**DROMANA ESTATE LIMITED**
ABN 58 090 000 276
Registered Office: Suite 106, 1 Princess Street Kew Vic 3101
Phone: 61 3 9855 1700 Facsimile: 61 3 9855 2353

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Dromana Estate Limited ("Company or DMY") will be held at Suite 110, 1 Princess Street Kew Vic 3101 on Tuesday 20 November 2012 at 10.00am.

## BUSINESS

### ORDINARY BUSINESS

**Item 1** **Accounts & Reports**

To receive and consider the Declaration and report of the directors, the report of the Auditor, and the Accounts for the year ended 30 June 2012.

**Item 2** **Resolution 1**
**Adoption of the Remuneration Report for the year ended 30 June 2012**

To consider, and put to a non-binding vote, the following resolution:

"That the remuneration Report required by section 300A of the Corporations Act as contained in the Directors Report of the company for the year ended 30 June 2012 be adopted."

**Item 3** **Resolution 2**
**Election of a Director**

"That Mr. Gabriel Chiappini, who was appointed as a director since the last Annual General Meeting, holds office until the completion of this meeting in accordance with the Company's constitution, is eligible and offers himself for re-election, be re-elected as a Director of the Company."

**Item 4** **Resolution 3**
**Election of a Director**

"That Mr. Jerko Zuvela, who was appointed as a director since the last Annual General Meeting, holds office until the completion of this meeting in accordance with the Company's constitution, is eligible and offers himself for re-election, be re-elected as a Director of the Company."

**VOTING**

A member of DMY can vote in either of two ways:

- By attending the meeting and voting in person or by attorney; or
- By appointing a proxy to attend and vote on their behalf

**VOTING BY PROXY**

- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies.
- Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights.
- A proxy need not be a member of the Company.
- A proxy appointed to attend and vote instead of a member has the same right as the member to speak and vote at the meeting on a show of hands and on a poll.
- Where a proxy is appointed by a member's attorney, the power of attorney together with evidence of non-revocation must be lodged with the proxy form.
- A proxy form appointing a proxy for a corporation must be executed in accordance with section 127 of the Corporations Act.
- Proxy forms (and the power of attorney (if any) under which they are signed or proof thereof to the satisfaction of the directors) must be lodged with the Company's share registry or at 555 Old Moorooduc Road not less than 48 hours before the time of the meeting. A reply paid envelope is enclosed for your use. Alternatively, and if received or recorded by the same time, proxy forms (and the power of attorney (if any) under which they are signed or proof thereof to the satisfaction of the directors) may be lodged by facsimile on 61 3 9855 2353.
- Members of DMY who return their proxy forms but do nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions, Subject to the Voting Exclusion Statement above, proxy appointments in favour of the Chairman of the meeting, the secretary or any director which do not contain a direction will be voted in favour of the resolution.
- A form of proxy is enclosed with this Notice of Annual General Meeting. An additional form will be supplied by the company on request.

BY ORDER OF THE BOARD

Garry Bell
Company Secretary

17 October 2012

# PROXY FORM

**APPOINTMENT OF PROXY**
**DROMANA ESTATE LIMITED**
**ABN 58 090 000 276**

ANNUAL GENERAL MEETING

I/We ____________________

of ____________________

being a Shareholder entitled to attend and vote at the Meeting, hereby

appoint ____________________

Name of proxy

OR ☐ the Chair as my/our proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10am WST, on 16 November 2012 at Suite 110, 1 Princess Street Kew Vic 3101 and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

| Voting on business of the Meeting | FOR | AGAINST | ABSTAIN |
|---|---|---|---|
| Resolution 1 – Adoption of Remuneration Report | ☐ | ☐ | ☐ |
| Resolution 2 – Election of Director – Mr Gabriel Chiappini | ☐ | ☐ | ☐ |
| Resolution 3 – Election of Director – Mr Jerko Zuvela | ☐ | ☐ | ☐ |

**Please note**: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____________%

**Signature of Shareholder(s):** **Date:** _________________

| **Individual or Shareholder 1** | **Shareholder 2** | **Shareholder 3** |
|---|---|---|
| | | |
| **Sole Director/Company Secretary** | **Director** | **Director/Company Secretary** |

**Contact Name:** ____________________________________ **Contact Ph (daytime):** _________________________

## Instructions for Completing 'Appointment of Proxy' Form

1. (**Appointing a proxy**): A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.

2. (**Direction to vote**): A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.

3. (**Signing instructions**):

   - (**Individual**): Where the holding is in one name, the Shareholder must sign.
   - (**Joint holding**): Where the holding is in more than one name, all of the Shareholders should sign.
   - (**Power of attorney**): If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
   - (**Companies**): Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.

4. (**Attending the Meeting**): Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

5. (**Return of Proxy Form**): To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

   (a) post to Dromana Estate Limited, Suite 106, 1 Princess Street Kew Vic 3101; or

   (b) facsimile to the Company on facsimile number +61 3 9855 2353; or

   so that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**