REA

Notice of Annual General Meeting

REA Group

Notice is given that the Annual General Meeting (**Meeting**) of REA Group Limited (**Company**) will be held at The Grand Hyatt, Grosvenor Room, 123 Collins Street, Melbourne Victoria on Wednesday, 14 November 2012 at 12.00 pm (AEDST) for the purposes of transacting the business set out in this notice.

1. Consideration of Reports

To receive and consider the Company's Financial Report, including the Financial Statements, and the reports of the Directors and Auditors for the year ended 30 June 2012.

2. Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution: "That the Remuneration Report for the year ended 30 June 2012 be adopted."

The Remuneration Report is set out on pages 26 to 33 of the 2012 Annual Report. Please note that the vote on this resolution is advisory only and does not bind the directors or the Company.

3. Election and Re-election of directors

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

a) That Mr Hamish McLennan, who having been appointed as a director of the Company on 21 February 2012 in accordance with rule 6.1(e) of the Company's Constitution, and being eligible for election, be elected as a director of the Company.

b) That Mr Stephen Rue, who retires in accordance with rule 6.1(f) of the Company's Constitution, and being eligible for re-election, be re-elected as a director of the Company.

c) That Ms Kathleen Conlon, who retires in accordance with rule 6.1(f) of the Company's Constitution, and being eligible for re-election, be re-elected as a director of the Company.

4. Adoption of New Constitution

To consider, and if thought fit, pass the following resolution as a special resolution: "That the new Constitution tabled at the meeting and signed by the Chairman of the meeting for the purposes of identification, be adopted as the Constitution of the Company in place of the current Constitution, with effect from the close of the meeting."

Rebecca Liatis
Company Secretary
12 October 2012

Voting exclusions

For all resolutions that are directly or indirectly related to the remuneration of a member of the Key Management Personnel (KMP) of the Company (being the resolution in respect of Item 2), the Corporations Act 2001 (Cth) (Corporations Act) restricts KMP and their closely related parties from voting in certain circumstances.

Closely related party is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP.

Item 2- Remuneration Report

The Company will disregard any votes cast (in any capacity) on Item 2 by or on behalf of a KMP named in the Remuneration Report or that KMP's closely related party, unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the proxy form, or by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy.

Proxies and voting

Eligibility to vote

You are eligible to vote at the meeting if you are registered as a holder of the Company's shares at 7.00pm (AEDST) on Monday 12 November 2012.

Appointing a proxy

If you are entitled to attend and vote at the meeting, you can appoint a proxy to attend and vote on your behalf. A proxy need not be a shareholder of the Company, and may be an individual or a body corporate. A personalised proxy form is included with this notice of meeting. If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes. If you require a second proxy form, please contact the Company share registry, Computershare Investor Services on 1300 850 505.

You may specify the way in which the proxy is to vote on each resolution (ie. by marking the boxes 'for', 'against' or 'abstain' next to the applicable resolutions on the proxy form) or you may allow the proxy to vote at his or her discretion. However, the Company's KMP (which includes each of the directors) and their closely related parties will not be able to vote your proxy on Item 2 unless you direct them how to vote. If you intend to appoint a member of the KMP, other than the Chairman of the meeting, as proxy, you must ensure the proxy is directed how to vote on Item 2.

If you intend to appoint the Chairman of the meeting as proxy (or the Chairman becomes your proxy by default), you can direct him how to vote by marking the appropriate boxes on the Proxy Form (ie. 'for', 'against' or 'abstain'). If you do not mark any of the boxes, by signing and returning the proxy form, you are expressly authorising the Chairman of the meeting to exercise you proxy on Item 2 as he sees fit, notwithstanding that the item is connected with the remuneration of the Company's KMP (and the Chairman of the meeting will cast your proxy in favour of Item 2).

The Company encourages all shareholders who submit proxies to direct their proxy how to vote on each item of business.

If you appoint a proxy and direct them how to vote, and your proxy does not attend the Meeting or does not vote if a poll is called on an item of business, your directed proxies will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed on a poll.

Lodging your proxy form

You can lodge your completed proxy form with the Company's share registry, Computershare Investor Services, by post, personal delivery, electronically or by fax to:

REA Group Limited
c/- Computershare Investor Services

Personal delivery address:
452 Johnston Street
Abbotsford VIC 3067

Postal address:
GPO Box 242
Melbourne VIC 3001

Fax:
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

Electronically:
www.investorvote.com.au

For intermediary Online subscribers only (custodians)
www.intermediaryonline.com

Your completed proxy form must be received by Computershare Investor Services no later than 12.00 pm (AEDST) on Monday 12 November 2012, being 48 hours before the commencement of the meeting. If the proxy form is signed by an attorney, the original power of attorney under which the proxy form was signed (or a certified copy) must also be received by Computershare Investor Services by 12 pm (AEDST) on Monday 12 November 2012, unless it has been previously provided to Computershare Investor Services.

If you appoint a proxy you may still attend the meeting. However, your proxy's rights to speak and vote are suspended while you are present. Accordingly, you will be asked to revoke your proxy if you register at the meeting.

Attending the meeting

If you attend the meeting, please bring your personalised proxy form with you. The bar code at the top of the form will help you to register. If you do not bring your form with you, you will still be able to attend the meeting but representatives from Computershare Investor Services will need to verify your identification.

Corporate shareholders

Corporate shareholders who wish to appoint a representative to attend the meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the company's representative. Shareholders can download and fill out an "Appointment of Corporate Representative" form from the Computershare website: www.computershare.com.au.

Questions for the Auditor

Shareholders may submit questions to the Company's Auditor, Ernst and Young, if the question is relevant to the content of Ernst & Young's audit report for the year ended 30 June 2012 or the conduct of its audit of the Company's Financial Report for the year ended 30 June 2012.

If you wish to submit a question to the Auditor in writing, it must be received by the Company no later than Wednesday 7 November 2012. You may submit any written questions for the Auditor with the Company's share registry, Computershare Investor Services, by post, personal delivery, electronically or by fax to:

REA Group Limited
c/- Computershare Investor Services

Personal delivery address:
452 Johnston Street
Abbotsford VIC 3067

Postal address:
GPO Box 242
Melbourne VIC 3001

Fax:
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For intermediary Online subscribers only (custodians)
www.intermediaryonline.com

Explanatory Notes

Item 1 – Consideration of the Financial Statements and Report

In accordance with section 317 of the Corporations Act 2001 (Cth) ("Corporations Act"), the Company is required to lay before the Annual General Meeting:

- the reports of the Directors and Auditors, for the fiscal year ended 30 June 2012; and
- the Financial Report, including the Financial Statements of the Company, for the fiscal year ended 30 June 2012,

Neither the Corporations Act nor the Company Constitution require a vote of members on the reports or statements. However, shareholders will be given a reasonable opportunity to ask questions about or make comments on the management of the Company.

Also, a reasonable opportunity will be given to members as a whole at the meeting to ask the Company's Auditor questions relevant to 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.

Item 2 - Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to Shareholders its Remuneration Report as disclosed in the Company's 2012 Annual Report and shareholders will be asked to vote on this item. The vote is advisory only and is not binding on the directors or the Company. However the directors will have regard to the outcome of the vote and the discussion at the meeting when determining the Company's remuneration policy.

The Remuneration Report is presented within the Directors' Report on pages 26 to 33 of the REA Group Limited 2012 Annual Report and is also available on the Company's corporate website (www.rea-group.com).

The Remuneration Report sets out remuneration policy for the Company and explains the remuneration arrangements in place for its executives and directors.

A *voting exclusion statement* applies to this item of business, as set out in the notice of meeting.

The Board recommends that shareholders vote in favour of Item 2.

The Chair of the meeting intends to vote all available proxies in favour of this item of business.

Item 3 – Election and Re-election of directors

The Board's policy on board composition is to ensure that at all times there will be an appropriate mix of skills and experience in order to provide the necessary knowledge required to meet the Company's objectives.

Mr Hamish McLennan, who having been appointed as a director of the Company on 21 February 2012 is offering himself for election as a director of the Company. His expertise and experience is set out below.

Mr Stephen Rue and Ms Kathleen Conlon are retiring from office and are eligible to stand for re-election. Their expertise and experience is set out below.

Mr Hamish McLennan

Non-executive director appointed 21 February 2012. Appointed Chairman 10 April 2012. Age 46.

Mr McLennan is the Executive Vice President, Office of the Chairman at News Corporation, responsible for developing and enhancing its large-scale global brand and media partnerships. Prior to joining News Corporation, Mr McLennan was the global Chairman and CEO of Young & Rubicam, which is one of the world's largest advertising networks and part of WPP, the world's largest communications services group. Mr McLennan joined Young & Rubicam in 2002 as Chairman and CEO of Y&R Brands Australia/New Zealand, one of the largest marketing services groups in Australasia. He has previously served on the Boards of directors for the United Negro College Fund (UNCF) and the US Ad Council based in New York.

Mr McLennan is Chairman of the Board and a member of the Board's Human Resources Committee.

The Board (other than Mr McLennan) recommends that shareholders vote in favour of Item 3(a).

The Chairman of the meeting intends to vote all available proxies in favour of this item of business.

Mr Stephen P Rue CA, BBS, DPA.

Non-executive director appointed 1 September 2003. Age 46.

Mr Rue is the Chief Financial Officer of News Limited, the Australian arm of News Corporation. He was appointed to his current role in May 2003, and previously was the company's Group Finance Manager. Mr Rue first joined News Limited in 1996 and moved into the role of Treasurer and Special Projects Manager prior to being appointed Group Finance Manager. Mr Rue is a Chartered Accountant and holds a Bachelor of Business Studies and a Diploma in Professional Accounting. His experience includes eight years at Arthur Andersen where he held the position of Senior Manager in the Audit and Business Advisory division.

Mr Rue is Chairman of Community Newspaper Group Limited, Chairman of Melbourne Storm Rugby League Club Limited, director of News Limited and Australian Associated Press Pty Limited and an alternate director of Foxtel Australia.

Mr Rue is a member of the Audit Risk and Compliance Committee.

The Board (other than Mr Rue) recommends that shareholders vote in favour of Item 3(b).

The Chairman of the meeting intends to vote all available proxies in favour of this item of business.

Ms Kathleen Conlon BA(ECON)(DIST), MBA, FAICD.

Independent non-executive director appointed 27 June 2007. Age 48.

Ms Conlon brings over 20 years of professional consulting experience to her boards. She is a recognised thought leader in strategy and business improvement, and has advised leading companies across a range of industries and countries. In her seven years as a partner and director of the Boston Consulting Group (BCG), Ms Conlon led BCG's Asia Pacific Operations Practice Area and, previously, the Sydney Office. In 2003, Ms Conlon was awarded a Centenary Medal for service to business.

Ms Conlon is a non-executive director of CSR Limited (since 2004), where she chairs the HR Committee and serves on the Audit Committee. She is also a non-executive director of Lynas where she serves on the Remuneration and Audit Committees and a member of Chief Executive Women. She is a NSW Council Member of the Australian Institute of Company Directors.

Ms Conlon is Chair of the Board's Human Resources Committee and member of the Audit Risk and Compliance Committee.

The Board (other than Ms Conlon) recommends that shareholders vote in favour of Item 3(c).

The Chairman of the meeting intends to vote all available proxies in favour of this item of business.

Item 4 - Adoption of new Constitution

The Company's Constitution has not been amended since its adoption in November 1999. There have been a number of significant developments in law (both the *Corporations Act 2001* (Cth) (**Corporations Act**) and the ASX Listing Rules), corporate governance principles and general corporate and commercial practice for ASX listed companies since that time. Accordingly, the Company's current Constitution requires substantial updating.

The Board has determined that it is more appropriate to adopt a new Constitution, which reflects these changes, rather than make each of the necessary amendments to the current Constitution. Many of the proposed changes are administrative or relatively minor in nature. The principal differences between the current Constitution and the proposed Constitution are outlined below. However, this summary does not separately detail every difference between the existing Constitution and the proposed new Constitution. A copy of the Company's existing Constitution and proposed new Constitution are available from the Company's website at www.rea-group.com.

General meetings

The proposed new Constitution incorporates a number of changes proposed to assist with the orderly conduct of general meetings of the Company.

In particular, rule 6.1(b) of the proposed new Constitution gives the Directors the power to, by notice to the ASX, change the venue for, postpone or cancel a general meeting if they consider that the meeting has become unnecessary, or the venue would be unreasonable or impractical or a change is necessary in the interests of conducting the meeting efficiently. This will provide the Company with more flexibility than the current Constitution which requires 5 business days' notice to be given, which would be impossible in the event of an emergency or overflow of attendees.

Rule 6.3(c) of the proposed new Constitution gives the Chairperson of a general meeting the specific power to arrange for any person whom the Chairperson considers cannot be seated in the main meeting room to observe or attend the general meeting in a separate room. This power will allow the Chairperson to ensure that all shareholders who would like to attend a general meeting can do so even where substantially more people attend than expected.

The proposed new Constitution also includes provisions to facilitate direct voting at general meetings in rule 6.7(j). This will provide the Company with the flexibility to enable shareholders to lodge their votes prior to the meeting without needing to attend the meeting or appoint a proxy. The Company does not currently propose to implement direct voting, but may reconsider this in the future.

Proxies

The proposed new Constitution codifies the general law powers of the Company to complete or amend incomplete or unclear proxy appointments on the basis of shareholders' instructions in rules 7.9(k) and (l).

Directors

Nomination requirements

Rule 7.1(j) of the proposed new Constitution provides that where a member is intending to nominate a person for election at a general meeting, they must give the Company notice of that intention at least 45 Business Days before the meeting. Under the existing Constitution, notice must be provided at least 30 Business Days before the meeting, which is less than the minimum notice period currently required by the ASX Listing Rules. Additionally, all nominations for election at a general meeting must not be received more than 90 Business Days before the meeting.

These changes recognise the need to give at least 28 days' notice of a general meeting of the Company and the time required for printing and distribution of a notice of meeting along with the administrative difficulty of having a long nomination period.

Board size

Rule 7.1(a) of the proposed new Constitution reduces the default maximum Board size from 12 to 10. This change does not affect shareholders ability to set a higher or lower maximum number in general meeting. Currently the Board is comprised of 8 Directors.

Rotation requirements

Under rule 7.1 of the proposed new Constitution, Directors will be required to retire no later than the third annual general meeting following the Director's last election or appointment. Under the existing Constitution, one third of the Directors are required to retire at each annual general meeting. The proposed new rule 7.1 reflects common director rotation provisions amongst listed companies and is in line with the relevant ASX Listing Rules. To the extent the ASX Listing Rules require the Company to hold an election of Directors at an annual general meeting, a Director election will be held, and rule 7.1 provides the process for determining which Director will stand for re-election at that annual general meeting.

Remuneration

The rules in the proposed new Constitution relating to Directors' remuneration are broadly in line with the rules in the existing Constitution. As with the existing Constitution, under the proposed Constitution, the total annual fees of Directors must not exceed the aggregate amount fixed by the Company in general meeting. At the date of this notice of meeting, this amount is $700,000 per annum, which was approved by shareholders on 16 November 2011. No increase is currently proposed to this amount. However, rule 7.3 of the proposed new Constitution clarifies that:

- in calculating the maximum fees payable, superannuation contributions made to comply with superannuation guarantee legislation are included in the aggregate fee cap; and
- amounts paid for any insurance premium are excluded;
- remuneration may be paid other than in cash (e.g. shares in the Company or superannuation contributions); and
- extra fees paid for service on Board committees or as Chairperson or Deputy Chairperson will be included in the aggregate fee cap.

The existing Constitution allowed the Board discretion to exclude some of these amounts from the aggregate fee cap. This new rule reflects the Company's current approach to calculating Director remuneration within the cap and will provide greater transparency and certainty to shareholders.

Associate Directors

In line with contemporary corporate governance practice, the proposed new Constitution removes the ability of directors to appoint associate directors.

Executive Directors

The proposed new Constitution clarifies in rule 8.3 that, unless the Directors decide differently, the office of a director who is employed by the Company or by a subsidiary of the Company automatically becomes vacant if the director ceases to be so employed. This rule will apply to the Managing Director and any other directors who are employed by the Company. Similarly, an executive Director's employment with the Company will cease under rule 8.1 if they cease to be a director, unless the Board decides otherwise.

Dividends and distributions

The proposed new Constitution includes several changes intended to broaden the methods by which the Company may distribute or deal with its profits.

Following recent amendments to the Corporations Act, companies are no longer restricted to paying dividends out of profits. Rule 4.1 of the proposed new Constitution will give the Directors the flexibility to resolve to pay a dividend out of any available source permitted by law as well as to rescind a decision to pay a dividend before the payment date if the Company's financial position no longer justifies that payment.

Rule 4.1 also provides the Company with the flexibility to make electronic payment of dividends, and clarifies that where a shareholder's address is not known, the Company may hold the amount payable in an account of the Company until the shareholder nominates a valid account or registered address (as applicable). The Company also has the discretion to use the unclaimed money to acquire further shares in the Company on behalf of the shareholder when no claim has been made within 11 months with any residual sum to be carried forward or donated to charity as the directors determine.

Share capital

Rules 2 and 3 of the proposed new Constitution reflect current market practice and provide the Company with additional flexibility in relation to aspects of its share capital structure, as matters such as conversion or reclassification of shares into different classes and the ability to vary class rights, are now provided for in the constitution, rather than relying on the statutory provisions at the time of any such action. No changes are proposed to the share capital of the Company at this time. However should the Company wish to make changes in the future these new provisions provide market standard mechanisms for doing so. In particular, rule 2.5 sets out a mechanism for the variation of class rights with the written consent of the holders of 75% of the shares in the affected class or by a special resolution passed at a meeting of shareholders in the affected class.

Rule 5 of the proposed new Constitution provides the Company with greater flexibility in relation to the transfer and transmission of shares, including a mechanism for the sale of non-marketable parcels of shares.

Indemnity of directors and officers

Consistent with the existing Constitution, the proposed new Constitution requires the Company to indemnify its directors and officers on a full indemnity basis and to the full extent permitted by law. However, rule 9.3 of the proposed new Constitution clarifies that the indemnity is enforceable without the director or officer having to incur expenses or make any payment and that the indemnity is not limited to uninsured losses. These changes are consistent with contemporary market practice. Rule 9.6 clarifies that the Company has the power to enter into deeds with its directors or officers to give effect to the indemnity.

Definitions and interpretation

The proposed Constitution updates the definitions to reflect current terminology and where possible relies on terms defined in the Corporations Act, ASX Listing Rules and ASX Settlement Operating Rules.

Redundant provisions

A number of provisions in the Company's current Constitution duplicate existing Corporations Act or ASX Listing Rule requirements and, if the proposed new Constitution is not adopted, will require amendment to the Constitution in the event of legislative or regulatory change. Accordingly, such rules have been omitted from the proposed new Constitution.

The Board recommends that shareholders vote in favour of the adoption of the proposed new Constitution. If this resolution is approved, the new Constitution will take effect from the close of the meeting.

The Chair of the Meeting intends to vote all available proxies in favour of this item of business.

REA Group™

ABN 54 068 349 066

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

Lodge your vote:

Online:
www.investorvote.com.au

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

Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au

☑ **Cast your proxy vote**

☑ **Access the annual report**

☑ **Review and update your securityholding**

Your secure access information is:

Control Number: 999999

SRN/HIN: I9999999999 **PIN: 99999**

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

For your vote to be effective it must be received by 12:00pm (AEDST) Monday 12 November 2012

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 for Postal Forms

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.

GO ONLINE TO LODGE YOUR PROXY ELECTRONICALLY,

or turn over to complete the form ➔

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

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

I 9999999999 I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of REA Group 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of REA Group Limited to be held at The Grand Hyatt, Grosvenor Room, 123 Collins Street, Melbourne, Victoria on Wednesday, 14 November 2012 at 12:00 pm (AEDST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 2	Remuneration Report	☐	☐	☐
Item 3a	Election of Mr Hamish McLennan as a director of the Company	☐	☐	☐
Item 3b	Re-election of Mr Stephen Rue as a director of the Company	☐	☐	☐
Item 3c	Re-election of Ms Kathleen Conlon as a director of the Company	☐	☐	☐
Item 4	Adoption of New Constitution	☐	☐	☐

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

Contact Name ______ Contact Daytime Telephone ______ Date ___ / ___ / ___

Computershare