



AUV Enterprises Limited

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AUV ENTERPRISES LTD

ACN 108 649 421

NOTICE OF ANNUAL GENERAL MEETINGS 2006, 2007, 2008, 2009, 2010, 2011 and 2012

**(Annual General Meetings to be held concurrently and
retrospectively)**

TIME: 9.30am (AEDST)

DATE: 29 November 2013

VENUE: Level 29, 66 Goulburn Street, Sydney NSW 2000



AUV ENTERPRISES LTD
NOTICE OF ANNUAL GENERAL MEETING

1. Notice of Annual General Meeting

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum.

Notice is given that the annual general meetings of Shareholders to which this Notice of Meeting relates will be held at 9.30am on 29 November 2013 at Level 29, 66 Goulburn Street, Sydney, NSW 2000.

1.1 Voting Eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the annual general meetings are those that are registered shareholders at 7.00pm on 26 November 2013.

1.2 Voting in Person

To vote in person, attend the annual general meeting at the time, date and place set out above.

1.3 Voting by Proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance, with section 249L of the Corporations Act, members are advised that:

- (a) each member has a right to appoint a proxy;
- (b) the proxy need not be a member of the Company; and
- (c) a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy 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 General Meeting. Broadly, the changes mean that:

- (a) if proxy holders vote, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.



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Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- (b) 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; and
- (c) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (ie. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) 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
- (b) the appointed proxy is not the chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) the proxy is not recorded as attending the meeting;
 - (ii) the proxy does not vote on the resolution,

The chair 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 the meeting.

General

To be effective, the completed Proxy Form together with the power of attorney (if any) under which it is signed, must be received by the Company, at one of the addresses or the facsimile number below no later than 48 hours before the commencement of the Meeting:

- (a) In person:
Level 29, 66 Goulburn Street, Sydney NSW 2000
- (b) By mail:
Level 29, 66 Goulburn Street, Sydney NSW 2000



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(c) By facsimile:

+ 61 2 8263 4111

(d) Email:

agm@williambucknsw.com.au

Any proxy form received later than 48 hours before the commencement of the Meeting will not be valid for the Meeting.

Agenda

Annual Accounts

“To receive and consider the annual Company Financial Statement and reports of the Directors and the Auditor for the years ending 30 June 2006, 2007, 2008, 2009, 2010, 2011 and 2012.”

Resolution 1 Concurrent Meetings

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That the shareholders approve the concurrent holding of the Annual General Meetings (AGM’s) for the years ending 30 June 2006, 30 June 2007, 30 June 2008, 30 June 2009, 30 June 2010, 30 June 2011 and 30 June 2012”.

Resolution 2 Remuneration Report

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **non-binding resolution**:

- 2 (a) *“That the Remuneration Report contained in the 2006 Annual Report be ratified by shareholders”.*
- 2 (b) *“That the Remuneration Report contained in the 2007 Annual Report be ratified by shareholders”.*
- 2 (c) *“That the Remuneration Report contained in the 2008 Annual Report be ratified by shareholders”.*
- 2 (d) *“That the Remuneration Report contained in the 2009 Annual Report be ratified by shareholders”.*
- 2 (e) *“That the Remuneration Report contained in the 2010 Annual Report be ratified by shareholders”.*
- 2 (f) *“That the Remuneration Report contained in the 2011 Annual Report be ratified by shareholders”.*



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2 (g) *“That the Remuneration Report contained in the 2012 Annual Report be ratified by shareholders”.*

Resolution 3 Director Election

To consider in relation to the year ended 30 June 2006 and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, in accordance with the Company’s Constitution and for all other purposes, the shareholders ratify the appointment of Ted Tzovaras, as a director of the Company”.

Resolution 4 Director Election

To consider in relation to the year ended 30 June 2007 and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, in accordance with the Company’s Constitution and for all other purposes, the shareholders ratify the appointment of Anthony Damianos, as a director of the Company”.

Resolution 5 Director Election

To consider in relation to the year ended 30 June 2008 and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, in accordance with the Company’s Constitution and for all other purposes, the shareholders ratify the appointment of Jerry Goddard, as a director of the Company”.

Resolution 6 Director Election

To consider in relation to the year ended 30 June 2009 and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, in accordance with the Company’s Constitution and for all other purposes, the shareholders ratify the appointment of Ted Tzovaras, as a director of the Company”.

Resolution 7 Director Election

To consider in relation to the year ended 30 June 2010 and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, in accordance with the Company’s Constitution and for all other purposes, the shareholders ratify the appointment of Anthony Damianos, as a director of the Company”.

Resolution 8 Director Election

To consider in relation to the year ended 30 June 2011 and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, in accordance with the Company’s Constitution and for all other purposes, the shareholders ratify the appointment of Ted Tzovaras, as a director of the Company”.



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Resolution 9 Director Election

To consider in relation to the year ended 30 June 2012 and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, in accordance with the Company’s Constitution and for all other purposes, the shareholders ratify the appointment of Anthony Damianos, as a director of the Company”.

General Business

To consider any other business that may be brought forward in accordance with the Constitution of the Company or the Corporations Act.

Dated: 28 October 2013.

By order of the Board.

Robert Whitton
Chairman



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Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the Annual General Meeting of Shareholders to be held on 29 November 2013 at 9.30am.

Annual Accounts

The Corporations Law requires that Shareholders view the annual company financial statements and reports of the Directors and Auditors each year. No resolution is required in respect of this agenda item.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on the ASX website at www.asx.com.au under the AUV code.

Resolutions 2(a)-(g) Adoption of Remuneration Report

The Directors' Report for the years ended 30 June 2006, 30 June 2007, 30 June 2008, 30 June 2009, 30 June 2010, 30 June 2011 and 30 June 2012 contains a Remuneration Report, which sets out the policy for the remuneration of the directors. Section 250R(2) of the Corporations Act requires the Company to propose a resolution at each Annual General Meeting that the Remuneration Report be adopted. The vote on the resolution is advisory only and does not bind the Directors of the Company.

Resolutions 3-9 Director Election

The Company's Constitution requires that if the Company has three or more Directors, one third (or the nearest number to one third) of those Directors must retire at each annual general meeting.

Resolution 3

In 2006, the Company had three Directors, one of which was Mr Ted Tzovaras. Mr Tzovaras, one of the remaining Directors was required to retire at the 2006 Annual General Meeting of the Company. A Director who retires by rotation under the Constitution is eligible for re-election.

Mr Tzovaras retired by rotation at the 2006 Annual General Meeting and the shareholders, by approving this resolution ratify his re-election.

Resolution 4

In 2007, the Company had three Directors, one of which was Mr Anthony Damianos. Mr Damianos, one of the remaining Directors was required to retire at the 2007 Annual General Meeting of the Company. A Director who retires by rotation under the Constitution is eligible for re-election.

Mr Damianos retired by rotation at the 2007 Annual General Meeting and the shareholders, by approving this resolution ratify his re-election.



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Resolution 5

In 2008, the Company had three Directors, one of which was Mr Jerry Goddard. Mr Goddard, one of the remaining Directors was required to retire at the 2008 Annual General Meeting of the Company. A Director who retires by rotation under the Constitution is eligible for re-election.

Mr Goddard retired by rotation at the 2008 Annual General Meeting and the shareholders, by approving this resolution ratify his re-election.

Resolution 6

In 2009, the Company had three Directors, one of which was Mr Ted Tzouvaras. Mr Tzouvaras, one of the remaining Directors was required to retire at the 2009 Annual General Meeting of the Company. A Director who retires by rotation under the Constitution is eligible for re-election.

Mr Tzouvaras retired by rotation at the 2009 Annual General Meeting and the shareholders, by approving this resolution ratify his re-election.

Resolution 7

In 2010, the Company had three Directors, one of which was Mr Anthony Damianos. Mr Damianos, one of the remaining Directors was required to retire at the 2010 Annual General Meeting of the Company. A Director who retires by rotation under the Constitution is eligible for re-election.

Mr Damianos retired by rotation at the 2010 Annual General Meeting and the shareholders, by approving this resolution ratify his re-election.

Resolution 8

In 2011, the Company had three Directors, one of which was Mr Ted Tzouvaras. Mr Tzouvaras, one of the remaining Directors was required to retire at the 2011 Annual General Meeting of the Company. A Director who retires by rotation under the Constitution is eligible for re-election.

Mr Tzouvaras retired by rotation at the 2011 Annual General Meeting and the shareholders, by approving this resolution ratify his re-election.

Resolution 9

In 2012, the Company had three Directors, one of which was Mr Anthony Damianos. Mr Damianos, one of the remaining Directors was required to retire at the 2012 Annual General Meeting of the Company. A Director who retires by rotation under the Constitution is eligible for re-election.

Mr Damianos retired by rotation at the 2012 Annual General Meeting and the shareholders, by approving this resolution ratify his re-election.

Proxy Form

AUV ENTERPRISES LIMITED
ACN 108 649 421

☐ Mark this box with an 'X' if you have made any changes to your address details (see reverse)

All correspondence to:

AUV ENTERPRISES LIMITED
Level 29, 66 Goulburn Street Sydney NSW 2000
Telephone: 02 8263 4000
Facsimile: 02 8263 4111

Appointment of Proxy

I/We _____ (name of shareholder)

Of _____ (address)

Being a member/s of AUV ENTERPRISES LIMITED and entitled to attend and vote hereby appoint

☐ the Chairman of the Meeting
(mark with an 'X')

OR

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

or failing the person named, or if no person 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 concurrent Annual General Meetings of AUV Enterprises Limited to be held Level 29, 66 Goulburn Street, Sydney NSW 2000 at 9.30am. (Sydney time) on 29 November 2013 and at any adjournment of that meeting.

Important:

If the Chairman of the meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on the resolution below, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy unless he has an interest in the outcome of that item. 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 vote on the resolution below and your vote will not be counted in computing the required majority if a poll is called on that item. The Chairman intends to vote undirected proxies in favour of the resolution below unless he has an interest in the outcome of that item.

Voting Directions to your proxy – please mark X to indicate your directions

		For	Against	Abstain*
Resolution 1	Concurrent Meetings			
Resolution 2(a)	Remuneration Report 2006			
Resolution 2(b)	Remuneration Report 2007			
Resolution 2(c)	Remuneration Report 2008			
Resolution 2(d)	Remuneration Report 2009			
Resolution 2(e)	Remuneration Report 2010			
Resolution 2(f)	Remuneration Report 2011			
Resolution 2(g)	Remuneration Report 2012			
Resolution 3	Election of Director (Ted Tzovaras) 2006			
Resolution 4	Election of Director (Anthony Damianos) 2007			
Resolution 5	Election of Director (Jerry Goddard) 2008			
Resolution 6	Election of Director (Ted Tzovaras) 2009			
Resolution 7	Election of Director (Anthony Damianos) 2010			
Resolution 8	Election of Director (Ted Tzovaras) 2011			
Resolution 9	Election of Director (Anthony Damianos) 2012			

In addition to the intention advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business unless he has an interest in the outcome of that item. *If you mark the Abstain box for the item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in computing the required majority on a poll.

Appointing a second proxy

We wish to appoint a second proxy

☐ Mark with an 'X' if you wish to appoint a second proxy

AND

%

OR

State the percentage of your voting rights or the number of securities for this Proxy Form

PLEASE SIGN HERE This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder1	Securityholder2	Securityholder3
Individual/Sole Director and Sole Company Secretary	Director	Director/Company Secretary

		/ /
Contact Name	Contact Daytime Telephone	Date

HOW TO COMPLETE THE PROXY FORM

1 Your Address

This form has been sent to your address as it appears on the company's share register. If this address is incorrect, please mark the box and write the correct address on the form. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the Company.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite the item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on an item by inserting the percentage or number of securities you wish to vote in the appropriate box. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the Company's registered office or you may copy this form.

To appoint a second proxy you must:

- a) indicate that you wish to appoint a second proxy by marking the box;
- b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded;
- c) return both forms together in the same envelope.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the security holders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the company. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies: 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 indicate the office held by signing in the appropriate place.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below no later than 48 hours before the commencement of the meeting at 9.30 a.m. (Sydney time) on 27 November 2013. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by posting, delivery, facsimile or email to:

AUV ENTERPRISES LIMITED

Level 29, 66 Goulburn Street, Sydney NSW 2000
Telephone: +61 2 8263 4000
Facsimile: +61 2 8263 4111
Email: agm@williambucknsw.com.au