

**HOMELOANS LIMITED** ABN 55 095 034 003

Notice of Annual General Meeting and Explanatory Memorandum

**Date of Meeting:** Thursday, 22<sup>nd</sup> November 2012

**Time of Meeting:** 11.00am (Perth time)

**Place of Meeting:** The Theatrette  
Level 4, The Atrium  
168 St Georges Terrace  
Perth, Western Australia

## HOMELOANS LIMITED

ABN 55 095 034 003

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2012 Annual General Meeting of Homeloans Limited will be held at The Theatre Level 4, The Atrium, 168 St Georges Terrace Perth, Western Australia on 22<sup>nd</sup> November 2012 at 11.00am (Perth time).

#### BUSINESS OF THE MEETING

##### ORDINARY BUSINESS

###### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Company's 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, to pass the following Resolution as an ordinary resolution:

*"That the Remuneration Report for the year ended 30 June 2012 be adopted."*

Note: the vote on this resolution is advisory only and does not bind the directors or the company.

###### 3. RE-ELECTION OF DIRECTORS

(a) *In accordance with clause 13.6 of the Constitution, Mr Gavin James Buchanan offers himself for re-election;*

(b) *In accordance with clause 13.4 of the Constitution, Mr Robert Peter Cockburn Salmon retires by rotation and being eligible offers himself for re-election; and*

(c) *In accordance with clause 13.4 of the Constitution, Mr Robert Norman Scott retires by rotation and being eligible offers himself for re-election.*

Items 3(a), 3(b) and 3(c) will be voted on as separate ordinary resolutions.

##### SPECIAL BUSINESS

###### 4. APPROVAL OF EMPLOYEE SHARE OPTION PLAN

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

*"That the Homeloans Ltd Employee Share Option Plan and the issue of securities in the Company under that Plan be approved for the purposes of ASX Listing Rule 7.2, exception 9."*

###### 5. APPROVAL OF THE EMPLOYEE RIGHTS PLAN

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

*"That the Homeloans Ltd Employee Rights Plan described in the Explanatory Memorandum to the Notice of Meeting, the grant of Rights and the issue of Ordinary Shares under such Plan to employees of the Company, be and is hereby approved for the purposes of Exception 9 of Listing Rule 7.2 and for all other purposes."*

The Chairman intends to vote undirected proxies in favour of each item of business.

BY ORDER OF THE BOARD



Jennifer Murray

Company Secretary

Dated this 22<sup>nd</sup> day of October, 2012

## INFORMATION FOR SHAREHOLDERS

### Explanatory Memorandum

The Explanatory Memorandum is included in and forms part of this Notice of Annual General Meeting. Please read the Explanatory Memorandum. It is an important document and should be read in its entirety. Please consult your professional advisor if you do not understand, or require further clarification in respect of, any part of the document.

### Attending the Meeting

All shareholders may attend the Annual General Meeting. In the case of joint shareholders, all holders may attend the meeting but only one holder may vote at the meeting in respect of the relevant shares (including by proxy). If more than one joint holder is present, and more than one of the joint holders vote in respect of the relevant shares, only the vote of the joint holder whose name stands first in the register in respect of the relevant shares is counted. A corporate shareholder may appoint one or more persons to act as its representative(s), but only one representative may exercise the corporate shareholder's powers at any one time. The company requires appropriate evidence of appointment.

### Asking Questions at the Meeting

The Annual General Meeting is intended to give shareholders the opportunity to hear the Chairman talk about the year that has just passed and also give some insight to the company's prospects for the year ahead.

We welcome shareholders' questions at the meeting. However, in the interests of all present, we ask that you confine your questions to matters before the meeting that are relevant to the shareholders as a whole.

We ask that you please submit your questions with your proxy form or by facsimile to +61 8 9327 1778. You may also submit questions via the Company's website, [www.homeloans.com.au](http://www.homeloans.com.au) (contact us).

### Voting Entitlements

The following persons may vote at the Annual General Meeting:

- (a) a person entitled to vote if they have an interest in the Company that allows them to do so;
- (b) a proxy of a person entitled to vote; and
- (c) the Chairman as proxy for a person entitled to vote, in accordance with their directions.

#### • Voting Exclusion – Resolution Number 2

Homeloans Limited will disregard any votes cast (in any capacity) on resolution number 2 by or on behalf of a member of Homeloans Limited key management personnel and their closely related parties. The names of the key management personnel and their remuneration are included in the company's Remuneration Report for 2012.

However the company will not disregard a vote cast on resolution number 2 by a member of Homeloans Limited key management personnel or a closely related party if the vote is cast as a proxy appointed in writing that specifies how the proxy is to vote on the resolution and the vote is not cast on behalf of a member of Homeloans Limited key management personnel or their closely related parties.

#### • Voting Exclusion - Resolution Number 4

Homeloans Limited will disregard any votes cast on resolution number 4 by any employee who may participate in the Homeloans Limited Employee Option Plan or any associate of any employee who may participate in such Plan.

However the company will not disregard a vote cast on resolution number 4 by an employee acting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or if it is cast by the Chairman of 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 Exclusion - Resolution Number 5

Homeloans Limited will disregard any votes cast on resolution number 5 by any employee who may participate in the Homeloans Limited Employee Rights Plan or any associate of any employee who may participate in such Plan.

However the company will not disregard a vote cast on resolution number 5 by an employee acting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or if it is cast by the Chairman of 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.

### Determination of Entitlement to Attend and Vote

The Directors have determined that the shareholding of each member and their voting entitlements for the Annual General Meeting be as set out in the Company's Share Register at 5.00pm (Perth time) on Tuesday, 20<sup>th</sup> November 2012.

## Proxy Votes

You can appoint a proxy to attend and vote for you at the meeting in accordance with the directions on the proxy form. If no directions are given to the proxy on the form, the proxy may vote as he or she thinks fit. A proxy does not need to be a shareholder of the Company and may be an individual or a body corporate.

A corporate shareholder must sign the proxy form in accordance with its Constitution or otherwise in accordance with the Corporations Act. Where the proxy form is signed under the hand of a duly authorised person or persons of a corporate shareholder, such authorisation must have been sighted at the Company's Share Registry.

To be effective, a proxy form together with any power of attorney under which it is executed or a certified copy of the relevant authority, must be received by the Company by post or by facsimile no later than **11.00am (Perth time) on Tuesday, 20<sup>th</sup> November 2012**, which is 48 hours before the time for holding the meeting.

Registered Office:            Gooding Partners, Chartered Accountants  
   Level 9 The Quadrant  
   1 William Street  
   Perth WA 6000

Facsimile No:                +61 8 9327 1778

## Annual Report Information

The Annual Report for the year ended 30 June, 2012 accompanies this notice of meeting (unless you have elected not to receive a copy of the report).

The 2012 Annual Report is available on the company's website at [www.homeloans.com.au](http://www.homeloans.com.au).

## HOMELOANS LIMITED

ACN 095 034 003

### EXPLANATORY MEMORANDUM

to Notice of Annual General Meeting

This Explanatory Memorandum is provided to shareholders of Homeloans Limited (the "*Company*") to explain the Resolutions contained in the attached Notice of Annual General Meeting and to be put to shareholders at the Annual General Meeting to be held at The Theatre Level 4, The Atrium, 168 St Georges Terrace, Perth, Western Australia on Thursday 22<sup>nd</sup> November, 2012 at 11.00am (Perth time).

The Explanatory Memorandum provides shareholders with information that is reasonably required by shareholders to decide how to vote upon the Resolutions to be considered at the meeting. **The Directors recommend that shareholders carefully read this Explanatory Memorandum before determining the manner in which they vote on a Resolution.**

Other than as contained in the Notice of Annual General Meeting, this Explanatory Memorandum and the Company's Annual Report for the year ended 30 June 2012, the directors believe that there is no other information known to the company or the directors that is reasonably required by shareholders to decide whether or not to pass each resolution.

#### 1. FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the company's financial statements and reports for the last financial year to be laid before the Annual General Meeting. The financial statements and reports are contained in the Company's Annual Report for the year ended 30 June, 2012 which accompanies the Notice of Annual General Meeting (unless you have elected not to receive a copy of the report).

No resolution is required in relation to the financial statements and reports. However shareholders will be given reasonable opportunity to raise questions on the financial statements and reports.

The company's auditors will also be present at the meeting and shareholders will have an opportunity to ask the auditors questions in relation to the conduct of the audit, the auditor's report, the company's accounting policies and the independence of the auditor.

#### 2. REMUNERATION REPORT

##### 2.1 Non-binding vote

The directors submit the company's Remuneration Report to shareholders for consideration and adoption by way of a non-binding resolution. However, as a result of changes to the Corporations Act 2001 (generally known as the 'two strikes rule') which came into effect on 1 July 2011, if at least 25% of the votes cast at the Annual General Meeting are cast against the adoption of the Remuneration Report for two consecutive years, the company will be required to put a resolution to shareholders (spill resolution) at the second annual general meeting (at which the second strike is recorded) proposing the calling of a general meeting (spill meeting) to consider the appointment of directors of the company. If more than 50% of the shareholders vote in favour of the spill resolution the company must hold the spill meeting within 90 days of the Annual General Meeting.

**The Remuneration Report for 2011 was unanimously adopted by those shareholders present at the meeting (entitled to vote) and voting on a show of hands. The Remuneration Report for 2011 received the approval of 99.53% of the proxy votes exercisable at the meeting.**

The Remuneration Report is set out in the Directors' Report which forms part of the Annual Report for 2012. The Remuneration Report sets out the remuneration paid to the directors and other key management personnel during the financial year. It also explains the Board's policy for determining the nature and amount of the remuneration paid by the company, the relationship between the Board's remuneration policy and the company's performance and the performance hurdles applicable to the remuneration of key management personnel.

The Company's remuneration policies and practices have been designed to align the interests of directors and key management personnel of the company with those of the company's shareholders. Although the vote on the proposed resolution is advisory only the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

Shareholders will be given a reasonable opportunity at the meeting to comment on and ask questions about the Company's Remuneration Report.

##### 2.2 Recommendation

The Board unanimously recommends that shareholders vote in favour of this resolution.

#### 3. RE-ELECTION OF DIRECTORS

##### 3.1 Re-election

Each re-election will be treated as a separate ordinary resolution.

- (a) Mr Gavin James Buchanan was appointed to the Board to fill a casual vacancy on 17 February 2012. Clause 13.6 of the Company's Constitution requires that a director who was appointed by the Board either to fill a casual vacancy, or as an addition to the existing directors must be re-elected at the next general meeting of the Company. Mr Buchanan therefore holds office until the next Annual General meeting and being eligible, offers himself for re-election at the meeting.

Mr Buchanan's qualifications and experience are set out below:

Mr Buchanan was appointed to the Board on 17 February 2012 and is currently the Group Treasurer of Challenger Limited. He has been with Challenger since 2007. Prior to joining Challenger, Mr Buchanan was the Director and Head of Financial

Institutions for Barclays Capital in Australia and prior to this was the Chief Executive Officer of Australian Mortgage Securities Limited (a member of the Wizard Home Loans group) which was at the time, Australia's largest issuer of residential mortgage backed securities. He has also previously held senior roles at both UBS and Citigroup in the area of securitisation. Mr Buchanan is a Solicitor of the Supreme Court of New South Wales and has a Bachelor of Commerce and Bachelor of Law from the University of New South Wales. He is a member of the audit committee and the nomination and remuneration committee.

- (b) Mr Robert Peter Cockburn Salmon retires by rotation in accordance with clause 13.4 of the Company's Constitution at the forthcoming Annual General Meeting and, being eligible, offers himself for re-election at the meeting.

Mr Salmon's qualifications and experience are set out below:

Mr Salmon was appointed to the Board on 9 November 2000. He has 42 years experience in the finance and banking industry. In 1985, Mr Salmon joined with Mr Tim Holmes to establish International Financing and Investment Pty Ltd, the predecessor to Homeloans Limited. He has a Bachelor of Economics from the University of Western Australia. Mr Salmon is a member of the Company's audit committee.

- (c) Mr Robert Norman Scott retires by rotation in accordance with clause 13.4 of the Company's Constitution at the forthcoming Annual General Meeting and, being eligible, offers himself for re-election at the meeting.

Mr Scott's qualifications and experience are set out below:

Mr Scott was appointed to the Board on 9 November 2000. He is a Chartered Accountant with over 37 years experience. Mr Scott was an International Partner with Arthur Andersen, retiring from that firm in 1995 and now consults to Perth based Gooding Partners Chartered Accountants. He is the chairman of the Company's audit committee and is member of the Company's nomination and remuneration committee. Mr Scott serves as non-executive director of the following listed companies:

Sandfire Resources NL  
CGA Mining Limited  
Amadeus Energy Ltd

### 3.2 Recommendation

The Board (other than the directors who are the subject of the relevant resolutions) recommends that shareholders vote in favour of all directors standing for re-election.

## 4 APPROVAL OF EMPLOYEE SHARE OPTION PLAN

Broadly speaking, without shareholder approval, ASX Listing Rule 7.1 prohibits the Company issuing equity securities which, in aggregate, exceed 15% of the fully-paid ordinary share capital of the Company in any 12 month period.

ASX Listing Rule 7.2 exception 9 provides that Listing Rule 7.1 does not apply in respect of the issue of securities by the Company under an employee incentive scheme if the scheme has been approved by shareholders within 3 years from the date of issue of the relevant securities. As the Employee Share Option Plan was last approved by shareholders of the Company at the Annual General Meeting held on 26 November 2009, renewal of such shareholder approval is required if the Company wishes to exclude issues of securities under the Employee Share Option Plan for purposes of ASX Listing Rule 7.1.

### 4.1 Summary of the key terms of the Employee Share Option Plan and number of securities issued under the Plan since last approval by shareholders

- 4.1.1 A summary of the key terms of the Employee Share Option Plan is set out below. A copy of the Employee Share Option Plan can be obtained by contacting the Company Secretary at the registered office of the Company by telephone (+61 8 9327 1777) or by facsimile (+61 8 9327 1778). A copy of the Plan is also available on the Company's website at [www.homeloans.com.au](http://www.homeloans.com.au).

- 4.1.1.1 The Employee Share Option Plan is designed to enable employees of the Company to become holders of options to acquire fully paid ordinary shares in the Company. The purpose of the Plan is to retain key employees and attract quality people to become employees. The Plan is administered by the Board free of charge. The options issued under this plan are not listed for quotation on the Official List of the ASX.
- 4.1.1.2 The Board, at its discretion, may make a written offer to a Company employee to grant options to acquire shares in the Company. Without limiting the discretion of the Board, the Board will consider, amongst other criteria, the seniority and performance of the employee.
- 4.1.1.3 For purposes of the Plan, options may be granted to an employee, or to a spouse, child or related body corporate of the employee.
- 4.1.1.4 The exercise price of the options will be set by the Board in its absolute discretion, however the exercise price may not be less than the volume weighted average price of the Company's shares quoted on the ASX for the five business days prior to the issue of the options.
- 4.1.1.5 An option lasts for 5 years from the date it is issued, unless the employee ceases to be employed by the Company in which case the options attributable to that employee terminate immediately.
- 4.1.1.6 After a two year period, the employee can exercise up to 50% of the options that employee holds (so long as all of those options to be exercised have been held for at least 2 years).

- 4.1.1.7 After a three year period, the employee can exercise all of the options that employee holds (so long as all of those options have been held for at least 3 years).
- 4.1.1.8 An option can also be exercised in one of the following situations:
  - 4.1.1.8.1 Within 90 days after the employee retires.
  - 4.1.1.8.2 Within 120 business days after the employee dies or becomes totally and permanently disabled.
  - 4.1.1.8.3 Within 6 months after the employee ceases to be employed by the Company as a result of a takeover of the Company or a change to the composition of the Board of directors of the Company resulting from a takeover of the Company.
- 4.1.2 The Company has not issued any options over Company shares to its employees under the Employee Share Option Plan since 26 November 2009. All of the options which had been issued previously have been exercised or cancelled and there are no options on issue at 22 October 2012.

## 4.2 Recommendation

The directors of the Company approved the proposal and recommend that the resolution be passed as it benefits the employees and is in the best interests of the company for the reasons set out in this Explanatory Memorandum.

## 5 APPROVAL OF THE EMPLOYEE RIGHTS PLAN

The directors of Homeloans Limited have decided (subject to Shareholder approval and approval from the Australian Securities and Investments Commission) to adopt a performance share rights plan for employees known as the Homeloans Limited Employee Rights Plan. The Plan provides for the issuance of performance share rights which upon a determination by the Board that the performance conditions attached to the Performance Rights have been met, are convertible into ordinary shares. The Plan is designed to increase the motivation of staff and create a stronger link between increasing shareholder value and employee reward. The Plan will be administered by the Board free of charge.

The Company has applied for exemption from Parts 6D.2, 6D.3 (except section 736) and 7.9 of the Corporations Act 2001 Commonwealth (Cth) to facilitate the offer of performance rights to eligible employees under the Employee Rights Plan and a modification to section 707 of the Corporations Act 2001 (Cth) to provide relief from the on-sale provisions of the Act for the on-sale of the shares issued on conversion of the performance rights offered. An application has been lodged with the Australian Securities and Investments Commission (ASIC) seeking the required relief and the Company is awaiting a response from ASIC on this matter.

Additionally, the Company wishes to exempt issues of securities under the Employee Rights Plan from contributing towards the rolling annual limit of 15% of issued ordinary Shares prescribed by Listing Rule 7.1. Shareholder approval of the Employee Rights Plan is therefore being sought under Listing Rule 7.2, Exception 9, whereby the shareholders may approve in advance the issue of securities under the plan as an exception to the limit under Listing Rule 7.1

No rights have been issued under the Employee Rights Plan and the Plan has not previously been approved by shareholders. **The Company will not invite any employees to participate in the Employee Rights Plan until Shareholder approval has been obtained and the required approval has been granted by ASIC.**

A copy of the Employee Rights Plan can be obtained by contacting the Company Secretary at the registered office of the Company by telephone (+61 8 9327 1777) or by facsimile (+61 8 9327 1778). A copy of the Plan will also be available on the Company's website at [www.homeloans.com.au](http://www.homeloans.com.au).

### 5.1 Summary of the key terms of the Employee Rights Plan

- 5.1.1 A summary of the key terms of the Employee Rights Plan and participation in the Plan is as follows.

The Board wishes to implement an Employee Rights Plan to provide long term incentives to staff and to attract and retain staff by providing them with the opportunity to participate in the creation of a financial stake in the Company. The Plan is linked to the objectives of the Company of maximising shareholder wealth and for this reason the Rights under the Plan will be performance based. The Performance Rights granted under the Plan to eligible employees will be subject to performance conditions as determined by the Board from time to time. These performance conditions must be satisfied in order for the Performance Rights to vest. Upon the performance rights vesting ordinary shares will be issuable.

- 5.1.2 Participation in the Plan is limited to employees of the Company selected by the Board to participate in the Plan. No director of the company will participate in the Employee Rights Plan.

- 5.1.3 The Board will give each eligible employee invited to participate in the Plan an Application form to complete, sign and return to the Company together with the following information:-

The number of rights to which the invitation relates.

The basis on which the number of rights to which the invitation relates is to be determined.

The vesting date or the basis on which the vesting date is to be determined.

The performance conditions attaching to the rights.

Any other terms and conditions relating to the grant of the rights or the delivery of any shares on vesting of the rights which in the opinion of the Board are fair and reasonable and not inconsistent with the Plan rules.

- 5.1.4 By completing, signing and returning the Application form an eligible employee offers to participate under the Plan and on acceptance by the Board, the employee is bound by the rules of the Plan and the specific terms of the offer of Rights.

- 5.1.5 The Plan will have a maximum percentage of Ordinary shares that are issuable under the Plan. The company must not offer Rights, and must not issue Rights pursuant to any offer, if, at the time of the offer, the sum of the number of shares:
- 5.1.5.1 the subject of an offer;
  - 5.1.5.2 in the same class which would be issued if all outstanding offers, invitations or Rights made or acquired under the Plan and any other employee share plan of the company vested, were exercised or accepted; and
  - 5.1.5.3 in the same class issued under the Plan or issued under any employee share and option plan of the Company during the 5 years prior to the date of the offer, exceeds 5% of the total number of issued shares in that class.
- For the purpose of calculating the limit, any offer made, or Right acquired or Shares issued by way of or as a result of:
- 5.1.5.4 an offer to a person situated at the time of receipt of the offer outside Australia.
  - 5.1.5.5 an offer that did not require disclosure to the Participant because of an exemption to disclosure contained in section 708 of the Corporations Act 2001 (Cth) (including as a result of any Class Order or specific relief or modification of the Corporations Act or ASIC instrument); or
  - 5.1.5.6 an offer that was made under a disclosure document will be disregarded.
- 5.1.6 The Company must give a Participant one or more Certificates stating (or which, if applicable, attaches a separate document stating):
- 5.1.6.1 the number of Rights issued to the Participant;
  - 5.1.6.2 the Date of Grant of the Rights;
  - 5.1.6.3 the Performance Conditions (if any) attaching to the Rights;
  - 5.1.6.4 the Disposal Restrictions attaching to any Shares delivered on vesting of the Rights (if any); and
  - 5.1.6.5 any other terms and conditions relating to the grant of the Rights or the delivery of the Shares that the Board in its absolute discretion specifies, provided that such terms and conditions must not be inconsistent with the rules and specific terms.
- 5.1.7 A Right will be issued for consideration comprising the services that are expected to be provided by an Eligible Employee to or for the benefit of the Company, but no further monetary or other consideration will be payable in respect of the issue of a Right.
- 5.1.8 The Company has no obligation to apply for official Quotation of any Rights.
- 5.1.9 A Participant has no interest in a Share the subject of a Right, held by the Participant unless and until the Share is issued to the Participant under the Rules.
- 5.1.10 Unless the Board determines otherwise, a Participant must not Dispose of any Right granted under the Plan.
- 5.1.11 A Right vests on the Vesting Day and is conditional on the satisfaction of the following conditions:
- 5.1.11.1 the Participant must have been an employee, or deemed employee for the purposes of section 83A-35 of the Tax Act, of the company at all times between the date of Grant and the Vesting date inclusive.
  - 5.1.11.2 any Performance conditions;
  - 5.1.11.3 any other conditions included in the Certificate or Specific Terms; and
  - 5.1.11.4 any other conditions imposed by the Board in its absolute discretion.
- 5.1.12 If an Accelerated Vesting Event occurs while a Participant is employed with the Company and before the Vesting Date, the Board may, at its discretion bring forward the vesting of all Rights to a date determined by the Board and waive or vary any of the Vesting conditions in regard to any Rights.
- 5.1.13 If the Vesting Conditions relating to a Right are not satisfied by the Vesting Date, the Rights will lapse on the Vesting Date. The Board may at its discretion by notice to the participant waive or vary any Vesting Conditions in regard to any Right at any time.
- 5.1.14 Upon Vesting and subject to the Plan Rules, each Right entitles the Participant to one Share. The Company must ensure that the Participant receives the number of shares that corresponds to the number of Rights Vested on the Vesting Date and must also apply for official quotation of the shares issued under the Plan.
- 5.1.15 Ordinary Shares issued under the Plan will rank equally in all respects with Shares of the same class issued previously and will entitle the holder to dividends declared by the Company and all issues of securities made or offered pro rata to holders of the class of shares where the Record Date for determining entitlements falls on or after the date of allotment and issue.

## 5.2 Recommendation

Employee Equity Plans form an important part of the Company's total reward framework. Appropriate alignment with the performance of employees serves to reward such employees for their contribution to the Company and enables employees to have an ownership stake in the Company. Accordingly, the Board recommends that shareholders vote in favour of this Resolution.

## Lodge your vote:



### By Mail:

Gooding Partners, Chartered Accountants  
Level 9 The Quadrant  
1 William Street  
Perth WA 6000

Alternatively you can fax your form to  
(within Australia) 08 9327 1778  
(outside Australia) +61 8 9327 1778

### For all enquiries call:

(within Australia) 1300 264 082  
(outside Australia) +61 3 9415 4391

┌ 000001 000 HOM  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form

For your vote to be effective it must be received by 11:00am (Perth time) Tuesday 20 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

**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](http://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 the annual report 24 hours a day, 7 days a week:

<http://www.homeloans.com.au>

View or update your securityholding:

[www.investorcentre.com](http://www.investorcentre.com)

#### Your secure access information is:

SRN/HIN: I9999999999



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

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 Homeloans 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 Homeloans Limited to be held at The Theatre, Level 4, The Atrium, 168 St George's Terrace, Perth, Western Australia at 11:00am (Perth time) on Thursday, 22 November 2012 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.

### Ordinary Business

	For	Against	Abstain
Item 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3a Re-election of Director - Mr Gavin James Buchanan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3b Re-election of Directors - Mr Robert Peter Cockburn Salmon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3c Re-election of Director - Mr Robert Norman Scott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### Special Business

Item 4 Approval of Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Approval of Employee Share Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 \_\_\_\_ / \_\_\_\_ / \_\_\_\_