2008 NOTICE OF GENERAL MEETING

BSA LIMITED

ACN 088 412 748

DATE: 25 NOVEMBER 2008

TIME: 10:00 AM

PLACE: BDO CHARTERED ACCOUNTANTS & ADVISERS
LEVEL 19, 2 MARKET STREET, SYDNEY NSW 2000

Notice of General Meeting

NOTICE IS HEREBY GIVEN that the annual general meeting of shareholders of BSA Limited ACN 088 412 748 ('**BSA' or 'the Company**') will be held at the offices of BDO Chartered Accountants & Advisers, Level 19, 2 Market Street, Sydney NSW 2000 on **25 November 2008** at **10:00 am** (AEDT).

General Business

TO RECEIVE AND CONSIDER the financial report and reports of the directors and of the auditor for the financial year ended 30 June 2008.

Resolutions

1. TO RE-ELECT DIRECTOR – Michael Givoni

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

> "That Michael Givoni, being the director who has been longest in office, retires by rotation and is eligible for re-election, be re-elected as a director of the Company."

[see the accompanying Explanatory Notes]

2. TO ELECT DIRECTOR – Ross Johnston

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

> "That Ross Johnston; a director appointed in accordance with clause 64 of the Constitution of the Company, is elected as a director of the Company."

[see the accompanying Explanatory Statement]

3. TO ADOPT THE REMUNERATION REPORT on pages 16-22 of the Annual Report

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

> "That the Remuneration Report for the period ended 30 June 2008 be adopted."

[see the accompanying Explanatory Notes]

4. RESOLUTION TO INTRODUCE THE EMPLOYEE PERFORMANCE RIGHTS PLAN

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

> "That the Employee Performance Rights Plan, a summary of the Rules of which is set out in the Explanatory Statement to this Notice of Annual General Meeting and the issue of securities in accordance with the Employee Performance Rights Plan be approved for the purposes of ASX Listing Rule 7.2 Exception 9 and for all other purposes."

[see the accompanying Explanatory Statement]

Voting Exclusion Statement:

The Company will disregard any votes cast on Resolution 4 by Mr Mark Gerard Foley and Mr Mark William Lowe (who are Directors of the Company) and any associate of Mr Mark Gerard Foley and Mr Mark William Lowe. All other current Directors of the Company are ineligible to participate in the Employee Performance Rights Plan and the Company has no other plans that the other Directors can participate in.

It should be noted that Mr Mark Gerard Foley and Mr Mark William Lowe are the only two Directors who can participate in the Employee Performance Rights Plan.

5. RESOLUTION TO GRANT SECURITIES UNDER THE EMPLOYEE PERFORMANCE RIGHTS PLAN TO MR MARK GERARD FOLEY, MANAGING DIRECTOR

Subject to Resolution 4 being approved, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

> "That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Mr Mark Gerard Foley, Managing Director, is permitted to participate in the Employee Performance Rights Plan as is contemplated by the Explanatory Statement accompanying this Notice of Annual General Meeting."

[see the accompanying Explanatory Statement]

Voting Exclusion Statement:

The Company will disregard any votes cast on Resolution 5 by Mr Mark Gerard Foley, (who is the Managing Director of the Company), Mr Mark William Lowe (who is a Director of the Company) and any associate of Mr Mark Gerard Foley and Mr Mark William Lowe.

6. RESOLUTION TO GRANT SECURITIES UNDER THE EMPLOYEE PERFORMANCE RIGHTS PLAN TO MR MARK WILLIAM LOWE, DIRECTOR

Subject to Resolution 4 being approved, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

> "That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Mr Mark William Lowe, Director, is permitted to participate in the Employee Performance Rights Plan as is contemplated by the Explanatory Statement accompanying this Notice of Annual General Meeting."

[see the accompanying Explanatory Statement]

Voting Exclusion Statement:

The Company will disregard any votes cast on Resolution 6 by Mr Mark Gerard Foley, (who is the Managing Director of the Company), Mr Mark William Lowe (who is a Director of the Company) and any associate of Mr Mark Gerard Foley and Mr Mark William Lowe.

7. RESOLUTION FOR THE RESIGNATION OF BDO KENDALLS AS AUDITOR AND APPOINTMENT OF BDO KENDALLS AUDIT & ASSURANCE (NSW-VIC) PTY LTD AS AUDITOR

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

> "Having been advised by the Directors that BDO Kendalls, having first obtained the consent of the Australian Securities & Investments Commission to do so, have resigned as Auditor of the Company and that BDO Kendalls Audit & Assurance (NSW-VIC) Pty Ltd:
>
> (a) Having been, nominated by a member of the Company, in accordance with section 328B(1) of the Corporations Act; and
>
> (b) Having given its Consent to Act as Auditor, in accordance with section 328A(1) of the Corporations Act, to the Directors, be appointed as the auditor of the Company."

[see the accompanying Explanatory Statement]

Exception to Voting Exclusion Statements:

The Company need not disregard a vote if:

- it is cast by a person as 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.

Background Information

To assist you in deciding how to vote on the above resolutions, further details as background information to the resolutions are set out in the explanatory note forming part of this notice of meeting.

Voting Entitlement

The Company has determined that, for the purposes of voting at the meeting, shares will be taken to be held by the registered holders at 10.00 am (AEDT) on 23 November 2008, subject to the Constitution of the Company.

Questions from shareholders

The chairman of the meeting will allow a reasonable opportunity for stakeholders to ask questions or make comments on the management of the Company at the meeting.

Jeff Abele of BDO, as the auditor responsible for preparing the auditor's report for the year ended 30 June 2008 (or his representative) will attend the meeting. The chairman of the meeting will allow a reasonable opportunity for the members as a whole to ask the auditor questions at the meeting 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 the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

To assist the board of directors and the auditor of the Company in responding to any questions you may have, please submit any questions you may have headed '**Questions from shareholders**' to the address below to be received no later than 5.00pm (EST) on 18 November 2008.

In person or by mail:
Registered Office
Unit 8, 79 – 99 St Hilliers Road
Auburn NSW 2144

By Facsimile: +61 2 8748 2577

As required by section 250PA of the Corporation Act 2001, the Company will distribute a list of questions prior to the commencement of the annual general meeting, setting out the questions received and directed to the auditor in writing at least 5 business days prior to the meeting that the auditor considers relevant to the content of the audit report or the conduct of the audit of the financial report for the year ended 30 June 2008. The chairman of the meeting will allow reasonable opportunity for the auditor to respond to the questions set out on this list.

By Order of the Board

Graham Seppelt
Company Secretary
Dated: 14 October 2008
Sydney, New South Wales

Explanatory statement

Financial Statements and Reports

The Corporations Act requires the annual report (which includes the financial statements and directors declaration), the directors' report and the auditor's report in respect of the financial year of BSA Limited (BSA) ended 30 June 2008 to be laid before the 2008 Annual General Meeting. Shareholders will be given an opportunity at the Meeting to ask questions and make comments on these reports and on the business, operations and management of BSA.

1. RESOLUTION 1 – RE-ELECTION OF DIRECTOR MR MICHAEL GIVONI

Clause 62.3 of the Company's constitution requires that at each Annual General Meeting one-third of the directors must retire from office. A director appointed during the year either to fill a casual vacancy or as an addition to the directors is not taken into account in determining the directors who must retire by rotation. Therefore, Michael Givoni, being the director who has longest been in office, retires by rotation and is eligible for re-election at the Annual General Meeting on 25th November 2008. In accordance with clause 62(4) of the Company's constitution, Michael Givoni has submitted himself for re-election at the Annual General Meeting as a director.

Michael Givoni's details are set out in the 2008 Annual Report.

2. RESOLUTION 2 – ELECTION OF DIRECTOR MR ROSS JOHNSTON.

During the year Ross Johnston was appointed a Director by the board of directors. In accordance with clause 64 of the Company's Constitution, a director appointed by the board holds office until the Annual General Meeting and is then eligible for election. Ross Johnston seeks election as a director of the Company.

Ross Johnston's details are set out in the 2008 Annual Report.

3. RESOLUTION 3 – ADOPTION OF REMUNERATION REPORT

Section 240L and 250R of the Corporation Act 2001 require that a resolution that the Remuneration Report be adopted must be put to the vote at the Company's annual general meeting. The vote on this resolution is advisory only and does not bind the directors' or the Company.

The Remuneration Report is set out on pages 16 to 22 of the 2008 Annual Report.

4. RESOLUTION 4 – RESOLUTION TO INTRODUCE THE EMPLOYEE PERFORMANCE RIGHTS PLAN

Background to the Employee Performance Rights Plan

This resolution proposes the introduction of the Employee Performance Rights Plan (the "**Plan**") commencing in the 2008/2009 financial year, being a new incentive Plan designed to increase the motivation of eligible key staff (an "**Eligible Employee**") and to create a stronger link between increasing shareholder value and employee reward.

The reasons for the implementation of the Plan, an outline of how the Plan will operate and a summary of the Rules of the Plan follow.

Shareholder approval of the Plan is not required under the ASX Listing Rules as the number of securities to be issued under the Plan fall under the limit in ASX Listing Rule 7.1. However, in keeping with the Company's high standards of corporate governance, the Board seeks to ensure that shareholders are fully informed on, and seeks their approval to the Company's long-term incentive arrangements.

ASX Listing Rule 7.1 restricts (in certain circumstances) the issue of new securities in any year to 15% of issued securities without shareholder approval.

The applicable exception is contained in ASX Listing Rule 7.2 Exception 9. The effect of shareholder approval under that Exception is that any issues of securities under the Plan are treated as having been made with the approval of shareholders for the purposes of ASX Listing Rule 7.1. Approval under the Exception lasts for 3 years.

As this is a new Plan, no securities have been issued under the Plan and the Plan has not been approved.

In accordance with ASX Listing Rule 7.2 Exception 9, a summary of the terms of the Plan follows.

Reasons for the new Plan

To achieve its corporate objectives, the Company needs to attract and retain its key staff. The Board believes that awards made to selected Eligible Employees under the proposed Plan will:

- provide an incentive for the creation of, and focus on, shareholder wealth;
- enable the Company to recruit and retain the talented people needed to achieve the Company's business objectives;

- link the reward of key staff with the achievement of strategic goals and the performance of the Company;
- align the financial interests of participants in the Plan with those of Company shareholders; and
- ensure the remuneration packages of employees are consistent with market practice.

Outline of the Plan

This section gives a brief outline of how the Board intends to implement initial participation under the Rules of the proposed Plan.

The Plan Rules are summarised in section 4.4 below. Most words with initial capitals are defined in the Rules or contained in the Glossary of key terms.

(a) Participation

Carefully designed, performance linked, equity plans are widely considered to be very effective in providing long-term incentives to key staff. As well, they are used to attract and retain staff by providing them with the opportunity to participate in the creation of a valuable personal asset – a financial stake in the Company.

As part of the Company's strategy, the Board wishes to be in a position to offer rights to acquire Shares ("**Rights**") in the Company to selected Eligible Employees who, in the opinion of the Board, are able by virtue of their skill and their application in performing their allocated tasks within the Company, to improve Shareholder wealth.

The flexibility of the Plan Rules will enable the Board to design grants that best meet the particular circumstances.

Many leading Australian companies have made grants of Rights in recent years.

(b) Performance Conditions

The Board is cognisant of general Shareholder concern that long-term equity-based reward for key staff should be linked to the achievement by the Company of testing performance hurdles (the "**Performance Conditions**").

Rights granted to Plan Participants in the initial grant will be subject to the Performance Conditions determined by the Board. The Company must achieve these Performance Conditions before the Rights vest (a "**Vested Right**").

Summary of the Rules of the Plan

Under the Rules of the Plan:

- Securities may be offered under the Plan and the Board has discretion to determine who is offered the opportunity to participate;
- Generally, securities are subject to a holding restriction and cannot be traded unless certain performance conditions are met or as otherwise specified at the time of the relevant award after acquisition by the participant.
- Once Rights have been exercised by an Eligible Employee (subject to Performance Conditions being met), the Company may make non-refundable contributions to the Plan Company to either:
  - fund the subscription of a new Plan Share; or
  - the acquisition on the ASX of an existing share and transfer to the Participant of that share, to which the Participant is entitled under the Rights.

A summary of the Rules of the Plan is set out below. Please refer to the full copy of the Rules for all terms and conditions. The specific terms of a particular grant, including any Performance Conditions, will be contained in the Invitation and associated documentation sent to the Eligible Employee.

Plan Rules – the Employee Performance Rights Plan Rules establish the Plan.

(a) **Eligible Employees** – members of the Company's staff deemed eligible to participate in the Plan, at the discretion of the Board.

(b) **Rights** – grants under the Plan will be a grant of rights to acquire Shares. The grant may comprise one or several tranches.

(c) **Invitation to Participate** – under the Plan Rules the Board may invite selected Eligible Employees to apply for Rights to acquire Shares in the Company.

(d) **Rights are non-transferable** – a Right granted to a Participant is not transferable and may not otherwise be dealt with, except with the Board's approval, or by operation of law on death or legal incapacity.

(e) **Exercise Price** – the Exercise Price (if any) will be an amount determined by the Board from time to time, fixed at the date of grant or determined by application of methodology approved by the Board.

(f) **Exercise of Rights** – Rights to acquire Shares will not be exercisable until the end of the final measurement period, and until those Rights have satisfied all vesting conditions and all performance hurdles established by the Board. This is subject to a number of exceptions (including death, cessation of employment, takeovers and schemes of arrangement). The Rights will have a specified life determined by the Board. The initial grant of Rights (the "**Grant Date**") will have a life terminating five (5) years after the Grant Date or such other date as determined by the Board (the "**Expiry Date**").

The Board will prescribe the date when performance under the hurdle is measured for each tranche.

On or after the end of the final measurement period and provided any performance hurdle prescribed by the Board has been achieved and, where applicable, to the extent it has been achieved, the Plan Participant may then acquire Shares by exercising the Rights.

A Right lapses if it is not exercised by the Expiry Date.

(g) **Plan Company** – the Plan Company is Computershare Plan Co Pty Limited ACN 098 404 696 or any other company that the Board may approve from time to time. After Rights are exercised, the Plan Company will subscribe for new Shares or acquire Shares in the ordinary course of trading on the ASX for Participants, as directed from time to time by the Board.

(h) **Early Cessation of Employment due to Retirement, Redundancy or Termination** – if, in the opinion of the Board, the Participant in respect of whom Rights are issued ceases Employment with the Company prior to the Exercise Date as a result of Retirement, Redundancy or Termination by the Company other than for cause, all Vested Rights on and from the date of cessation of Employment until the expiry of thirty (30) days after that date and any Rights that are not Vested on the date of cessation of Employment will be forfeited, subject to the discretion of the Board.

(i) **Early Cessation of Employment due to Termination for Cause** – if, in the opinion of the Board, Employment ceases because of Termination for Cause, being for serious misconduct or fraud, any Vested Rights remaining unexercised will be forfeited, subject to the discretion of the Board.

(j) **Early Cessation of Employment due to Resignation** – if, in the opinion of the Board, Employment ceases because of the Participant resigning in circumstances other than Redundancy, Retirement, Termination or Termination for Cause, the Participant may exercise all Vested Rights as at the date of cessation of Employment and any Rights that are not Vested on the day of cessation of Employment will be forfeited, subject to the discretion of the Board.

(k) **Early Cessation of Employment due to death or Incapacity** – if the Employment ceases because of the Participant's death or Incapacity, any Vested Rights may be exercised by the estate from the date of death until the expiry of twelve (12) months after that date.

(l) **Early cessation for other causes** – if, in the opinion of the Board, the Employment ceases for any reason other than death, Retirement, Redundancy, Incapacity, Termination, Termination for Cause, or resignation as referred to above, all Rights whether Vested or not and remaining unexercised shall be forfeited as at the date of cessation of Employment, subject to the discretion of the Board.

(m) **Forfeiture of Shares** – Any Right or interest in any Shares under the Plan is forfeited to the Plan Company by a Participant (and any person claiming through the Participant) on the Participant's cessation of employment because of a Termination for Cause.

(n) **Change in control of Shares** – a change in control of Shares means that the replacement of the majority of the Board is imminent or will result in a person having a relevant interest in more than 50% of Shares on issue.

Where there is publicly announced any proposal (whether by takeover bid, scheme of arrangement or otherwise) in relation to BSA Limited, which the Board reasonably believes may lead to a change in control of BSA Limited, then:

- 50% of Rights granted within the last three years which are not Vested will be Vested, as soon as the Board forms the opinion that the transaction(s) the subject of the proposal (whether by takeover bid, scheme of arrangement or otherwise) will occur; and
- up to the other 50% of Rights granted within the last three years which are not Vested may be Vested by the Board as determined in its absolute discretion.

(o) **Bonus issue of Shares** – If Shares are issued pro rata to the Company's shareholders generally by way of bonus issue (other than in place of dividends or by way of dividend reinvestment) involving capitalisation):

- a Participant is entitled, on exercise of a Right, to a transfer of Shares, in addition to the Plan Shares that relate to the Right immediately before the bonus issue;
- the number of additional Shares that the Participant has a right to acquire under paragraph (a) is the number that would have been issued to a shareholder who, at the date for determining entitlements under the bonus issue, held Shares equal in number to the Plan Shares mentioned in paragraph (a); and
- no consideration is payable for the additional bonus Shares.

(p) **Rights issue of Shares** – If Shares are offered pro rata for subscription by the Company's shareholders generally by way of a rights issue, the Board may make such adjustments to the number of Shares relating to a Right or the Exercise Price as it considers appropriate in its discretion or where there is no Exercise Price:

- the Participant shall be entitled to be granted Options for nil consideration in respect of each Right held by the Participant immediately before the rights issue and the Company will issue to the Participant or procure the issue to the Participant of a statement setting out the number of Options granted and the Exercise Price;
- the number of additional Plan Shares that the Participant has the right to acquire under paragraph (a) is the number that would have been issued to a shareholder who, at the date for determining entitlements under the rights issue, held Shares equal in number to the Rights held by the Participant immediately before the rights issue; and
- any Options granted to a Participant pursuant to paragraph (a) shall be subject to the same Performance Conditions as the Rights held by the Participant referred to in paragraph (b) and shall only be exercised in the same circumstances as those Rights in accordance with Rule 6 and subject to the payment to the Plan Company of the Exercise Price for each Plan Share to be issued to, or acquired by, the Participant.

(q) **Takeover or Scheme of Arrangement** – if either of these events occur in relation to the Company, then the Participant will be entitled to exercise any Rights that Vested prior to the date of the takeover or scheme of arrangement and may be entitled to exercise some or all of the remaining Rights subject to the terms of the grant for that Employee.

(r) **Performance Conditions** – the Board may determine that, in respect of any grant, Rights will be granted under the Plan only where a Performance Condition is attained.

(s) **Restrictions on disposal** – the Board may implement an appropriate procedure to restrict the disposal by a Participant of any Shares acquired resulting from the exercise of a Right. The Participant undertakes to comply with any restrictions imposed by the Board.

(t) **Source of Shares** – Shares required for the purposes of the Plan may be sourced either by issuing new Shares or by acquiring existing Shares. After Rights are exercised, the Plan Company will subscribe for new Shares or acquire Shares in the ordinary course of trading on the ASX for Participants, as directed from time to time by the Board.

(u) P**ayment for Shares** – any costs associated with Shares issued or purchased for the purposes of the Plan will be paid by the Company. Any Exercise Price payable on the exercise of an option will be paid by the Participant.

(v) **Issued Capital not to exceed 5%** – the number of Shares that may be issued under all of the Company's employee share plans (assuming all options and rights to acquire Shares are fully exercised), must not exceed 5% of the issued capital of the Company at anytime. This limit is applied in accordance with the requirements of the ASIC Class Order CO03/184 concerning employee share schemes.

(w) **Amendments to Plan Rules** – subject to the provisions of the Plan and the ASX Listing Rules, the Board may amend the Plan Rules or the other Terms of Grant. However, the Rules may not be amended if, broadly, in the Board's opinion the amendment would materially reduce the Rights of a Participant in respect of Rights already granted.

Exceptions to this permit amendment for the purpose of complying with State or Commonwealth legislation, the Company's constitution or the Listing Rules. Also, to address possible adverse tax implications for Participants generally or any Group Company.

A copy of the Plan Rules is available at no cost on request to the Company Secretary.

The Directors (with the exception of Mr Mark Gerard Foley and Mr Mark William Lowe, Directors, who are abstaining from voting) recommend that the Shareholders vote in favour of Resolution 4.

5. RESOLUTION 5 – RESOLUTION TO GRANT SECURITIES UNDER THE EMPLOYEE PERFORMANCE RIGHTS PLAN TO MR MARK GERARD FOLEY, MANAGING DIRECTOR

Background

Shareholder approval is sought for the grant of 4.5 million Rights which would progressively be vested over the next three (3) years to the Managing Director of the Company, Mr Mark Gerard Foley, or such other period determined at the discretion of the Board, pursuant to the Employee Performance Rights Plan as it is described in Resolution 4.

Shareholder approval is required under ASX Listing Rule 10.14 because Mr Foley is a Director of the Company.

Mr Foley was appointed as a Director on 17 October 2000. It is proposed that Mr Foley be entitled to participate in a long-term incentive scheme involving the issue of up to 4.5 million Shares to him over a three (3) year period. This Plan is intended to implement Mr Foley's entitlements under the agreement. Mr Foley faces ongoing challenges in his role within the Company. The grant of these Rights will promote his opportunity for share ownership in the Company.

The non-executive Directors are of the view that the overall remuneration for Mr Foley, including the proposed grant of Rights, is reasonable having regard to the circumstances of the Company, the duties and responsibilities of Mr Foley and market levels of remuneration for people in his position in similar sized companies.

ASX Listing Rule 10.15A requires this Notice of Meeting to include the following information in relation to the Rights which may be granted to Mr Foley pursuant to the Plan.

Following this Annual General Meeting, the Board proposes to grant a number of Performance Rights not exceeding 4.5 million in total, to be vested over three (3) periods.

Major terms of the Rights to Mr Foley

The major terms of the Rights that may be issued to Mr Foley under this Resolution 5 are:

(a) the number of Shares to be issued or acquired by Mr Foley is to be calculated in accordance with the following formula:

$$N = \frac{BP \times LTI\%}{DRV}$$

Where:

N = No. of Shares to be granted
BP = Base package
LTI = Long-term target incentive
DRV = Discounted rights value

(b) There is no amount payable by Mr Foley either on issue or exercise of the Rights. The Company will bear all costs associated therewith.

(c) The Rights are comprised in three (3) tranches and will vest subject to satisfaction of the performance hurdles described in paragraph (d) over the following measurement periods (each a "**Measurement Period**"):

Measurement Period 1	1 July 2008 to 30 June 2009
Measurement Period 2	1 July 2009 to 30 June 2010
Measurement Period 3	1 July 2010 to 30 June 2011

(d) The Rights will be subject to Performance Conditions. The Company's performance will be measured over three (3) years from the grant date. To the extent that maximum performance is not achieved under the conditions, performance will be retested every year following the first performance measurement date (ie. 1 July 2008) being until the final performance measurement date.

The first performance measure is earnings per share ("**EPS**"), being the EPS for the relevant Measurement Period as determined by the Board having regard to the financial statements. Certain Growth in EPS for the Shares must be at attained in respect of each Measurement Period and pro rata in respect of the initial Measurement Period.

(e) The Rights will be issued under the terms of the Plan. A summary of the rules of the Plan is set out in section 4.4.

(f) A Performance Right which is not exercised will lapse on the expiry date being the fifth (5th) anniversary of the date of grant or such other date as prescribed by the Board in the Invitation to participate in the Plan.

(g) Other features of the Rights, which are consistent with the Plan Rules, include:

  (i) the Rights will not be listed on the ASX and will be issued for no consideration;

  (ii) any Shares allocated on exercise of the Performance Rights will rank pari passu in all respects with the Company's Shares listed on the ASX; and

  (iii) the Company will apply to the ASX for official quotation of any Shares which are issued on exercise of the Performance Rights.

(h) The Employee Performance Rights Plan is a new plan in which Participants will participate for the first time upon approval by Shareholders. Accordingly, there are no Directors nor associates of Directors who have previously received securities under the Plan.

(i) A voting exclusion statement is set out immediately beneath the relevant resolution. There is no loan scheme in relation to the Plan.

(j) Details of any Rights issued under the Plan will be published in each annual report of the Company relating to the period in which have been issued together with a statement that approval for the issue of Shares was obtained under ASX Listing Rule 10.14. Any additional persons referred to in ASX Listing Rule 10.14 (including directors and their associates) who become entitled to participate in the Plan after Shareholders have approved Resolution Item 5 on 25 November 2008 and who are not named in this Notice of Meeting, will not participate until approval is obtained under Listing Rule 10.14. The date by which Rights approved under Resolution Item 5 will be issued will be no later than 25 November 2008.

The Directors (with the exception of Mr Mark Gerard Foley, Managing Director, and Mr Mark William Lowe, Director, who are abstaining from voting) recommend that the Shareholders vote in favour of Resolution 5.

6. RESOLUTION 6. – RESOLUTION TO GRANT SECURITIES UNDER THE EMPLOYEE PERFORMANCE RIGHTS PLAN TO MR MARK WILLIAM LOWE, DIRECTOR

Background

Shareholder approval is sought for the grant of 1.5 million Rights which would progressively be vested over the next three (3) years to the Director of the Company, Mr Mark William Lowe, or such other period determined at the discretion of the Board, pursuant to the Employee Performance Rights Plan as it is described in Resolution 4.

Shareholder approval is required under ASX Listing Rule 10.14 because Mr Foley is a Director of the Company.

Mr Lowe was appointed as Director on 1 August 2007. It is proposed that Mr Lowe be entitled to participate in a long-term incentive scheme involving the issue of up to 1.5 million Shares to him over a three (3) year period. This Plan is intended to implement Mr Lowe's entitlements under the agreement. Mr Lowe faces ongoing challenges in his role within the Company. The grant of these Rights will promote his opportunity for share ownership in the Company.

The non-executive Directors are of the view that the overall remuneration for Mr Lowe, including the proposed grant of Rights, is reasonable having regard to the circumstances of the Company, the duties and responsibilities of Mr Lowe and market levels of remuneration for people in his position in similar sized companies.

ASX Listing Rule 10.15A requires this Notice of Meeting to include the following information in relation to the Rights which may be granted to Mr Lowe pursuant to the Plan.

Following this Annual General Meeting, the Board proposes to grant a number of Performance Rights not exceeding 1.5 million in total, to be vested over three (3) periods.

Major terms of the Rights to Mr Lowe

The major terms of the Rights that may be issued to Mr Lowe under this Resolution 6 are:

(a) the number of Shares to be issued or acquired by Mr Lowe is to be calculated in accordance with the following formula:

$$N = \frac{BP \times LTI\%}{DRV}$$

Where:

N	=	No. of Shares to be granted
BP	=	Base package
LTI	=	Long-term target incentive
DRV	=	Discounted rights value

(b) There is no amount payable by Mr Lowe either on issue or exercise of the Rights. The Company will bear all costs associated therewith.

(c) The Rights are comprised in three (3) tranches and will vest subject to satisfaction of the performance hurdles described in paragraph (d) over the following measurement periods (each a "**Measurement Period**"):

Measurement Period 1	1 July 2008 to 30 June 2009
Measurement Period 2	1 July 2009 to 30 June 2010
Measurement Period 3	1 July 2010 to 30 June 2011

(d) The Rights will be subject to Performance Conditions. The Company's performance will be measured over three (3) years from the grant date. To the extent that maximum performance is not achieved under the conditions, performance will be retested every year following the first performance measurement date (ie. 1 July 2008) being until the final performance measurement date.

The first performance measure is earnings per share ("**EPS**"), being the EPS for the relevant Measurement Period as determined by the Board having regard to the financial statements. Certain growth in EPS for the Shares must be attained in respect of each Measurement Period and pro rata in respect of the initial Measurement Period.

(e) The Rights will be issued under the terms of the Plan. A summary of the rules of the Plan is set out in section 4.4.

(f) A Performance Right which is not exercised will lapse on the expiry date being the fifth (5th) anniversary of the date of grant or such other date as prescribed by the Board in the Invitation to participate in the Plan.

(g) Other features of the Rights, which are consistent with the Plan Rules, include:

(i) the Rights will not be listed on the ASX and will be issued for no consideration;

(ii) any Shares allocated on exercise of the Performance Rights will rank pari passu in all respects with the Company's Shares listed on the ASX; and

(iii) the Company will apply to the ASX for official quotation of any Shares which are issued on exercise of the Performance Rights.

(h) The Employee Performance Rights Plan is a new plan in which Participants will participate for the first time upon approval by Shareholders. Accordingly, there are no Directors nor associates of Directors who have previously received securities under the Plan.

(i) A voting exclusion statement is set out immediately beneath the relevant resolution. There is no loan scheme in relation to the Plan.

(j) Details of any Rights issued under the Plan will be published in each annual report of the Company relating to the period in which have been issued together with a statement that approval for the issue of Shares was obtained under ASX Listing Rule 10.14. Any additional persons referred to in ASX Listing Rule 10.14 (including directors and their associates) who become entitled to participate in the Plan after Shareholders have approved Resolution 6 on 25 November 2008 and who are not named in this Notice of Meeting, will not participate until approval is obtained under Listing Rule 10.14. The date by which Rights approved under Resolution 6 will be issued will be no later than 25 November 2008.

The Directors (with the exception of Mr Mark Gerard Foley, Director, and Mr Mark William Lowe, Director, who are abstaining from voting) recommend that the Shareholders vote in favour of Resolution 6.

7. RESOLUTION FOR THE RESIGNATION OF BDO KENDALLS AS AUDITOR AND APPOINTMENT OF BDO KENDALLS AUDIT & ASSURANCE (NSW-VIC) PTY LTD AS AUDITOR

The Directors have been advised by the Company's auditor, BDO Kendalls, that:

(a) the Partners of that firm have decided to transfer all audit work currently performed by BDO Kendalls to an Authorised Audit Company – BDO Kendalls Audit & Assurance (NSW-VIC) Pty Ltd (Auditor Registration Number 291558);

(b) in order for this to occur, BDO Kendalls wish to resign at this next Annual General Meeting of the Company; and

(c) the members be asked to pass a Resolution that BDO Kendalls Audit & Assurance (NSW-VIC) Pty Ltd be appointed as the Auditor.

The Directors have considered this request and have noted that it is a change in legal form only and, as the same team from BDO Kendalls will continue to provide the Company's audit and assurance services, have agreed to put the following Resolution to the Members at the forthcoming Annual General Meeting.

The Directors recommend that the Shareholders vote in favour of Resolution 7.

8. GLOSSARY

Annual General Meeting means the annual general meeting of Shareholders of the Company to be held on 25 November 2008.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the Listing Rules of the ASX.

Board means the board of Directors of the Company from time to time.

Broker means a member organisation of ASX.

Business Day has the same meaning as in the ASX Listing Rules.

CHESS means Clearing House Electronic Subregister System.

Company means BSA Limited ABN 50 088 412 748.

Corporations Act Corporations Act 2001 (Cth).

Director means a director of the Company.

Eligible Employee means an Employee who is eligible to participate in the Plan.

Employee means an employee of the Company who is a permanent full-time employee, including an Employee who is a Director.

Exercise Price means the amount payable on exercise of a Right (if any) or an Option.

Explanatory Notes means this document which accompanies the Notice of Meeting.

Invitation means an invitation to apply to acquire Plan Shares.

Option means each option issued to a Participant pursuant to Rule 13.2 of the Rules to either subscribe for a new Plan Share or acquire a Plan Share on the ASX.

Participant means an Eligible Employee who wishes to participate to acquire Shares under the Plan.

Plan means the Eligible Performance Rights Plan being proposed by the Company.

Right means a right to acquire Shares, which on exercise, entitles the holder of the right to be issued with or transferred an ordinary Share in the Company.

Redundancy means termination of employment of an employee by the Company due to economic, technological, structural or other organisational change where, through no act or default of the employee:

(a) the Company no longer requires the duties and responsibilities carried out by the employee to be carried out by anyone;

(b) the Company no longer requires the position held by the employee to be held by anyone, or

(c) the Company has materially changed the duties and responsibilities or some other fundamental feature of the position held by the employee;

Resolution means each Resolution set out in the Notice of Annual General Meeting.

Rules mean the rules governing the operation of the Plan, as amended from time to time.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of Shares in the Company.

Termination means termination of Employment by the Company other than by Termination for Cause.

Termination for Cause means termination of the Employment by the Company as a result of fraud or other defalcation by the Participant.

BSA Limited
ABN 50 088 412 748

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

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 all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 10:00am AEDT Sunday 23 November 2008

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.

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.computershare.com.

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 your securityholder information, 24 hours a day, 7 days a week:
www.investorcentre.com

- ☑ **Review your securityholding**
- ☑ **Update your securityholding**

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 Broadcast Services Australia 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 BSA Limited to be held at the offices of BDO Chartered Accountants & Advisers, Level 19, 2 Market Street, Sydney on Tuesday 25 November 2008 at 10:00am and at any adjournment of that meeting.

Important for Items 4,5 & 6: If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Items 4,5 & 6 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 Items 4,5 & 6 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 Items 4,5 & 6 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
1	To Re-elect Michael Givoni as a Director	☐	☐	☐
2	To Elect Ross Johnson as a Director	☐	☐	☐
3	To adopt the Remuneration Report for the period ending 30 June 2008	☐	☐	☐
4	To Approve the Employee Performance Rights Plan	☐	☐	☐
5	To grant securities under the Employee Performance Rights Plan to Mr Mark Gerard Foley	☐	☐	☐
6	To grant securities under the Employee Performance Rights Plan to Mr Mark William Lowe	☐	☐	☐
7	Approve resignation of Auditor BDO Kendalls and appoint BDO Kendalls Audit and Assurance (NSW-VIC) PTY LTD as Auditor	☐	☐	☐

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	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	**Director**	**Director/Company Secretary**

Contact Name ____________ **Contact Daytime Telephone** ____________ **Date** ___ / ___ / ___