



BSA LIMITED
ACN 088 412 748
NOTICE OF

2011

➔ ANNUAL GENERAL MEETING



Date 15 November 2011
Time 12:00 pm (AEDT)
Place 7 Figtree Drive
Sydney Olympic Park
Homebush Bay NSW 2127

➔ NOTICE OF ANNUAL 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 7 Figtree Drive, Sydney Olympic Park, Homebush Bay NSW 2127 on **15 November 2011 at 12:00 pm** (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 2011.

Resolutions

1. TO ADOPT THE REMUNERATION REPORT on pages 19-27 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 2011 be adopted."

[see the accompanying Explanatory Notes]

2. 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]

3. TO RE-ELECT DIRECTOR – Paul Teisseire

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

"That Paul Teisseire, 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 Statement]

4. TO ELECT DIRECTOR - Stephen Nash

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

“That Stephen Nash; 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]

5. RESOLUTION TO GRANT SECURITIES UNDER THE EMPLOYEE PERFORMANCE RIGHTS PLAN TO MR STEPHEN NASH, MANAGING DIRECTOR

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 Stephen Nash, 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]

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

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]

Important 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 Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the Shareholders eligible to attend and vote at the Annual General Meeting are those persons registered as Shareholders at 7.00pm (AEDT) on 13 November 2011. Only those persons will be entitled to attend and vote in respect of that share at the Annual General Meeting.

PROXY INSTRUCTIONS

- A member entitled to attend and vote at the Meeting has a right to appoint a proxy.
- The proxy need not be a member of the Company.
- A member who is entitled to cast two or more votes may appoint up to two proxies and, in the case of such an appointment, may specify the proportion or number of votes each proxy is appointed to exercise.
- The proxy form included with this Notice of Annual General Meeting must be signed by the member or the member's attorney. Proxies given by corporations must be signed under the hand of a duly authorised officer or attorney. **To be a valid proxy, the executed proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be lodged (using the reply paid envelope supplied) with the Share Registry – Computershare Investor Services Pty Ltd as soon as possible and in any event by no later than 12.00pm (AEDT) on 13 November 2011, being 48 hours before the time for holding the Meeting.** Any proxy form received after that time will not be valid for the scheduled meeting.

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

- If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes which each proxy may exercise, each proxy may exercise half of the votes.
- A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on a resolution, the proxy may vote on that resolution only in accordance with that direction. If a proxy is not directed how to vote on a resolution, the proxy may vote as he or she thinks fit.

UNDIRECTED PROXIES

- If a member appoints the chairperson of the meeting as the member's proxy and does not specify how the chairperson is to vote on a resolution, except as expressly stated, the chairperson advises that he intends to vote each such proxy, as proxy for that member, in favour of the resolution on a poll. Therefore, the Company recommends that shareholders who submit proxies should consider giving 'how to vote' directions to their proxy holder (including the chairperson) on each resolution.
- **If you complete a proxy form that authorizes the Chairman to vote on your behalf as proxy holder, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then your proxy will automatically become a directed proxy in favour of the resolution to adopt the Remuneration Report, and the Chairman will vote accordingly. If you wish to appoint the Chairman as your proxy holder but you do not want to put him in the position to cast your votes in favour of the Remuneration Report, you should complete the appropriate box on the proxy form, directing him to vote against or abstain from voting on this resolution.**
- Any undirected proxies held by the chairperson in respect of the following resolutions will not be voted by the chairperson:

- Resolutions 5 and 6 - all undirected proxy votes where the chairperson is appointed as proxy but there is no specific authorisation for him to exercise the proxy.

Accordingly, if you appoint the chairperson as your proxy and you want your shares to be voted on any one or more of Resolutions 5 and 6, you should either direct him how to vote on those Resolutions or specifically authorise him to exercise the proxy even though Resolutions 5 and 6 are connected directly or indirectly with the remuneration of a member of KMP.

Members should refer to the Explanatory Statement, which accompanies and forms part of this Notice of Annual General Meeting, for further information regarding voting restrictions.

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.

Glen Sanford of Deloitte Touche Tohmatsu, as the auditor responsible for preparing the auditor's report for the year ended 30 June 2011 (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 (AEDT) on 8 November 2011.

In person or by mail:

Registered Office – 7 Figtree Drive, Sydney Olympic Park, Homebush Bay, NSW 2127

By Facsimile: +61 2 8748 2464

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 2011. The chairman of the meeting will allow reasonable opportunity for the auditor to respond to the questions set out on this list.

DEFINITIONS

Words that are defined in the Glossary have the same meaning when used in this Notice of Annual General Meeting unless the context requires, or the definitions in the Glossary provide, otherwise.

RECENT AMENDMENTS TO THE CORPORATIONS ACT

Amendments to the Corporations Act have been made recently and apply to proxy voting on or after 1 August 2011 (whether or not the proxy was appointed before, on or after that date). Shareholders and their proxies should be aware of these changes to the Corporations Act as they will apply to this meeting. Broadly, the changes mean that:

- If proxy holders vote, they must cast all directed proxies as directed (this requirement has been strengthened); and
- Any directed proxies which are not voted will automatically default to the chairperson of the meeting, who must vote the proxies as directed.

More detail on these change is provided below.

Proxy vote if appointment specifies way to vote

The new section 250BB provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- The proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- If the proxy has two or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;

- If the proxy is the chairperson of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- If the proxy is not the chairperson of the meeting – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

The new section 250BC provides that, if

- An appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members; and
- The appointed proxy is not the chairperson of the meeting; and
- At the meeting, a poll is duly demanded on the resolution; and
- Either of the following applies:
 - The proxy is not recorded as attending the meeting; or
 - The proxy does not vote on the resolution,

the chairperson of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at that meeting.

ELECTRONIC ANNUAL REPORT

In accordance with Australian corporations legislation, and in the interests of maximum efficiency and the lowest possible cost to Shareholders, the Company is providing printed copies of its 2011 Annual Report only to those Shareholders who have specifically made this request. For all other Shareholders, an electronic copy of the Company's 2011 Annual Report, together with the Company's ASX announcement, media release and investor pack relevant to the financial performance of the Company for the year ended 30 June 2011, is available on the Company's website www.bsa.com.au.

By Order of the Board

Graham Seppelt

Company Secretary

Dated: 14 October 2011

Sydney, New South Wales

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 2011 to be laid before the 2011 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

Adoption of Remuneration Report

The Directors' Report for the year ended 30 June 2011 contains a Remuneration Report (pages 19 to 27) which sets out the policies of the Company for and applicable to the remuneration of its officers and senior employees and details the remuneration paid of its officers and senior employees in the financial year ended 30 June 2011.

While the Corporations Act (section 250R(2)) requires a listed company to put a resolution to its members at its annual general meeting that its remuneration report be adopted, the Corporations Act expressly provides that the vote on any such resolution is advisory only and does not bind the directors or the Company. However, under recent changes to the Corporations Act, if at least 25% of the votes cast on the resolution at the 2011 Annual General Meeting are against adoption of the Remuneration Report, then:

- If comments are made on the Remuneration Report at the 2011 Annual General Meeting, the Company's remuneration report for the financial year ending 30 June 2012 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- If subsequently, at the Company's 2012 annual general meeting, at least 25% of the votes cast on the resolution for adoption of the remuneration report for the relevant financial year are against its adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of directors of the Company (**Spill Resolution**). The Spill Meeting must be held within 90

days of the date of the 2012 annual general meeting. For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the directors (other than any managing director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

The Remuneration Report forms part of the Directors' Report for the year ended 30 June 2011 and is made in accordance with a unanimous resolution of the directors. While noting that each Director has a personal interest in their remuneration, as described in the Remuneration Report, the Board unanimously recommends that the Shareholders vote in favour of adopting the Remuneration Report.

Resolution 1 is put to the Shareholders at the Annual General Meeting in fulfilment of the obligations of the Company under section 250R(2) of the Corporations Act. Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Voting Prohibition Statement – Resolution 1

In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast in respect of Resolution 1 by:

- a member of KMP, details of whose remuneration are included in the Remuneration Report; and
- a Closely Related Party of such a member.

However, the Company will not disregard a vote cast in respect of Resolution 1 if it is cast by a person as proxy appointed in writing that directs the proxy how to vote on Resolution 1, and the vote is not cast on behalf of a member of KMP, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member.

If you are a member of the KMP or a Closely Related Party of a member of the KMP (or are acting on behalf of any such person) and purport to cast a vote on Resolution 1 that vote will be disregarded by the Company (as indicated above).

Please read the information under the heading 'Undirected Proxies' which (among other things) deals with the Chairman's voting of proxies on the resolution to adopt the Remuneration Report.

2. Resolution 2

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 a director who has longest been in office, retires by rotation and is eligible for re-election at the Annual General Meeting on 15th November 2011. 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 2011 Annual Report.

3. Resolution 3

Re-election of director Mr Paul Teisseire.

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, Paul Teisseire, being a director who has longest been in office, retires by rotation and is eligible for re-election at the Annual General Meeting on 15th November 2011. In accordance with clause 62(4) of the Company's constitution, Paul Teisseire has submitted himself for re-election at the Annual general Meeting as a director.

Paul Teisseire's details are set out in the 2011 Annual Report.

4. Resolution 4

Election of director Mr Stephen Nash.

During the year Stephen Nash 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. Stephen Nash seeks election as a director of the Company.

Stephen Nash's details are set out in the 2011 Annual Report

5. Resolution 5

Resolution to grant securities under the Employee Performance Rights Plan to Mr Stephen Nash, 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 Stephen Nash, or such other period determined at the discretion of the Board, pursuant to the Employee Performance Rights Plan.

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

Mr Nash was appointed as a Director on 17 January 2011. It is proposed that Mr Nash 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 Nash's entitlements under the agreement. Mr Nash 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 Nash, including the proposed grant of Rights, is reasonable having regard to the circumstances of the Company, the duties and responsibilities of Mr Nash 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 Nash 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 NASH

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

- (a) the number of Shares to be issued or acquired by Mr Nash 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

The base package is approved annually by the Remuneration Committee as being appropriate for the position of the executive.

The long term target incentive is based upon a structured percentage increase over and above the base year Earnings per share (EPS).

The discounted rights value accounts for the EPS hurdle rates of the LTI.

- (b) There is no amount payable by Mr Nash 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 2011 to 30 June 2012

Measurement Period 2 1 July 2012 to 30 June 2013

Measurement Period 3 1 July 2013 to 30 June 2014

- (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 2011) being until the final performance measurement date.

The 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. The Board may, in its discretion, adjust the EPS to take account of share issues and buy-backs as well as other factors during the measurement period so as to ensure that the change in EPS is reflective of underlying change in the company's performance rather than a result of capital management or other non-operating factors.

- (e) The Rights will be issued under the terms of the Plan.
- (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) There is no loan scheme in relation to the Plan.

- (i) Details of any Rights issued under the Plan will be published in each annual report of the Company relating to the period in which Rights have been issued together with a statement that approval for the issue of Shares was obtained under ASX Listing Rule 10.14. The date by which Rights approved under Resolution Item 5 will be issued no later than 15 November 2014.

Any additional persons who become entitled to participate in the Employee Performance Rights Plan after the resolution is approved, and who were not named in the Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14.

The following persons referred to in Listing Rule 10.14 received securities under the Employee Performance Rights Plan since the last approval:

Name	# Rights	Price
Mark Foley	1,300,000	\$0.10
	1,300,000	\$0.075
	1,300,000	\$0.10
Mark Lowe	458,000	\$0.10
	458,000	\$0.075
	458,000	\$0.10

The persons referred to in Listing Rule 10.14 who are entitled to participate in the Employee Performance Rights Plan are Messrs Mark Lowe and Stephen Nash. Mr Mark Foley retired as managing director on 26 October 2010 and is not eligible to participate in the scheme as from 15 June 2011, the date on which his employment contract ceased.

Voting Exclusion Statement – Resolution 5

Pursuant to ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 5 by any Director (except a Director who is ineligible to participate in any Employee Incentive Scheme of the company) and any associate of any such Director.

However, and subject to the provisions of section 250BD of the Corporations Act, the Company need not disregard a vote if:

- (a) 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
- (b) 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.

Proxy Prohibition Statement – Resolution 5

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 if:

- (a) The proxy is either a member of KMP or a Closely Related Party of a member of KMP; and
- (b) The appointment does not specify the way the proxy is to vote on Resolution 5.

However, the above prohibition does not apply if:

- (a) The proxy is the chairperson of the Meeting; and
- (b) The chairperson's appointment expressly authorises the chairperson to exercise the proxy even though the resolution is connected with the remuneration of a member of KMP.

Please note that persons referred to in paragraph (a), other than the chairperson, cannot vote on Resolution 5 as proxy unless given voting directions on the proxy form. Please direct your proxy how to vote by crossing the 'For', 'Against' or 'Abstain' box for Resolution 5 on the proxy form. If the chairperson has been appointed as your proxy, he cannot vote on Resolution 5 in the absence of directions on how to vote unless you specifically authorise him to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of KMP. Please authorise the chairperson to do so by crossing the relevant box in the 'Important for Resolution 5' section on the proxy form.

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 2.25 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 6.

Shareholder approval is required under ASX Listing Rule 10.14 because Mr Lowe 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 2.25 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 2.25 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:

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

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

The base package is approved annually by the Remuneration Committee as being appropriate for the position of the executive.

The long term target incentive is based upon a structured percentage increase over and above the base year Earnings per share (EPS).

The discounted rights value accounts for the EPS hurdle rates of the LTI.

- (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 2011 to 30 June 2012

Measurement Period 2 1 July 2012 to 30 June 2013

Measurement Period 3 1 July 2013 to 30 June 2014

- (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 2011) being until the final performance measurement date.

The 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. The Board may, in its discretion, adjust the EPS to take account of share issues and buy-backs as well as other factors during the measurement period so as to ensure that the change in EPS is reflective of underlying change in the company's performance rather than a result of capital management or other non-operating factors.

- (e) The Rights will be issued under the terms of the Plan.
- (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) There is no loan scheme in relation to the Plan.
- (i) Details of any Rights issued under the Plan will be published in each annual report of the Company relating to the period in which Rights have been issued together with a statement that approval for the issue of Shares was obtained under ASX Listing Rule 10.14. The date by which Rights approved under Resolution 6 will be issued will be no later than 15 November 2014.

Any additional persons who become entitled to participate in the Employee Performance Rights Plan after the resolution is approved, and who were not named in the Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14.

The following persons referred to in Listing Rule 10.14 received securities under the Employee Performance Rights Plan since the last approval:

Name	# Rights	Price
Mark Foley	1,300,000	\$0.10
	1,300,000	\$0.075
	1,300,000	\$0.10
Mark Lowe	458,000	\$0.10
	458,000	\$0.075
	458,000	\$0.10

The persons referred to in Listing Rule 10.14 who are entitled to participate in the Employee Performance Rights Plan are Messrs Mark Lowe and Stephen Nash. Mr Mark Foley retired as managing director on 26 October 2010 and is not eligible to participate in the scheme as from 15 June 2011, the date on which his employment contract ceased.

Voting Exclusion Statement – Resolution 6

Pursuant to ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 6 by any Director (except a Director who is ineligible to participate in any Employee Incentive Scheme of the company) and any associate of any such Director.

However, and subject to the provisions of section 250BD of the Corporations Act, the Company need not disregard a vote if:

- (a) 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
- (b) 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.

Proxy Prohibition Statement – Resolution 6

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 if:

- (a) The proxy is either a member of KMP or a Closely Related Party of a member of KMP; and
- (b) The appointment does not specify the way the proxy is to vote on Resolution 6.

However, the above prohibition does not apply if:

- (a) The proxy is the chairperson of the Meeting; and
- (b) The chairperson's appointment expressly authorises the chairperson to exercise the proxy even though the resolution is connected with the remuneration of a member of KMP

Please note that persons referred to in paragraph (a), other than the chairperson, cannot vote on Resolution 6 as proxy unless given voting directions on the proxy form. Please direct your proxy how to vote by crossing the 'For', 'Against' or 'Abstain' box for Resolution 6 on the proxy form. If the chairperson has been appointed as your proxy, he cannot vote on Resolution 6 in the absence of directions on how to vote unless you specifically authorise him to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of KMP. Please authorise the chairperson to do so by crossing the relevant box in the 'Important for Resolution 6' section on the proxy form.

7. GLOSSARY

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 of 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.
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.



CORPORATE DIRECTORY

BSA Limited

Registered Office - Sydney
7 Figtree Dr

Sydney Olympic Park NSW 2127

P +61 2 8748 2400

F +61 2 8748 2464

E corporate@bsa.com.au

W www.bsa.com.au

Brisbane

49 Borthwick Ave

Murarie QLD 4172

P 07 3902 7500

F 07 3902 7550

Melbourne

Unit 3, 87 Newlands Rd

Reservoir VIC 3073

P 03 9495 7800

F 03 9460 1645

Perth

Unit 24, Mercantile Way

Malaga WA 6090

P 08 9247 8500

F 08 9247 8588



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 Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

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 12.00pm (AEDT) on Sunday 13 November 2011

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 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: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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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 BSA 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 7 Figtree Drive, Sydney Olympic Park, Homebush Bay NSW 2127 on Tuesday 15 November 2011, at 12.00pm (AEDT) and at any adjournment of that meeting.

Important for Item 1

If the Chairman of the Meeting is your proxy or is appointed as your proxy by default, not marking any of the below 'For', 'Against', or 'Abstain' boxes means that you have directed the Chairman of the Meeting to vote in favour of this resolution even though this item is connected directly or indirectly with the remuneration of a member of the key management personnel.

(Note: If you do not wish to give the Chairman of the Meeting such a directed proxy, you should ensure that a box other than the 'For' box is clearly marked in Step 2 below).

Important for Items 5 and 6 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 5 and 6 as set out below and in the Notice of Meeting (except where you have indicated a different voting intention below). If you do not mark this box, and you have not directed your proxy how to vote on Items 5 and 6, the Chairman of the Meeting will not cast your votes on Items 5 and 6 and your votes will not be counted in computing the required majority if a poll is called on these items. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Items 5 and 6).

The Chairman of the Meeting intends to vote all available proxies in favour of Items 5 and 6 of business.

☐

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 5 and 6 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Items 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel and/or even if the Chairman of the Meeting has an interest in the outcome of these items and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

If you appoint a proxy, BSA encourages you to direct your proxy how to vote on each item of business.

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.

ORDINARY BUSINESS

	For	Against	Abstain
Item 1 To adopt the Remuneration Report for the period ended 30 June 2011	☐	☐	☐
Item 2 To re-elect Mr Michael Givoni as a director of the Company	☐	☐	☐
Item 3 To re-elect Mr Paul Teisseire as a director of the Company	☐	☐	☐
Item 4 To elect Mr Stephen Nash as a director of the Company	☐	☐	☐
Item 5 To grant securities under the Employee Performance Rights Plan to Mr Stephen Nash	☐	☐	☐
Item 6 To grant securities under the Employee Performance Rights Plan to Mr Mark William Lowe	☐	☐	☐

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

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

BSA

999999A

Computershare +



BSA Limited
ABN 50 088 412 748

All general correspondence to:
Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 855 080
(outside Australia) 61 3 9415 4000
Facsimile 61 3 9473 2500
www.investorcentre.com/contact
www.computershare.com

000001 000 BSA
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SAMPLEVILLE VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in BSA Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

BSA Limited