

PROXY FORM

TIDEWATER INVESTMENTS LIMITED
ACN 001 746 710
Annual General Meeting
Proxy Form



All correspondence to:
Registries Limited
GPO Box 3993
Sydney NSW 2001
Enquiries: 61 2 9290 9600
Facsimile: 61 2 9279 0664
www.registries.com.au
registries@registries.com.au

Appointment of Proxy

If appointing a proxy to attend the Annual General Meeting on your behalf, please complete the form and submit it in accordance with the directions at the bottom of the page.

I/We being a shareholder/shareholders of Tidewater Investments Limited pursuant to my/our right to appoint not more than two proxies, appoint

☐ The Chairman of the Meeting (mark with an "X")	OR	

Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Meeting.

Write here the name of the other person you are appointing.

or failing him/her, (or if no proxy is specified above), the Chairman of the Meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting to be held at **Level 4, 34 Hunter Street, Sydney NSW** on **26 November 2008 at 10.00am** and at any adjournment of that Meeting.

This proxy is to be used in respect of _____ % of the ordinary shares I/we hold.

The Chairman of the Meeting intends to vote undirected proxies in favour of all resolutions.

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you **do not** wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box.

☐

By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of the resolution/s and that votes cast by the Chairman of the Meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

Voting directions to your proxy – please mark ☒ to indicate your directions

RESOLUTION	For	Against	Abstain *
1. That the Remuneration Report contained in the Tidewater Investments Limited 2008 Annual Report be hereby adopted	☐	☐	☐
2. That Stephen Roberts be re-elected as a Director of Tidewater Investments Limited	☐	☐	☐
3. That issues under Tidewater Deferred Employee Share Plan be approved	☐	☐	☐
4. That the issue of shares to Mr P A Young under the DESP in lieu of part or all of his annual director's fees be approved	☐	☐	☐

* 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.

PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.
Executed in accordance with section 127 of the Corporations Act:

Individual or Shareholder 1

Joint Shareholder 2

Joint Shareholder 3

Sole Director & Sole Company
Secretary

Director

Director / Company Secretary

Dated this _____ day of _____ 2008

Contact Name

Contact Business Telephone / Mobile

INSTRUCTIONS FOR COMPLETING PROXY FORM

1. Your pre-printed name and address is as it appears on the share register of Tidewater Investments Limited. If you are Issuer Sponsored and this information is incorrect, please mark the correction on the form, sign it and return it to Registries Limited. Securityholders sponsored by a broker on the CHESS subregister should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.
2. Completion of a proxy form will not prevent individual shareholders from attending the Annual General Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Annual General Meeting.
3. A shareholder of the Company 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 shareholder's voting rights. If the shareholder appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half of the votes.
4. A proxy need not be a shareholder of the Company.
5. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
6. If a representative of a company shareholder is to attend the Meeting, a properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be produced for admission to the Meeting. Previously lodged "Certificates of Appointment of Corporate Representative" will be disregarded by the Company.
7. If a representative as Power of Attorney of a shareholder is to attend the Meeting, a properly executed original (or originally certified copy) of an appropriate Power of Attorney should be produced for admission to the Annual General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

8. 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, all of the shareholders should sign. |
| Power of Attorney: | If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form. |
| Companies: | <p>Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person.</p> <p>If the company (pursuant to section 204A of the <i>Corporations Act 2001</i>) does not have a Company Secretary, a Sole Director can also sign alone.</p> <p>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.</p> |

9. Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than 10.00 am on Monday 24 November 2008 (48 hours before the commencement of the Meeting).

Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Hand deliveries

Registries Limited
Level 7
207 Kent Street
Sydney NSW 2000

Postal address:

Registries Limited
GPO Box 3993
Sydney NSW 2001

Fax number:

(02) 9279 0664



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Members of Tidewater Investments Limited ACN 001 746 710 ("Tidewater" or "the Company") will be held on **26 November 2008** at **10.00 am** at the offices of the Company located at **Level 4, 34 Hunter Street, Sydney NSW** ("the Meeting").

BUSINESS

1. Chairman's Address

Report on results and activities during the financial year.

2. Financial Statements for the year ended 30 June 2008

The audited financial statements of Tidewater and its subsidiaries will be presented to the Meeting for review.

3. Adoption of Remuneration Report

The Board of Tidewater is submitting its Remuneration Report to shareholders for consideration and adoption by way of a **non binding** resolution. This resolution is put to members in accordance with section 250R(2) of the *Corporations Act*. The outcome of this resolution is advisory only and is not binding on the Company or the Directors. The Remuneration Report is set out on pages 13 to 16 of the Tidewater Annual Report for 2008. The report explains the board's policies in relation to the nature of remuneration paid to the Directors and management.

Resolution 1 - as an ordinary resolution:

That the Remuneration Report contained in the Tidewater Investments Limited 2008 Annual Report be hereby adopted

4. Re-election of Director – Mr Stephen Roberts

The ASX Listing Rules and the constitution of the Company require each Director to be re-elected every three years and also that an election of Directors be held each year. The Managing Director is not required to be re-elected.

Stephen Roberts will retire in accordance with clause 13.6 of the Company's constitution and, being eligible, has offered himself for re-election.

Resolution 2 - as an ordinary resolution:

That Stephen Roberts be re-elected as a Director of the Company

Tidewater Investments Limited
ABN 52 001 746 710

Level 4, 34 Hunter Street SYDNEY NSW 2000
GPO Box 4870 SYDNEY NSW 2001

phone: (02) 8258 0000
fax: (02) 9230 0922
admin@tidewater.com.au



5. Tidewater Deferred Employee Share Plan ("DESP")

Resolution 3 - as an ordinary resolution:

That issues under Tidewater Deferred Employee Share 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 ASX Listing Rule 7.2, exception 9 and Section 260C of the Corporations Act 2001.

6. Issue of Shares to Mr P A Young under the Tidewater Deferred Employee Share Plan

Resolution 4 - as an ordinary resolution:

That for all purposes including ASX Listing Rules 7.1 and 10.14, subject to the passing of Resolution 3, the issue of shares to Mr P A Young in lieu of part or all of his annual director's fees pursuant to the Tidewater Deferred Employee Share Plan under the terms and conditions set out in the Explanatory Notes, accompanying this Notice of Meeting be approved.

Dated this twentieth day of October 2007

By order of the Board of Directors

A handwritten signature in black ink, appearing to read 'Steven McDowell', is written over a horizontal line.

Steven McDowell
Company Secretary



Voting by Proxy

Any shareholder of the Company entitled to attend and vote at this Annual General Meeting is entitled to appoint a proxy to attend and vote instead of that shareholder.

The proxy does not need to be a Member of the Company. A shareholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

Proxies must be:

- (a) lodged at the Company's share register; or
- (b) received at the share register's fax number specified below,

not later than 48 hours before the Annual General Meeting i.e. 10.00 am (Sydney time) on Monday 24 November 2008.

The Company's share register:

Registries Limited
Level 7
207 Kent Street
Sydney NSW 2000

Postal address:

Registries Limited
PO Box 3993
SYDNEY NSW 2001

Fax number:

(02) 9279 0664

A form of proxy is provided with this notice.

Entitlement to Vote

In accordance with section 1074E(2)(g)(i) of the *Corporations Act* and regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the Annual General Meeting all Shares will be taken to be held by the persons who, according to records of the Company's share registrar, held them as registered Shareholders at 10.00am (Sydney time) on 24 November 2008. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Further Information

If you have any queries in relation to the Annual General Meeting, please contact the managing Director, Andrew Brown, on (02) 8258 0011 or andrew.brown@tidewater.com.au



EXPLANATORY MEMORANDUM

(This Explanatory Memorandum forms part of the Notice of Meeting)

This Explanatory Memorandum provides information for members in respect of the resolutions to be considered at the Annual General Meeting of Tidewater Investments Limited (Company) to be held at **10.00** on **26 November 2008** at **Level 4, 34 Hunter Street, SYDNEY, New South Wales**.

Ordinary Business

1. Chairman's Address

Report on results and activities during the financial year.

2. Financial Statements

- 2.1 As required by section 317 of the *Corporations Act 2001* (Cth) (Corporations Act), the Financial Report, Directors' Report and Auditor's Report of the Company is contained within the Annual Report 2008 and will be laid before the meeting.
- 2.2 Members will be provided with the opportunity to ask questions about the reports or about the Company generally but there will be no formal resolution put to the meeting.

3. Remuneration Report

- 3.1 As required by section 250R(2) of the Corporations Act, a resolution that the Company's Remuneration Report be adopted must be put to a vote. The Report is contained within the Directors' Report in the Company's Annual Report 2008.
- 3.2 The Board believes the Company's remuneration policies and structures as outlined in the Remuneration Report are appropriate relative to the size of the Company, its business and strategic objectives and in relation to current and emerging market practices.
- 3.3 Section 250R(3) of the Corporations Act provides that the vote on this resolution is advisory only and does not bind the directors or the Company. In accordance with section 250SA of the Corporations Act, members of the Company will be provided with an opportunity to ask questions or make comments on the Remuneration Report.



4. Re-Election of Director

- 4.1 In accordance with Clause 13.6 of the Company's Constitution, Stephen Roberts must retire from office, and offer himself for election at the Annual General Meeting of the Company.
- 4.2 Mr. Roberts is a co-founder, and former Director and General Manager of Link Recruitment Pty. Limited, a specialist recruitment business established in 1986. A majority of shares in the Link business were sold to Select Appointments plc in 1999, subsequently acquired by the Dutch based Vedior. Mr. Roberts has significant experience in business development, strategic planning and the management expertise gleaned from organically growing an enterprise from scratch to over 250 employees. Mr. Roberts retired from Link in March 2007 and is now a consultant to companies on business strategy within the recruitment industry.

Mr. Roberts is also a non-executive Director of the public company, Equities and Freeholds Limited (appointed 5 March 2008).

5. Approval of Shares issued under Tidewater Deferred Employee Share Plan ("DESP")

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

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 the Company first approved issues of shares under the DESP on 16 May 2003. Since that date 303,063 shares have been issued under the DESP (illustrated in Table I on page 6 of this Explanatory Memorandum).

101,021 shares remain outstanding under the DESP at the date of these Explanatory Notes, being those shares issued to Paul Young. It is proposed by this Resolution 3 to approve the issue of securities under the DESP under ASX Listing Rule 7.2, exception 9. If passed, the approval will remain current for three years, from the date of the Annual General Meeting.

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

Table I: Tidewater Investments Limited shares issued under DESP since 16 May 2003

Date	Number of shares issued	Total consideration (\$)	Price per share	Relevant Interests of	
				Robert Critchley ¹	Paul Young
10 September 2003	19,510	\$18,750	\$0.9610	13,007	6,503
8 October 2003	16,453	\$18,750	\$1.1396	10,969	5,484
9 January 2004	18,750	\$18,750	\$1.0000	12,500	6,250
1 April 2004	19,071	\$18,750	\$0.9832	12,714	6,357
6 July 2004	20,617	\$18,750	\$0.9094	13,744	6,873
1 October 2004	20,111	\$18,750	\$0.9323	13,407	6,704
7 January 2005	18,981	\$18,750	\$0.9878	12,654	6,327
1 April 2005	19,869	\$18,750	\$0.9437	13,246	6,623
1 July 2005	27,403	\$18,750	\$0.6842	18,269	9,134
10 October 2005	29,296	\$18,750	\$0.6400	19,531	9,765
4 January 2006	29,765	\$18,750	\$0.6299	19,843	9,922
4 April 2006	29,146	\$18,750	\$0.6433	19,431	9,715
10 July 2006	34,091	\$18,750	\$0.5500	22,727	11,364
TOTALS	303,063			202,042	101,021

1: Robert Critchley was the Chairman of Tidewater Investments Limited from 30 May 2003 to 30 September 2006

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 DESP allows invited eligible employees, including Directors, to receive Tidewater shares as a bonus/incentive or as remuneration or director fee sacrifice and, subject to certain conditions, not pay tax for up to 10 years on the benefit.

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

Operation of the DESP

The DESP operates under a Trust. The participant's ownership of the shares, and his or her right to deal with them, are governed by the rules set out in the Trust Deed. The shares are held by the Trustee until the shares have vested with the particular participant subsequent to satisfaction of any performance and/or criteria and an application for withdrawal has been accepted by the Company.

**Entitlement to Shares**

Prior to satisfaction of any performance and/or service criteria a participant will only have a conditional entitlement to the shares. The conditional entitlement to the shares will lapse if any performance and/or service criteria are not met prior to the time of the vesting of the shares. However participants may at any time submit a notice of withdrawal of shares held by them in the event of Special Circumstances. Special Circumstances is defined as retirement, redundancy, death or permanent disablement of a participant, or such other circumstances determined by the Board from time to time.

Forfeiture of shares

Failure to satisfy the conditions of offer or where the Board is of the opinion that a participant has been dismissed with cause or has committed any act of fraud, defalcation or gross misconduct in relation to the Company, any shares allocated to a participant are forfeited unless the Board resolves otherwise.

Shareholding Rights

Shares issued under the DESP 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.

Change of control

The Board will notify participants to enable them to withdraw shares from the DESP where there is publicly announced any proposal in relation to the Company which the Board reasonably believes may lead to a change in control of the Company as that term is defined in the DESP.

Limitation on Issues

The number of shares that may be issued or acquired under the DESP when aggregated with the number of shares issued or acquired during the previous 5 years from share issues under all employee share schemes established by the Company (including as shares issued a result of the exercise of options granted during the previous 5 years under any such employee share scheme) must not exceed 20 percent of the total number of shares on issue.

A copy of DESP Trust Deed may be requested from the Company Secretary, by telephoning (02) 8258 0000.



Voting entitlements

In accordance with the Voting Exclusion Statement in the Notice of Meeting, the Company will disregard any votes cast on Resolution 3 by any Director of the Company, and any associate of any Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company).

However the entity need not disregard a vote if:

- It is cast by a person as a proxy for a person who is entitled to vote, 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, in accordance with a direction on the proxy form to vote as the proxy decides.

6. Issue of Shares to Mr. P.A. Young under the DESP

Assuming that Resolution 3 is approved, shareholder approval is sought for Mr. P.A. Young to receive part or all of his annual directors' fees as shares in Tidewater Investments pursuant to the DESP as it is described in the notes accompanying Resolution 3.

Shareholder approval is required under ASX Listing Rule 10.14 because Mr. Young is a Director of the Company. ASX Listing Rule 10.15A requires these Explanatory Notes to include the following information in relation to the shares which may be issued to Mr. Young pursuant to the DESP.

Details of any securities issued under the DESP will be published in each annual report of the Company relating to a period in which securities have been issued. Each annual report will also contain a statement to the effect that approval for the issue of the securities under the DESP was obtained under ASX Listing Rule 10.14.

Any additional Director or associate of the Director who becomes entitled to participate in the DESP after the resolution was approved and who was not named in the accompanying Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14. Mr. Stephen Roberts is currently entitled to participate in the DESP.

Approval of Allocations since the date of the last approval

Approval was obtained at a meeting of shareholders on 16 May 2003, whereby the Company was authorised to issue fully paid ordinary shares in the Company to Mr Young, in lieu of part or all of his directors' fees for the period 1 July 2003 to 1 October 2006 under DESP.



Approval of Multiple Year Allocations into the future

The Board is seeking approval for the issue of shares for 2008/09, 2009/10 and 2010/11 financial years under the DESP as it is described in Resolution 3. The value of shares to be issued to in each year will not exceed the following:

2008/09 Financial Year – 100% of the total annual directors' fees
2009/10 Financial Year – 100% of the total annual directors' fees
2010/11 Financial Year – 100% of the total annual directors' fees

The total number of shares to be issued to the Directors in each year will be a function of:

$$\frac{\text{Annual Directors Fees Sacrificed}}{\text{Share Acquisition Price}^*} = \text{Number of Shares}$$

* where Share Acquisition Price will be either:

- (a) Current on-market price, when shares are purchased of on-market; or
- (b) 5 day Volume Weighted Average Share Price (VWAP), calculated on the five trading days up to and including date of grant, when shares are issued.

For example:

Mr Young's 2008 annual director fees totalled \$50,000. Assuming an on-market price of \$0.40 per Tidewater Investments share at date of acquisition, Mr Young would be entitled to receive:

\$50,000 divided by \$0.40 = 125,000 Tidewater Investment Shares, if he sacrificed 100% of his fees

The date of issue of shares

The date by which shares will be issued under DESP each year will be as follows:

2008/09 Offer – no later than 30th June 2009; and
2009/10 Offer – Not before 1st July 2009 and no later than 30th June 2010; and
2010/11 Offer – Not before 1st July 2010 and no later than 30th June 2011.

Market price of shares issued

The price of shares offered in each year will be the market price of the Company's shares at the date of issue. The market price will be determined by reference to the 5 day volume weighted average market price of Tidewater Investment shares at the date of issue.

Service Vesting Conditions

All shares acquired under the DESP on behalf of the Non-Executive Directors will be subject to restrictions necessary to ensure continuing deferral of the benefit in accordance with taxation laws.

**Performance Vesting Conditions**

All shares acquired under the DESP on behalf of Non-Executive Directors will not be subject to any performance vesting conditions.

Maximum Number of Shares to be issued

Tidewater Investments Limited has requested Mr. Young not to participate in the DESP in the event that the share price of Tidewater Investments Limited falls below \$0.20 per share. Hence, the maximum number of shares to be issued to Mr. Young will be 250,000 shares per annum (being \$50,000 per annum current Directors Fee divided by \$0.20).

Voting entitlements

In accordance with the Voting Exclusion Statement in the Notice of Meeting, the Company will disregard any votes cast on Resolution 3 by any Director of the Company, and any associate of any Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company).

However the entity need not disregard a vote if:

- It is cast by a person as a proxy for a person who is entitled to vote, 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, in accordance with a direction on the proxy form to vote as the proxy decides.