



FlexiGroup Limited

ABN 75 122 574 583

2008 Notice of Meeting

27 October 2008

Dear Shareholder

Annual General Meeting 2008

On behalf of the Directors of FlexiGroup Limited ("**FlexiGroup**"), I am pleased to invite you to the FlexiGroup 2008 Annual General Meeting ("**AGM**"). Enclosed is the Notice of Meeting setting out the business of the AGM.

FlexiGroup's 2008 AGM will be held on 27 November 2008 commencing at 4.00pm (Sydney time) at the Sofitel Wentworth, 61–101 Phillip Street, Sydney NSW 2000. If you decide to attend the AGM, please bring this letter with you to facilitate registration and entry to the AGM. If you are unable to attend the AGM, I encourage you to complete the enclosed proxy form.

Further details relating to the various resolutions proposed at the AGM are attached to this letter.

Subject to the abstentions noted, all the FlexiGroup Directors recommend that shareholders vote in favour of each of the resolutions proposed to be passed at the AGM.

I look forward to seeing you at the AGM.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Margaret Jackson', with a long horizontal flourish extending to the right.

Margaret Jackson
Chairman

Notice of Annual General Meeting

FlexiGroup Limited
ABN 75 122 574 583

Notice is hereby given that the 2008 Annual General Meeting of FlexiGroup Limited ("FlexiGroup" or "Company") will be held at the boardroom at the Sofitel Wentworth, 61–101 Phillip Street, Sydney, on Thursday, 27 November 2008, at 4.00pm, to conduct the following business:

Ordinary Business

1 Financial Reporting

To receive and consider the financial statements of the Company and the consolidated entity for the financial year ended 30 June 2008 and the reports of the Directors and the Auditor of the Company and the consolidated entity.

There is no vote on this item.

2 Remuneration Report

To adopt the Remuneration Report contained within the Annual Report for the year ended 30 June 2008.

Please note that this resolution is advisory only and does not bind the Directors or the Company.

3 Re-Election of Director

Mr Andrew Abercrombie will retire in accordance with Article 10.3(c) of the Constitution and offers himself for re-election as a Director.

Special Business

4 Approval of Participation in the Tax Deferred Employee Share Plan

That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the following be approved:

- participation in the Tax Deferred Employee Share Plan ("**Deferred Plan**") as to a conditional entitlement of up to a maximum of 7,500,000 ordinary shares in the Company by Mr John DeLano, Managing Director;
- subject to the achievement of the performance hurdles set out in the Explanatory Notes to this Notice of Annual General Meeting, acquisition accordingly by Mr DeLano up to the stated maximum of ordinary shares of the Company; and
- the provision of benefits to Mr DeLano under the Deferred Plan,

all in accordance with the terms of the Deferred Plan and on the basis described in the Explanatory Notes to this Notice of Annual General Meeting.

Voting exclusion statement

The Company will disregard any votes cast on Resolution 4 by:

- a director of FlexiGroup (except one who is ineligible to participate in any employee incentive scheme in relation to FlexiGroup); and
- an associate of a director of FlexiGroup (except one who is ineligible to participate in any employee incentive scheme in relation to FlexiGroup).

However, 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.

Voting Entitlements

Pursuant to Corporations Regulation 7.11.37 and ASTC Settlement Rule 5.6.1, the Directors have determined that the shareholding of each shareholder for the purpose of ascertaining voting entitlements for the 2008 Annual General Meeting will be as it appears in the Company's share register at 7.00pm (Sydney time) on 25 November 2008.

Proxies

A shareholder has the right to appoint a proxy, who need not be a shareholder of the Company. If a shareholder is entitled to cast two or more votes, they may appoint two proxies and may specify the percentage or number of votes each proxy is appointed to exercise.

However, if the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half of the shareholder's votes. The proxy form, together with any power of attorney or authority under which the proxy form is signed, must be:

- (a) sent by facsimile to Link Market Services on +61 2 9287 0309; or
- (b) sent by post to Link Market Services in the enclosed reply paid envelope.

Proxies, together with any power of attorney or authority under which the proxy form is signed, must be received not less than 48 hours before the time of the Annual General Meeting (i.e. by 4.00pm (Sydney time) on Tuesday, 25 November 2008) or the time of any adjourned Annual General Meeting.

By order of the Board

David Stevens

Company Secretary

27 October 2008

Explanatory Notes

on the business to be transacted at the FlexiGroup Limited Annual General Meeting

Ordinary Business

Item 1 – Financial Reporting

Section 317(1) of the *Corporations Act 2001* (Cwlth) ("**Corporations Act**") requires a public company to lay before its Annual General Meeting the financial report, the Directors' Report and the Auditor's Report for the financial year that ended before the Annual General Meeting.

Shareholders will be given a reasonable opportunity to consider, comment on and ask questions of the Directors and the Auditor of the Company about the management of the Company, the conduct of the audit, and the preparation and contents of the financial statements and reports for the financial year ended 30 June 2008.

There is no vote on this item.

Item 2 – Remuneration Report

In accordance with section 250R(2) of the *Corporations Act*, the Remuneration Report for the financial year ended 30 June 2008 is put to shareholders for adoption. The Remuneration Report is set out on pages 22–40 of the Annual Report.

The vote on this resolution is advisory only and does not bind the Directors or the Company. Shareholders will be given a reasonable opportunity to ask questions about, and make comments on, the Remuneration Report at the Annual General Meeting.

The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.

Item 3 – Re-Election of Director

Under the provisions in the Company's Constitution for the rotation of Directors, Mr Andrew Abercrombie will retire at the Annual General Meeting and offers himself for re-election.

Mr Andrew Abercrombie

Mr Abercrombie joined the Board on the incorporation of the Company in November 2006.

He became a Founding Director of the original Flexirent business in 1991. Andrew is an experienced commercial and tax lawyer and was a founding partner in a legal firm operating in both Sydney and Melbourne. Following several years in property investment and tax consulting, he became involved in the Flexirent business in 1991 and until 2003 was Chief Executive Officer.

Prior to submitting himself for re-election, Mr Abercrombie acknowledged to the Company that he would have sufficient time to properly fulfil his duties to the Company.

The Directors (with Mr Abercrombie abstaining and not voting) recommend that shareholders vote in favour of Mr Abercrombie's re-election.

Special Business

Item 4 – Approval of Participation in Tax Deferred Employee Share Plan

ASX Listing Rule 10.14 provides that a listed company may only permit a director of the company to acquire securities under an employee incentive scheme where that director's participation has been approved by an ordinary resolution of shareholders.

The approval of shareholders is sought to permit Mr John DeLano, Managing Director, to participate, subject to the achievement of the performance hurdles and tenure conditions set out below, in the Tax Deferred Employee Share Plan ("**Deferred Plan**") for a conditional entitlement of up to 7,500,000 newly issued ordinary shares ("**Deferred Shares**"), being the maximum acquisition amount specified in the resolution.

Recommendation of the Board

The Deferred Plan is part of the overall remuneration strategy of FlexiGroup which is designed to encourage superior performance and commitment to FlexiGroup by the executives participating in the Deferred Plan and/or the other equity incentive plans of the Company.

The Deferred Plan operates by giving participants in the plans the opportunity to acquire shares if applicable performance conditions are met, and any other relevant conditions are satisfied. The performance conditions are set by the Board for each participant.

The Board believes that linking remuneration to achievement is a key driver of FlexiGroup's success and that the Deferred Plan:

- provides an incentive for the creation of, and focus on, shareholder wealth;
- aligns the interests of employees with shareholders; and
- encourages employee retention.

Since the Company's Long Term Incentive Plan ("**LTIP**") was implemented in November 2006, the Board notes that key performance targets of the Company's business have been met. The FY2007 Prospectus forecast NPAT of \$27.5 million was exceeded with a result of \$29.3 million. With the FY2008 result of \$32.3 million, compound net profit after tax growth over 3 years has been 19.3%. The executive team also recently completed the very strategic acquisition of Certegy Australia Limited ("**Certegy**") for a favourable price and secured \$150 million to fund the portfolio in a very difficult credit market. Certegy provides diversification, increased scale and a significant customer base.

Since the establishment of the LTIP, unprecedented factors in the world and local environment have resulted in a significant devaluation in the price of financial services equities.

The Board believes that the previous awards made to executives under the LTIP no longer provide meaningful incentive to the executive team. The purpose of this resolution is to ensure that FlexiGroup can:

- align Mr DeLano's interests with that of FlexiGroup's shareholders;
- provide long term incentives for participation in FlexiGroup's future growth; and
- assist to retain the services of Mr DeLano.

The Directors (with Mr DeLano abstaining and not voting) recommend that shareholders vote in favour of the resolution in Item 4 on the basis that the overall remuneration of Mr DeLano, which includes his participation in the Deferred Plan, is reasonable having regard to the circumstances of the Company and Mr DeLano and that the grant of Deferred Shares to Mr DeLano under the Deferred Plan and on the terms described in these Explanatory Notes:

- is in the best interests of the Company as a whole;
- is consistent with the Company's remuneration policy, in particular the Company's policy of linking remuneration to achievement, and the objective of attracting and retaining highly skilled executives and directors; and
- will therefore have a positive impact on the Company's prospects.

Approval Limits

The maximum number of ordinary shares for which approval is sought assumes that all of the performance hurdles for the Deferred Shares issued to Mr DeLano are satisfied.

The Board has approved, as part of the Deferred Plan, an award by a new issue of 7,500,000 Deferred Shares in 3 tranches as follows:

- an award of 2,500,000 Deferred Shares in Tranche 1 which relates to performance in FY2009;
- an award of 2,500,000 Deferred Shares in Tranche 2 which relates to performance in FY2010; and
- an award of 2,500,000 Deferred Shares in Tranche 3 which relates to performance in FY2011,

on the terms of the Deferred Plan and the terms and conditions described below ("**Grant**").

The rules governing the Deferred Plan ("**Deferred Plan Rules**") are summarised in the Schedule to this Notice of Annual General Meeting.

Mr DeLano, being the only Executive Director of the Company, is the only Director who is currently eligible to participate in the Deferred Plan.

The Grant provides a conditional entitlement up to a maximum of 7,500,000 Deferred Shares. Under the Grant and in accordance with the Deferred Plan Rules, the Deferred Shares comprising the Grant will be held in the Deferred Plan on behalf of Mr DeLano by the FlexiGroup Tax Deferred Employee Share Plan Trustee ("**Trustee**") until they vest on the satisfaction of the tenure conditions and performance hurdles described below.

Once vested, the Deferred Shares will generally remain held in the Deferred Plan until the expiry of the disposal restrictions described below (at the latest, that will be on the tenth anniversary from the date of allocation of the Deferred Shares). However, subject to the Deferred Shares vesting, Mr DeLano can request the Deferred Shares be withdrawn from the Deferred Plan prior to the expiration of the disposal restrictions by submitting to the Company an application ("**Application for Withdrawal of Shares**"), but (unless the Board agrees otherwise) not before 1 September 2011 ("**Retention Date**").

Any dividends paid on the Deferred Shares whilst they are held in the Deferred Plan will be distributed to Mr DeLano.

Consideration for the Grant

Under the Grant, the Deferred Shares will be newly issued ordinary shares and will be issued at no cost to Mr DeLano.

Explanatory Notes continued

Vesting Conditions and forfeiture

The Deferred Shares will be awarded in 3 equal tranches and will be performance tested in accordance with the achievement of the following Vesting Conditions:

Vesting Conditions	Percentage of Deferred Shares that performance hurdle is applicable to	Performance hurdle
Vesting Condition 1	50% of each tranche of Deferred Shares	Total Shareholder Return (" TSR ") targets for the relevant Performance Period are met
Vesting Condition 2	50% of each tranche of Deferred Shares	Relative TSR for the relevant Performance Period compared to the S&P/ASX 300 Index (not including resources companies)

Vesting Condition 1

The performance hurdle set by the Board in relation to Vesting Condition 1 for each tranche is based on TSR of the Company for the relevant Performance Period. If the TSR of the Company equals:

- 10% or higher for the Performance Period between 1 July 2008 to 1 July 2009 ("**Performance Period 1**"); or
- 15% or higher for the Performance Periods between 1 July 2009 to 30 June 2010 ("**Performance Period 2**") and 1 July 2010 to 30 June 2011 ("**Performance Period 3**"),

all of the Deferred Shares for the relevant tranche that are subject to Vesting Condition 1 will vest.

The Board believes that a suitable TSR based performance hurdle is 15%. However, in relation to Performance Period 1, the Board believes a performance hurdle of 10% TSR is more appropriate due to the current market volatility and the integration required following the acquisition of the Certegy business, which is expected to be dilutive initially.

The TSR for Performance Periods 2 and 3 is determined by calculating the amount by which the sum of the 30 day volume weighted average price ("**VWAP**") for FlexiGroup's ordinary shares in the period up to

and including the 1 July (that is the beginning) of the relevant Performance Period and the dividends paid on an ordinary share in FlexiGroup during the Performance Period exceeds the 30 day VWAP for FlexiGroup's ordinary shares in the period up to and including the 30 June (that is the end) of the Performance Period, expressed as a percentage. The TSR for Performance Period 1 will be the same as above except that the VWAP used for the beginning of the Performance Period will be the 30 day VWAP up to and including the date of the 2008 Annual General Meeting, being 27 November 2008.

Vesting Condition 2

The performance hurdle set by the Board in relation to Vesting Condition 2 for each Tranche is based on TSR growth of the Company measured against other companies' TSR growth in the S&P/ASX 300 Index (not including resources companies) for the relevant Performance Period.

TSR for the Company for a Performance Period will be measured in the same way as for Vesting Condition 1. The same 30 day VWAP calculations will be used to determine the TSR for a Performance Period of the other companies in the S&P/ASX 300 Index (not including resources companies).

The performance hurdle for Vesting Condition 2 will be considered satisfied in accordance with the following table:

Target	Percentage of Deferred Shares of the relevant Tranche subject to the relative TSR hurdle to vest
The Company's TSR ranked in the 4th quartile (i.e. 76th to 100th ranking) of companies in S&P/ASX 300 Index (excluding resources companies)	Nil
The Company's TSR equals performance of the 75th ranking company in S&P/ASX 300 Index (excluding resources companies)	25%
The Company's TSR ranked in the 3rd quartile (i.e. 51st to 75th ranking) of companies in S&P/ASX 300 Index (excluding resources companies)	Pro rata between 25% and 50%
The Company's TSR ranked in the 2nd quartile (i.e. 26th to 50th ranking) of companies in S&P/ASX 300 Index (excluding resources companies)	Pro rata between 50% and 100%
The Company's TSR ranked in the 1st quartile (i.e. 1st to 25th ranking) of companies in S&P/ASX 300 Index (excluding resources companies)	100%

The Performance Periods applicable to each of the Vesting Conditions are as follows:

Tranche	Performance Period
Tranche 1	Performance Period 1 (being 1 July 2008 to 30 June 2009)
Tranche 2	Performance Period 2 (being 1 July 2009 to 30 June 2010)
Tranche 3	Performance Period 3 (being 1 July 2010 to 30 June 2011)

The performance based Vesting Conditions for each tranche will be tested after the end of the relevant Performance Period. The testing date is the results announcement date for the financial year of that Performance Period. If the performance based Vesting Conditions are met, the relevant Deferred Shares for a tranche will vest at that time.

Forfeiture

Generally, any Deferred Shares that do not vest in accordance with the Vesting Conditions will be forfeited in accordance with the Deferred Plan Rules.

Should Mr DeLano cease to be employed by the Company on or prior to any of the Deferred Shares vesting, all of the unvested Deferred Shares will be forfeited immediately unless the Board makes a determination otherwise.

Accelerated vesting

Unless the Board determines otherwise, satisfaction of the Vesting Conditions described above and early vesting of the Deferred Shares will automatically occur if there is a change of control, reconstruction, amalgamation, winding up or delisting of the Company.

In addition, the Board may, in its discretion, decide to accelerate the vesting of all or part of the Deferred Shares in specified circumstances including death, total and permanent disablement, or cessation of employment for other reasons (e.g. retirement, redundancy).

Disposal restrictions

Deferred Shares that vest in accordance with the applicable Vesting Conditions will be subject to a restriction on disposal until the Retention Date (1 September 2011). However, the Board will have a discretion to allow Mr DeLano to make an Application for Withdrawal of Deferred Shares earlier than the Retention Date.

Explanatory Notes continued

Unless the Board determines otherwise, under the Deferred Plan Rules, Mr DeLano may submit an Application for Withdrawal of Shares prior to the vesting of the Deferred Shares in specified circumstances including total or permanent disablement.

Once the Deferred Shares have vested and are no longer subject to the disposal restriction expiring on the Retention Date, Mr DeLano is entitled to make to the Board an Application for the Withdrawal of Deferred Shares held on trust for him under the Deferred Plan. The Board may determine whether to approve the Application for Withdrawal of Shares, whose approval may not be unreasonably withheld.

If an Application for Withdrawal of Deferred Shares is approved by the Board, Mr DeLano may elect for the Trustee to either:

- sell the Shares on his behalf; or
- arrange for the Shares to be transferred to his name.

Once any Board imposed disposal restriction is removed, and subject to the Company's Trading Policy, Deferred Shares will be removed from the Deferred Plan and Mr DeLano will be able to deal with the Shares freely.

Additional information

The Deferred Shares will be issued no later than 1 month after the date of the general meeting.

No loan will be made by FlexiGroup in connection with the acquisition of Deferred Shares by Mr DeLano. Mr DeLano is the only person referred to in ASX Listing Rule 10.14 that is eligible to receive an award under the Deferred Plan.

There have been no previous awards of Deferred Shares under the Deferred Plan (FlexiGroup has not previously sought approval for the Deferred Plan) to persons referred to in ASX Listing Rule 10.14, although Mr DeLano currently holds:

- 5,437,500 Options ("**IPO Options**") which were granted on 8 December 2006 under the Company's LTIP and as described in the FlexiGroup Prospectus dated 21 November 2006 ("**Prospectus**"); and
- 2,174,820 Performance Rights ("**2007 Performance Rights**") which were granted on 29 November 2007 under the LTIP and as described in the 2007 Notice of Annual General Meeting dated 26 October 2007.

The IPO Options were to vest if FlexiGroup achieved certain EPS and other key performance indicator hurdles and have an exercise price of \$2.00 per Option.

The 2007 Performance Rights were to vest if any of 3 performance conditions were satisfied, being if before 30 June 2011 the market capitalisation of the Company was \$1.2 billion or more for a sustained period or a takeover occurred valuing the Company at \$1.2 billion or more or EPS of the Company for any financial year ending on 30 June 2011 or earlier was at least 24.6 cents per share.

Further details of the IPO Options and 2007 Performance Rights are set out in the Prospectus, the 2007 and 2008 FlexiGroup Annual Reports and the 2007 Notice of Annual General Meeting.

Details of any securities issued under the Deferred Plan, and a statement that approval for the issue of securities was obtained under ASX Listing Rule 10.14, will be published in each Annual Report of the Company for the period in which the relevant securities were granted.

Any additional persons who become entitled to participate in the Deferred Plan after the resolution under Item 4 is approved, being persons in relation to whom shareholder approval is required under ASX Listing Rule 10.14 and who are not named in the Notice of Annual General Meeting to which these Explanatory Notes relate, will not be entitled to acquire securities under the Deferred Plan until approval is obtained under ASX Listing Rule 10.14.

Schedule

Summary of the Deferred Plan Rules

General

The Deferred Plan is a general employee share plan under which offers may be made to employees to acquire Shares on terms and conditions determined by the Board. The Deferred Plan Rules impose forfeiture conditions in respect of the Shares allocated under the plan.

The Deferred Plan is an optional share purchase scheme for employees. In general, the Deferred Plan may be used to allow permanent full-time and permanent part-time employees of FlexiGroup to either:

- elect to sacrifice part of their salary and/or bonus to acquire Shares under the Deferred Plan; or
- to allow FlexiGroup to make awards of Shares to employees as a performance incentive or reward for exceptional performance, on terms and conditions determined by the Board.

Performance conditions may be imposed in respect of the Shares allocated under the Deferred Plan.

The Deferred Plan Rules set out the general terms of the Deferred Plan. A grant of Shares under the Deferred Plan is subject to both the Deferred Plan Rules and the terms of the specific grant as determined by the Board.

Under the Deferred Plan, the Company or a subsidiary of the Company may provide financial assistance to participating employees for the purpose of acquiring Shares by inviting employees to sacrifice salary and/or bonus in return for Shares, or by providing Shares to employees at no cost to the employee.

Deferred Shares

Shares are issued or purchased on market at the prevailing market price and will be held on behalf of the participant by the FlexiGroup Trustee until the expiry of a specified holding period. The holding lock expires on the tenth anniversary from the date of allocation. However, participants can "call" for Deferred Shares prior to the expiration of the holding lock but not before the times set out under the relevant award.

Summary of Deferred Plan Rules

The Board and the Trustee are responsible for administering the Deferred Plan in accordance with the Deferred Plan Rules and the terms and conditions of specific grants of Shares to participants in the Deferred Plan. The Deferred Plan Rules include the following provisions:

Eligibility and Participation

The Board may determine which persons will be eligible to participate in the Deferred Plan from time to time.

The Board may invite eligible persons to apply to participate in the Deferred Plan.

Consideration for Grant

The Board may determine the amount (if any) payable for the grant of a Share from time to time.

Allocation of Shares

Shares allocated under the Deferred Plan may be existing Shares or newly issued Shares. Shares will be acquired by the Trustee and held on trust for the relevant participant.

The Shares held under the Deferred Plan will be registered in the name of the Trustee.

A participant is entitled to receive distributions/dividends made in respect of, and participate in bonus and rights issues in accordance with rights attaching to, Deferred Shares held on trust for them under the Deferred Plan (whether or not the Deferred Shares are subject to disposal restrictions or performance conditions).

A participant may direct the exercise of any voting rights attaching to Shares held on trust for them under the Deferred Plan by directing the Trustee on how the relevant voting rights are to be exercised.

Restrictions on Dealing

Shares acquired pursuant to the Deferred Plan will be held on trust subject to a restriction period ending on the earlier of 10 years after allocation or the date the relevant participant ceases to be employed by a FlexiGroup entity. The Trustee may implement such arrangements as it determines are necessary to enforce this disposal restriction. If, however, FlexiGroup is subject to a takeover or scheme of arrangement under the Corporations Act, the Board may, in its discretion, determine that the Shares cease to be restricted.

Once the restriction is removed, and subject to FlexiGroup's Trading Policy, Shares held on trust for them under the Deferred Plan are transferred to the relevant participant and may be dealt with freely.

Schedule continued

Withdrawal of Shares

A participant is entitled to make an application for the Withdrawal of Deferred Shares held on trust for them under the Deferred Plan provided that all requirements under the Deferred Plan Rules and the terms and conditions of the offer that must be satisfied before Deferred Shares can be withdrawn from the Deferred Plan ("**Deferred Plan Requirements**") have been satisfied.

The Trustee may reject a participant's application for the withdrawal of the participant's Shares held under the Deferred Plan, where the participant's employment may be terminated in circumstances which involve an act of fraud, defalcation or gross misconduct in relation to FlexiGroup.

Forfeiture of Shares

A participant will forfeit all Deferred Shares held on trust for them under the Deferred Plan for \$1.00 in total if:

- the participant ceases to be employed by FlexiGroup (including where the participant's employer ceases to be an entity in FlexiGroup or its business has been transferred to a non-FlexiGroup entity) at such time as the relevant Deferred Plan Requirements have not been satisfied or waived;
- one or more Deferred Plan Requirements have been breached by the participant or otherwise have not been satisfied or waived; or
- the Board determines that a participant's employment has been, or will be, terminated in circumstances involving an act of fraud, defalcation or gross misconduct in relation to FlexiGroup,

unless otherwise determined by the Board.

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