of a member of Key Management Personnel and any Closely Related Parties of a member of Key Management Personnel, whose remuneration is disclosed in the Remuneration Report.

However, the Company need not disregard a vote if it is cast in respect of Resolutions 1 and 4 by:

- a person acting as proxy and the Proxy Form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on Resolutions 1 and 4 as outlined above; or
- a person who is chairing the Meeting voting an undirected proxy which expressly authorises the person chairing the Meeting to vote on a Resolution in connection with the remuneration of a member of the Key Management Personnel.

PROXY APPOINTMENT, VOTING AND MEETING INSTRUCTIONS

Voting by proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder. If you wish to appoint a proxy, you must complete the Proxy Form enclosed with this Notice together with a reply paid envelope

If you wish to appoint the chairperson of the Meeting as your proxy, please mark the box for this on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the chairperson of the Meeting, please write the name of that person in the relevant space on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the chairperson of the Meeting will be your 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 on +61 8 9249 0789 or you may photocopy the Proxy Form. To appoint a second proxy you must, on each Proxy Form, state (in the appropriate box) the percentage of your voting rights which are the subject of each relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Jointly held Shares

If your Shares are jointly held, only one of the joint holders is entitled to vote. If more than one holder votes in respect of jointly held Shares, only the vote of the holder whose name appears first on the register will be counted. You need not exercise all of your votes in the same way, nor need you cast all of your votes.

Corporate Shareholders

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry, Computershare Investor Services, before the Meeting or at the registration desk on the day of the Meeting.

Votes on Resolutions

You may direct your proxy how to vote on a Resolution by placing a mark in one of the boxes opposite the Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions 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 the Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on the Resolution will be invalid.

Voting restrictions that may affect your proxy appointment

Due to the voting exclusions that may apply to certain items of business, the Key Management Personnel and their Closely Related Parties will not be able to vote your proxy on Resolutions 1 and 4 unless you have directed them how to vote or, in the case of the chairperson of the Meeting, if you expressly authorise him to do so.

The chairperson of the Meeting intends to vote undirected proxies on:

- Resolutions 1, 2 and 3 **in favour** of those Resolutions, except that in respect of Resolutions 1, the chairperson will only do so where expressly authorised by the Shareholder having marked the appropriate box on the Proxy Form; and
- Resolution 4 **against** that Resolution where expressly authorised by the Shareholder having marked the appropriate box on the Proxy Form.

Lodgment of Proxy Forms

A completed Proxy Form (and any power of attorney or other authority, if any, under which it is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be lodged with the Company by **1pm (WST) on Wednesday, 20 November 2013** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid.

Proxy Forms may be lodged as follows:

By hand: 380 Victoria Road, Malaga, Western Australia, Australia, 6090

By post: Computershare Investor Services Pty Limited
GPO Box 242 Melbourne, Victoria, Australia, 3001

By fax: 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

For Intermediary Online
Online Subscribers: www.intermediaryonline.com

Signing instructions

Proxy Forms must be completed and signed 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, all of the shareholders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document 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: signed by:

- two directors of the company or a director and a company secretary; or
- for a proprietary company that has a sole director who is also the sole company secretary or that has a sole director and no company secretary, that sole director.

Questions from Shareholders

The chairperson of the Meeting will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

The Auditor responsible for preparing the Auditor's Report will attend the Meeting. The chairperson of the Meeting will also allow a reasonable opportunity for Shareholders to ask the Auditor questions about:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

To assist the Board and the Auditor in responding to questions please submit any questions you may have in writing no later than **1pm (WST) on Wednesday, 20 November 2013** in accordance with the same lodgement details for Proxy Forms noted above.

As required under section 250PA of the Corporations Act, at the Meeting, the Company will distribute a list setting out the questions directed to the Auditor received in writing by **1pm (WST) on Wednesday, 20 November 2013**, being questions which the Auditor considers relevant to the content of the Auditor's Report or the conduct of the audit of the Annual Report. The chairperson of the Meeting will allow reasonable opportunity to respond to the questions set out on this list.

Voting Entitlement (Snapshot Date)

In accordance with regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Directors have determined that all Shares that are quoted on ASX at **5.00pm (WST) on Wednesday, 20 November 2013** shall, for the purposes of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the Shares at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

EXPLANATORY STATEMENT

INTRODUCTION

This Explanatory Statement forms part of a Notice convening the Annual General Meeting of the Company to be held at **1pm (WST) on Friday, 22 November 2013**.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice. This Explanatory Statement should be read in conjunction with the Notice.

Capitalised terms in this Explanatory Statement are defined in the Glossary. All amounts referred to in this Explanatory Statement are in Australian dollars unless specified otherwise.

1. ANNUAL FINANCIAL REPORT

The Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2013 were included in the 2013 Annual Report, which was distributed to Shareholders along with the Notice.

The Corporations Act requires that the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2013 be tabled and considered at the Meeting

Neither the Corporations Act nor the Constitution requires a vote of Shareholders on these reports. However, Shareholders will be given reasonable opportunity to raise questions on the reports and ask questions of the Auditor (see the 'Proxy Appointment, Voting and Meeting Instructions' section above).

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 Background

Pursuant to sections 249L(2) and 250R(2) of the Corporations Act, the Company is required to put a resolution to the Shareholders that the Remuneration Report be adopted. Section 250R(3) of the Corporations Act specifies that the vote on this Resolution is **advisory only** and **does not bind** the Directors or the Company. Accordingly, a failure of Shareholders to approve Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report. However, the Board will take the outcome of the vote into consideration when considering the Company's remuneration policy.

The Remuneration Report is contained in the Directors' Report which sets out the remuneration policy for the Company and reports on the remuneration arrangements in place for the Directors and senior management of the Company. Under section 250SA of the Corporations Act, the chairperson of the Meeting must give Shareholders a reasonable opportunity to ask questions about, or make comment on, the Remuneration Report.

2.2 Spill Resolution

Pursuant to Division 9, Part 2G.2 of the Corporations Act, if a remuneration report receives a "no" vote of 25% or more at two consecutive annual general meetings of the Company, a resolution must be put to the Shareholders at the second annual general meeting as to whether a further general meeting should be held within ninety (90) days at which all Directors (other than the Managing Director) in office at the date of the second approved remuneration report must stand for re-election (**Spill Resolution**).

At the previous annual general meeting of the Company held on 23 November 2012, the remuneration report for the financial year ended 30 June 2012 received a "no" vote of more than 25%. Accordingly, if the current Remuneration Report receives a "no" vote of 25% or more, the Company will be required to put a Spill Resolution to the Shareholders at this Meeting in the form of Resolution 4 below.

Under sections 250R(4) and (5) of the Corporations Act, Key Management Personnel and their Closely Related Parties **may not** vote on Resolution 1 and may not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote or the proxy is given to the chairperson of the Meeting and expressly authorises the chairperson to exercise the proxy in respect of resolutions pertaining to the remuneration of Key Management Personnel. The chairperson of the Meeting intends to use any such proxies to vote **in favour** of Resolution 1.

2.3 Directors' Recommendations

As the Directors have a material personal interest in the outcome of Resolution 1, the Directors do not make any recommendation to Shareholders as to how the Shareholders should vote in respect of this Resolution.

3. RESOLUTIONS 2 AND 3 – RE-ELECTION OF MESSRS RICHARD TAYLOR AND KEVIN ELEY AS DIRECTORS

3.1 Background

Resolutions 2 and 3 seek Shareholder approval for the re-election of Messrs Richard Taylor and Kevin Eley respectively as Directors in accordance with rule 3.6 of the Constitution.

Rule 3.6 of the Constitution requires that one third of the Directors in office (other than a Managing Director) retire by rotation at each annual general meeting of the Company, with the retiring Directors then being eligible for re-election pursuant to rules 3.4 and 3.5 of the Constitution.

For the purposes of rule 3.6, rule 3.7 of the Constitution provides that the Directors to retire by rotation are the longest serving Directors, or if 2 or more Directors have held office for the same length of time, as agreed or drawn between those Directors.

Messrs Taylor and Eley both retire in accordance with rule 3.6, and being eligible, each offer themselves for re-election as Directors.

3.2 Profile of Mr Richard Taylor

Mr Taylor joined the Company as non-executive director in March 2011. He is a resident of Sydney, Australia and the founding Partner at Taylor Counsel, a boutique tax advisory chartered accounting firm.

He is also an owner of the Knotts Pine furniture group that operates in the home furnishing sector in New South Wales.

He was formerly a tax partner for 20 years with Deloitte and its antecedent firms. In this role, he advised on mergers and acquisitions, helping companies IPO and structuring funding arrangements across a broad range of industries. He led their Deloitte Australia Private Equity Team and was a member of their National Tax Executive.

He is an economics graduate from the University of Sydney and is a member of the Institute of Chartered Accountants in Australia.

3.3 Profile of Mr Kevin Eley

Mr Eley joined the Company as non-executive director in April 2011. He is a resident of Sydney, Australia, and has extensive capital markets, finance and business experience. He spent 25 years as Chief Executive Officer of HGL Limited (ASX:HNG) a position he retained until 2010 when he retired, and remains a director and substantial shareholder of that Company.

In addition, Mr Eley holds board positions with a number of public companies, including Equity Trustees Limited (ASX: EQT), Milton Corporation Limited (ASX: MLT) and Po Valley Energy Limited (ASX: PVE).

Mr Eley has held senior executive positions within the financial sector in Australia, including Citicorp Capital Markets (Vice President Corporate Advisory 1985 – 1986), Partnership Pacific (Manager Corporate Advisory 1982 – 1984) and Ernst & Young (Manager Corporate Advisory).

He graduated from the University of Natal, Durban, South Africa, is a member of the Institute of Chartered Accountants in Australia (CA) and is also a fellow of the Securities Institute of Australia, now called FINSIA.

3.4 Directors' Recommendation – Resolution 2

Mr Taylor has a material personal interest in the outcome of Resolution 2 and accordingly declines to make a recommendation to Shareholders as to how the Shareholders should vote in respect of this Resolution.

Other than Mr Taylor, the Directors recommend Shareholders vote in favour of Resolution 2.

3.5 Directors' Recommendation – Resolution 3

Mr Eley has a material personal interest in the outcome of Resolution 3 and accordingly declines to make a recommendation to Shareholders as to how the Shareholders should vote in respect of this Resolution.

Other than Mr Eley, the Directors recommend Shareholders vote in favour of Resolution 3.

4. RESOLUTION 4 – SPILL RESOLUTION FOR FURTHER MEETING TO VOTE ON REMOVAL OF DIRECTORS

4.1 Background

At the Company's last annual general meeting on 23 November 2012, more than 25% of the votes cast in respect of the non-binding resolution to adopt the Remuneration Report for the financial year ended 30 June 2012 were against the resolution.

If 25% or more of votes cast on Resolution 1 at the Meeting are against the adoption of the Remuneration Report, Shareholders will be required to vote on Resolution 4 (known as a 'spill resolution') on whether another general meeting of the Company (known as a 'spill meeting') should be convened at which all of the Directors (other than the Managing Director) must stand for re-election should they wish to continue as Directors.

If Resolution 1 does not receive a "no" vote of 25% or more, then Resolution 4 will not be put to Shareholders.

Under sections 250V(2) of the Corporations Act, Key Management Personnel and their Closely Related Parties **may not** vote on Resolution 4 and may not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote or the proxy is given to the chairperson of the Meeting and expressly authorises the chairperson to exercise the proxy in respect of resolutions pertaining to the remuneration of Key Management Personnel. The chairperson of the Meeting intends to use any such proxies to vote **against** of Resolution 4.

4.2 Directors' Recommendation

As the Directors have a material personal interest in the outcome of Resolution 4, the Directors do not make any recommendation to Shareholders as to how the Shareholders should vote in respect of this Resolution.

GLOSSARY

In the Notice of Annual General Meeting and the Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

Annual General Meeting or Meeting	The Annual General Meeting of Shareholders, and if adjourned, any reconvened meeting, convened by the Notice.
Annual Report	The Company's annual report for the financial year ended 30 June 2013, including the Financial Report, the Directors' Report and the Auditor's Report, which can be downloaded from the Company's website at www.kresta.com.au/about-us/shareholders/ .
Auditor	The Company's auditor from time to time, being at the date of this Notice, Ernst & Young.
Auditor's Report	The Auditor's report on the Financial Report.
ASX	ASX Limited (ACN 008 624 691) trading as the Australian Securities Exchange.
Board	The Board of Directors.
Closely Related Party	<p>Has same meaning given to it in section 9 of the Corporations Act, being, in relation to a member of Key Management Personnel:</p> <ul style="list-style-type: none">(a) a spouse or child of the member;(b) a child of the member's spouse;(c) a dependent of the member or the member's spouse;(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;(e) a company the member controls; or(f) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth) (currently none are prescribed).
Company	Kresta Holdings Limited (ACN 008 675 803).
Constitution	The Constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Directors' Report	The annual Directors' report on the Company and its controlled entities prepared under Chapter 2M of the Corporations Act.
Explanatory Statement	This explanatory statement which accompanies and forms part of this Notice.
Financial Report	The annual financial report of the Company and its controlled entities prepared under Chapter 2M of the Corporations Act.
Key Management Personnel	Has the same meaning as the definition of that term in section 9 of the Corporations Act, being those persons details of whose remuneration are included in the Remuneration Report having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Listing Rules	The official listing rules of the ASX.

This page has been left blank intentionally.

Notice and Notice of Annual General Meeting	The notice of Annual General Meeting of the Company which accompanies this Explanatory Statement.
Proxy Form	The proxy form enclosed with the Notice
Remuneration Report	The remuneration report of the Company, appearing in the Annual Report.
Resolution	A resolution set out in the Notice.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	The holder of a Share.
WST	Australian Western Standard Time, being the time in Perth, Western Australia.

Kresta Holdings Limited

ABN 26 008 675 803

Lodge your vote:



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

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

Proxy Form

For your vote to be effective it must be received by 1.00pm (WST) Wednesday, 20 November 2013

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. Delete titles as applicable.

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.

Turn over to complete the form ➔



View the annual report, 24 hours a day, 7 days a week:

www.kresta.com.au

To view and update your securityholding:
www.investorcentre.com

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 Kresta 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Kresta Holdings Limited to be held at 380 Victoria Road, Malaga, Western Australia on Friday, 22 November 2013 at 1.00pm (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 4 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Resolution 4 where the Chairman of the Meeting will be voting against that Resolution.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 4 by marking the appropriate box in step 2 below.

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.

Resolutions

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Richard Taylor as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Mr Kevin Eley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Conditional Resolution - if required

Resolution 4 Spill Resolution for further meeting to vote on removal of Directors (if required)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote all available proxies in favour of each item of business with the exception of Resolution 4 where the Chairman of the Meeting will be voting against.

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 / /

KRS

999999A

Computershare +