



Media, Industrial Services and Investments

7 October 2011

Company Announcements Office
Australian Securities Exchange Limited
Level 6, 20 Bridge Street
SYDNEY NSW 2000

By electronic lodgement

Total pages: 11 (including cover letter)

Notice of AGM and Proxy Form

In accordance with Listing Rule 15.2, attached is a copy of the 2011 Notice of Annual General Meeting and Proxy Form for ordinary shareholders which will be dispatched to shareholders along with the Annual Report today.

The Annual Report was lodged separately with ASX on 23 September 2011.

Yours faithfully

For and on behalf of Seven Group Holdings Limited

A handwritten signature in black ink, appearing to read 'W. Coatsworth'.

Warren Coatsworth
Company Secretary



WesTrac

Seven Group Holdings Limited | ABN 46 142 003 469

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Seven Group Holdings Limited ABN 46 142 003 469

NOTICE OF ANNUAL GENERAL MEETING 2011

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF SEVEN GROUP HOLDINGS LIMITED ("THE COMPANY") WILL BE HELD AT DOLTONE HOUSE, JONES BAY WHARF, PIERS 19-21 UPPER DECK, 26 – 32 PIRRAMA ROAD, PYRMONT NSW 2009 ON WEDNESDAY, 9 NOVEMBER 2011 AT 10.00AM.

THE ANNUAL GENERAL MEETING WILL BE WEBCAST LIVE. DETAILS FOR ACCESSING THE WEBCAST WILL BE POSTED ON THE COMPANY'S WEBSITE (WWW.SEVENGROUP.COM.AU) IN ADVANCE OF THE MEETING.

Agenda

STATEMENTS AND REPORTS

Item 1

To receive and consider the Financial Statements of the Company and the entities it controlled for the financial year ended 30 June 2011, together with the statements and reports of Directors and Auditors attached to the financial statements.

Note: There is no requirement for members to approve these statements or reports.

REMUNERATION REPORT

Item 2

To adopt the Remuneration Report of the Company for the financial year ended 30 June 2011.

Notes:

- *The vote on this resolution is advisory only and does not bind the Directors or the Company.*
- *The Directors of the Company will consider the outcome of the vote and comments made by members on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.*
- *If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, members will be required to vote at the second of those meetings on a resolution (a "spill resolution") that a further meeting be held within 90 days at which all of the Directors of the Company (other than the Managing Director and CEO) must stand for re-election.*

RE-ELECTION OF DIRECTORS

Item 3

In accordance with Article 8.2 of the Company's Constitution, Mr Kerry Matthew Stokes AC retires and being eligible, offers himself for re-election.

Item 4

In accordance with Article 8.2 of the Company's Constitution, Professor Murray Charles Wells retires and being eligible, offers himself for re-election.

Notes:

1. A member is entitled to appoint a proxy. A member who is entitled to cast two or more votes is entitled to appoint two proxies. If two proxies are appointed by a member, that member may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half the votes.
If a member appoints the Chairman of the meeting or another Director of the Company as proxy and does not direct that person how to vote on an item of business, the Chairman or other Director will vote proxies for members entitled to vote in favour of each of the proposed resolutions set out in this Notice of Annual General Meeting, except for Item 2 (Remuneration Report).
2. Any undirected proxies held by the Chairman of the meeting will not be voted in respect of Item 2 (Remuneration Report). If you appoint the Chairman of the meeting as your proxy, he will only vote your proxy on Item 2 if you direct him how to vote:
 - by marking the last box in Step 1 on the proxy form, in which case the Chairman of the meeting will vote "For" the resolution on your behalf; or
 - by marking either "For", "Against" or "Abstain" in Step 2 Item 2 on the proxy form, in which case the Chairman of the meeting will vote in accordance with those instructions.If you appoint as your proxy any other Director of the Company, any other of its key management personnel or any of their closely related parties (as that term is defined in the Corporations Act 2001, which includes certain of their family members, dependents and companies they control) and you do not direct that person how to vote, that person will not vote your proxy on Item 2.

Item 5

In accordance with Article 8.2 of the Company's Constitution, Mr Christopher John Mackay retires and being eligible, offers himself for re-election.

SPECIAL BUSINESS – FINANCIAL ASSISTANCE

Item 6

To consider, and if thought fit, to pass the following resolution as a special resolution:

'That for the purposes of section 260B(2) of the Corporations Act 2001 (Cth), approval is given for financial assistance to be provided by:

- a) Pump Rentals Pty Ltd (ABN 86 057 090 561), Sykes Group Pty Ltd (ABN 61 004 093 752) and Sykes Fleet Services Pty Ltd (ABN 38 074 656 027) to Allight Holdings Pty Ltd (ABN 73 070 926 555), as described in the Explanatory Notes which accompany this Notice of Annual General Meeting; and
- b) any company not within paragraph (a) that is or becomes a subsidiary of Pump Rentals Pty Ltd (ABN 86 057 090 561) or any of its subsidiaries, to Allight Holdings Pty Ltd (ABN 73 070 926 555), where the giving of the financial assistance is required by the terms of the Finance Documents as described in the Explanatory Notes which accompany this Notice of Annual General Meeting.'

Note: The Explanatory Notes which accompany this Notice of Annual General Meeting contain an explanation of the financial assistance to be approved and the information known to the Company that is material to the decision on how to vote.

By order of the Board

Warren Coatsworth



Secretary

6 October 2011

3. Holders of Transferable Extendable Listed Yield Shares (TELYS4) are not eligible to vote on the resolutions being put to members at this meeting.
4. For the purpose of determining a person's entitlement to vote at the meeting, a person will be recognised as a member and the holder of shares if that person is registered as a holder of those shares at 7.00pm (Sydney time) on Monday, 7 November 2011.
5. A proxy need not be a member of the Company.
6. A proxy form and the power of attorney or authority (if any) under which it is signed or a copy of the power of attorney or authority certified as a true copy by statutory declaration, must be duly completed and returned to the Secretary, Seven Group Holdings Limited, either at:
 - Company Secretariat, Level 2, 38 – 42 Pirrama Road, Pyrmont NSW 2009 fax number: 02 8777 7192; or
 - Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW 2000 fax number: 02 9290 9655;
 - or completed online at www.boardroomlimited.com.au/vote/sevenagm2011, in each case by no later than 10.00am (Sydney time) on Monday, 7 November 2011.

Explanatory Notes

Item 1: Statements and Reports

As required by section 317 of the Corporations Act 2001 (Cth) ("Corporations Act") the financial report, Directors' Report and auditors' report of Seven Group Holdings Limited ("Company") for the most recent financial year will be laid before the meeting. There is no requirement for a formal resolution on this item, and accordingly, this item is excluded from the proxy form. Members will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports.

Item 2: Remuneration Report

The Corporations Act requires listed companies to put the Remuneration Report for each financial year to a resolution of members at their annual general meeting. The Remuneration Report is part of the Directors' Report and covers director and executive remuneration.

Under the Corporations Act, the vote on the Remuneration Report is advisory only and does not bind the Directors or the Company, and does not affect the employment arrangements in place for employees of the Company and its subsidiaries. The Board will consider the outcome of the vote and comments made by members on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

In summary, the Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of Directors, secretaries and senior managers of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- details and explains any performance conditions applicable to the remuneration of Directors, secretaries and senior managers of the Company; and
- sets out remuneration details for each Director and the 5 most highly remunerated senior executives of the Company and the Group (including the value of any options granted to those persons).

If 25% or more of votes that are cast on this item are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, members will be required to vote at the second of those meetings on a resolution (a "spill resolution") that a further meeting be held within 90 days at which all of the Company's directors (other than the Managing Director and CEO) must stand for re-election.

Any undirected proxies held by the Chairman of the meeting, other Directors or other key management personnel (or any of their closely related parties (as that term is defined in the Corporations Act, which includes certain of their family members, dependents and companies they control)) will not be voted in respect of this item. The proxy form provides for directing the Chairman of the meeting how to vote. If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on this Item 2 (Remuneration Report) by marking either "For", "Against" or "Abstain" on the corresponding section of the proxy form.

The Board unanimously recommends that members vote in favour of adopting the Remuneration Report.

Items 3 to 5: Re-Election of Directors

Under the Constitution of the Company, a Director who has held office for 3 annual general meetings of the Company or for 3 years (except the Managing Director and an alternate director of the Company) must retire from office. The Director who has held office for the longest period of time is to retire. A retiring Director is eligible for re-election.

In addition, the ASX Listing Rules require that the Company hold an election of Directors each year. The Constitution of the Company provides for a director to retire if required by the ASX Listing Rules but not by any other provision of the Constitution.

Since all of the Directors (other than the Managing Director) retired and were elected at the Company's 2010 annual general meeting, only one Director is required to retire at this Annual General Meeting. However, in order to put in place a routine whereby approximately one third of the Directors retire at each annual general meeting, each of Mr Kerry Matthew Stokes AC, Professor Murray Charles Wells and Mr Christopher John Mackay will retire and stand for re-election, consistent with the Constitution.

Set out below are short biographies of the Directors standing for re-election.

Kerry Matthew Stokes AC

Being eligible, Mr Kerry Matthew Stokes AC offers himself for re-election to the Board at the meeting.

Executive Chairman of Seven Group Holdings Limited since April 2010.

Executive Chairman of Seven Network Limited since July 1999. Prior to that Non Executive Chairman since June 1995.

Appointed a Companion in the General Division of the Order of Australia in the Queen's Birthday honours announced on 9 June 2008.

Chairman of Seven Media Group Pty Limited since December 2006.

Chairman of Australian Capital Equity Pty Limited Group which has significant interests in activities which include media and entertainment and property and industrial activities.

Chairman of Seven West Media Limited (formerly West Australian Newspapers Holdings Limited) since 11 December 2008. Appointed a Director on 25 September 2008.

The Board (other than Mr Kerry Matthew Stokes AC) unanimously recommends that members vote in favour of Mr Kerry Stokes' re-election.

Professor Murray Charles Wells

Being eligible, Professor Murray Charles Wells offers himself for re-election to the Board at the meeting.

Director of Seven Group Holdings Limited since April 2010.

Director of Seven Network Limited since July 1995.

Chairman of the Audit & Risk Committee, Member of the Independent & Related Party Committee. PhD, University of Sydney. M.Com, University of Canterbury. Fellow of CPA Australia, Fellow of the Academy of Social Sciences in Australia. Director, Kaplan Higher Education Pty Limited. Deputy Chairman, Australian Scholarships Foundation.

Emeritus Professor of Accounting, former Dean of Economics, and Director of the Graduate School of Business and the Foundation of the Graduate School of Business at the University of Sydney. Former Chairman and Director of Australian National Business School Limited.

The Board (other than Professor Murray Charles Wells) unanimously recommends that members vote in favour of Professor Murray Charles Wells’ re-election.

Christopher John Mackay

Being eligible, Mr Christopher John Mackay offers himself for re-election to the Board at the meeting.

Director of Seven Group Holdings Limited since June 2010.

Chairman and Chief Investment Officer of Magellan Financial Group Limited.

Member of the Audit & Risk Committee, Member of the Independent & Related Party Committee.

Considerable experience in business management, capital allocation, risk management and investment. A former investment banker and corporate and banking lawyer, with broad experience in the financial and corporate sectors over many years.

Formerly Chairman of the investment bank UBS Australasia; having previously been its Chief Executive Officer.

A member of the Federal Treasurer’s Financial Sector Advisory Council and a former member of the Business Council of Australia and director of the International Banks & Securities Association.

A director of Consolidated Media Holdings Limited since 8 March 2006.

A director of Magellan Financial Group Limited since 21 November 2006 and a director of Magellan Flagship Fund Limited since 29 September 2006.

The Board (other than Mr Christopher John Mackay) unanimously recommends that members vote in favour of Mr Christopher John Mackay’s re-election.

Item 6: Financial assistance

1. Definitions

Term	Meaning
Allight	Allight Pty Ltd (ABN 35 053 434 807)
Allight Holdings	Allight Holdings Pty Ltd (ABN 73 070 926 555)
ANZ	Australia and New Zealand Banking Group Limited (ABN 11 005 357 522)
Facilities	as described in paragraph 2.(e) below.
Finance Documents	finance documents under which the Facilities are or will be provided by ANZ.
Financial Assistance Resolution	The resolution in Item 6 of the Notice of Meeting.
National Hire	National Hire Group Limited (ABN 61 076 688 938), a subsidiary of the Company, in which it has an interest of approximately 66%.
Notice of Meeting	the Notice of Annual General Meeting which these Explanatory Notes accompany.
Pump Rentals	Pump Rentals Pty Ltd (ABN 86 057 090 561)
Subsidiary Guarantor	subsidiaries of Allight Holdings from time to time.
Sykes Group Subsidiaries	the Targets and their respective subsidiaries from time to time.
Targets	Pump Rentals, Sykes Group Pty Ltd (ABN 61 004 093 752) and Sykes Fleet Services Pty Ltd (ABN 38 074 656 027).

2. Financial assistance in relation to the acquisition by Allight Holdings of Pump Rentals

(a) Acquisition of Pump Rentals

On 23 November 2010, National Hire through its wholly-owned subsidiary, Allight Holdings, acquired all of the issued shares in Pump Rentals. Pump Rentals and its subsidiaries, trading under the names Sykes Group or Primax, constitute one of the world's largest manufacturers and distributors of auto prime pumps for the mining, construction and civil engineering sectors. The acquisition was consistent with National Hire's strategy to pursue value accretive acquisition opportunities to expand the product offering and export market penetration of its equipment sales and support business, Allight.

The initial purchase price for Pump Rentals was \$50 million (enterprise value), with \$7 million of the initial consideration being deferred until the vendors satisfy certain conditions. The vendors may receive an additional earn-out amount of up to \$5 million if the combined equipment sales and support business achieves certain earnings before interest and tax (EBIT) hurdles before 31 December 2012 or, failing that, 31 December 2013.

The acquisition had been funded by utilising an existing but undrawn \$25 million debt facility provided by ANZ in November 2008 (the **Existing ANZ Debt**) and an unsecured loan of \$25 million from a subsidiary of the Company on arms length terms (the **SGH Loan**). These facilities and loans were due to mature in November 2011 and have been refinanced by the financing arrangements described in paragraph (e) below.

(b) What is financial assistance?

Pursuant to section 260A(1) of the Corporations Act a company may financially assist a person to acquire shares in the company or a holding company of the company only if:

1. giving the assistance does not materially prejudice:
 - the interests of the company or its shareholders; or
 - the company's ability to pay its creditors; or
2. the assistance is approved by shareholders under section 260B of the Corporations Act; or
3. the assistance is exempted under section 260C of the Corporations Act.

A company may be regarded as providing financial assistance if it furnishes something which is needed or wanted in order for the acquisition of shares to take place. Common examples include giving a guarantee or granting security over a company's assets to secure another person's liability.

(c) Requirement for shareholder approval in relation to financial assistance

Under section 260B(1) of the Corporations Act for a company to financially assist a person to acquire shares in itself or a company of which it is a subsidiary, the financial assistance must be approved by its shareholders by:

1. a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by the person acquiring the shares (or units of shares) or by their associates; or
2. a resolution agreed to, at a general meeting, by all ordinary shareholders.

Under section 260B(2) of the Corporations Act, if a company will be a subsidiary of a listed domestic corporation immediately after the acquisition of its shares, the financial assistance must also be approved by a special resolution passed at a general meeting of the listed domestic corporation. The Sykes Group Subsidiaries are subsidiaries of two listed domestic corporations, namely the Company and National Hire.

These Explanatory Notes explain in further detail the proposed resolution which must be passed by the Company under section 260B(2) of the Corporations Act to enable the Sykes Group Subsidiaries to enter into and perform obligations under loan and security documentation (including guarantees and charges over its assets) to secure the amounts payable under the Finance Documents. The Facilities (as defined below) provided under the Finance Documents were used, amongst other things, to refinance the Existing ANZ Debt and repay funds advanced under the SGH Loan which were originally used by Allight Holdings to acquire Pump Rentals.

It is also possible that future subsidiaries of Pump Rentals will provide further financial assistance to Allight Holdings.

Shareholders are asked to consider and, if thought fit, pass the resolution under section 260B(2) of the Corporations Act to permit the Company to approve these arrangements.

(d) The proposed Financial Assistance Resolution

The proposed Financial Assistance Resolution is a proposed special resolution to approve:

1. the financial assistance to be provided by the Targets to Allight Holdings; and
2. the financial assistance to be provided by any company not within paragraph (d)1 that is or becomes a subsidiary of Pump Rentals or any of its subsidiaries, to Allight Holdings, where the giving of the financial assistance is required by the terms of the Finance Documents.

Shareholders are being asked to approve these arrangements because the Sykes Group Subsidiaries are subsidiaries of the Company, a listed domestic corporation. The Company is not a party to these arrangements but under the Corporations Act, the approval of its shareholders is required for them to be entered into.

The shareholders of National Hire (which is also a listed domestic corporation and of which the Sykes Group Subsidiaries are also subsidiaries) will also be asked to approve these arrangements by a special resolution at its annual general meeting to be held on or about 24 November 2011.

(e) Financing

Facilities

Allight Holdings utilised the Existing ANZ Debt and funds advanced under the SGH Loan to acquire Pump Rentals. A new facility agreement was entered into with ANZ on 23 August 2011 (**Facility Agreement**) for the purpose of, amongst other things, refinancing the Existing ANZ Debt and repaying the funds advanced under the SGH Loan as both were due to expire in November 2011. Under the Facility Agreement and a facility offer letter dated 23 August 2011, ANZ agreed to provide the National Hire group with:

1. A\$60 million cash advance facility for a term of 3 years (**Cash Advance Facility**);

2. A\$10 million revolving working capital facility for a term of 3 years (**Working Capital Facility**); and
3. A\$1.55 million of transactional banking facilities (**Transactional Facilities**), (together, the **Facilities**).

Borrowers and Purpose

The Cash Advance Facility is available to Allight Holdings to:

1. repay the Existing ANZ Debt and the SGH Loan (including capitalised interest accrued but unpaid) and intra group debt used to acquire Pump Rentals; and
2. satisfy the payment of deferred and contingent consideration to the vendors of Pump Rentals.

The Working Capital Facility is available to Allight Holdings and Allight for the purpose of assisting with the day to day working capital requirements of the National Hire group. It may be made available to the Sykes Group Subsidiaries if the Financial Assistance Resolution is passed.

The Transactional Facilities are available to National Hire, Allight Holdings, Allight and Sykes Group Pty Ltd (ABN 61 004 093 752).

Representations, warranties, undertakings and defaults

The Facilities are subject to representations and warranties, undertakings and events of default as are customary for facilities of this kind.

(f) Hedging Agreements

Allight Holdings was required to enter into interest rate hedging arrangements to hedge certain of its interest rate exposure under the Cash Advance Facility (**Hedging Agreements**) before 26 September 2011.

(g) Security by each Target

At the date that the Facilities were put in place, each of National Hire, Allight Holdings and Allight provided guarantees and fixed and floating charges in favour of ANZ in support of their obligations under the Finance Documents. While the fixed and floating charges granted by Allight Holdings and Allight extend to all of their assets, the National Hire charge excludes its shareholding in Coates Group Holdings Pty Ltd.

It is a condition of the Finance Documents that National Hire, Allight Holdings and Allight use their best endeavours to ensure that all necessary approvals and lodgements are obtained and made pursuant to section 260B of the Corporations Act so that each Target incurs all obligations of a guarantor and an obligor under the Finance Documents and each fixed and floating charge granted by the Targets secures all secured money owing to ANZ under the Finance Documents. If:

1. the Financial Assistance Resolution is passed; and
2. shareholders of National Hire pass a corresponding special resolution,

then:

3. each Target will irrevocably and unconditionally guarantee to ANZ the payment of all secured money under the Finance Documents and the performance by each obligor of all its other obligations under the Finance Documents;

4. the fixed and floating charge granted by each Target over all of its assets in favour of ANZ will extend to secure the payment of all secured money under the Finance Documents and the performance by each obligor of all its other obligations under the Finance Documents; and
5. each Target will assume all other obligations of the obligors under the Finance Documents which includes making various representations and giving (and complying with) undertakings, negative covenants and indemnities.

Each Target currently has no rights or obligations under the Facility Agreement other than under the terms of the guarantee. The guarantee given by each Target to ANZ under the Facility Agreement and the security granted by each Target in favour of ANZ is currently limited to the obligation to repay that part of the secured money payable in respect of the Working Capital Facility, the Transactional Facilities and any amount of debt in connection with any Hedging Agreements.

Under the Finance Documents, each Target is not permitted to mortgage, pledge, charge or otherwise grant a security interest with respect to any of their property subject to certain exceptions.

Other than National Hire and its subsidiaries referred to in these Explanatory Notes, no entity in the Company group will give any security in relation to the Finance Documents.

(h) Other support

Subsidiary Guarantors may, in certain circumstances, be required to provide the same guarantees and security as given by the Targets above.

In addition, the Subsidiary Guarantors (including the Targets) may be required to do one or more of the following:

1. subordinate intercompany claims;
2. assume other liabilities of Allight Holdings or other subsidiaries or related parties of Allight Holdings; and
3. make available directly or indirectly their cash flows (whether through dividends, capital distributions, intercompany loans or otherwise) or other resources in order to enable Allight Holdings and the other obligors to comply with their payment and other obligations in respect of the Finance Documents.

If any of the Facilities, Hedging Agreements or Finance Documents are amended, replaced or refinanced from time to time, the Subsidiary Guarantors (including the Targets) may be required to consent to such amendments and/or to provide additional support which may include incurring additional obligations and/or providing additional guarantees, mortgages and/or charges on the same or different terms to the security referred to above.

In addition to the above benefits, the Subsidiary Guarantors (including the Targets) may otherwise provide such financial assistance as Allight Holdings may request.

Other than National Hire and its subsidiaries referred to in these Explanatory Notes, no entity in the Company group will provide any support of the types described in this section in relation to the Finance Documents.

3. Shareholder approval

The transactions contemplated by the Sykes Group Subsidiaries (including the Targets) under the Finance Documents and described in these Explanatory Notes may constitute financial assistance of the type referred to in section 260A of the Corporations Act because those transactions enable Allight Holdings to comply with its obligations under the Finance Documents, being the refinancing of the Existing ANZ Debt and repayment of funds advanced under the SGH Loan which were used by Allight Holdings to acquire the shares in Pump Rentals.

Section 260B of the Corporations Act allows financial assistance to be given by a company (if it does not cause the company to become insolvent or would otherwise result in the directors breaching their duties) if it is approved by:

1. a unanimous resolution by the shareholders of the relevant company giving the financial assistance (namely the Targets and, if required, other Sykes Group Subsidiaries); and
2. a special resolution by the shareholders of each listed domestic corporation that is the holding company of the companies to be acquired.

Under the second limb, being section 260B(2) of the Corporations Act, shareholder approval of the Company is sought because the Sykes Group Subsidiaries (including the Targets) are subsidiaries of the Company.

4. Advantages of the proposed Resolution

The advantages of the proposed Financial Assistance Resolution include:

1. ANZ requires the financial assistance as described in these Explanatory Notes to be given under the Facility Agreement. If the Financial Assistance Resolution is not passed, it will result in the occurrence of a "review event" under the Facility Agreement, which gives ANZ a right to change the terms and conditions of the Finance Documents or cancel the Facilities and require them to be repaid;
2. the directors of National Hire believe that the Facilities are the most efficient form of financing available to Allight Holdings and the Subsidiary Guarantors at this time;
3. the Subsidiary Guarantors may benefit from the synergies and cost savings through their integration with Allight Holdings and each other; and
4. the Subsidiary Guarantors will have access to additional working capital, capex and transactional banking facilities available under the Facilities.

5. Disadvantages of the proposed Resolution

The disadvantages of the proposed Financial Assistance Resolution include the fact that ANZ may become entitled to enforce any of their rights under the guarantee and security granted by the Targets and any other Sykes Group Subsidiaries. However, it should be noted that each of National Hire, Allight Holdings and Allight has already granted security in support of the obligations on the National Hire group under the Finance Documents and therefore ANZ already has recourse to substantial assets of the National Hire group in the event of any default under the Facilities.

6. Recommendation

The Directors of the Company unanimously recommend that shareholders vote in favour of the Financial Assistance Resolution (Item 6).

FOR ALL ENQUIRIES CALL:

(within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

FACSIMILE:

+61 2 9290 9655

ALL CORRESPONDENCE TO:

Boardroom Pty Limited

GPO Box 3993

Sydney NSW 2001

Australia



Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECEIVED BEFORE 10.00am
(Sydney time) on Monday, 7 November 2011

Reference Number: <HIN/SRN>

Please note it is important that you keep this confidential

TO VOTE ONLINE



STEP 1 : VISIT www.boardroomlimited.com.au/vote/sevenagm2011

STEP 2: Enter your holding/Investment type

STEP 3: Enter your Reference Number and VAC: <VAC NUMBER>

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of proxy

Indicate here who you want to appoint as your proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a body corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from Boardroom Pty Limited.

Appointment of a second proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Boardroom Pty Limited or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms - one for each proxy. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 Voting directions to your proxy

You can tell your proxy how to vote

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

STEP 3 Sign the Proxy Form

This Proxy Form **must** be signed as follows:

Individual: this form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders must sign this form.

Power of Attorney: to sign this form under a Power of Attorney, you must have already lodged the Power of Attorney with the registry. Alternatively, attach an original certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed, if not previously provided to the registry) must be received at an address given below not later than 48 hours before the commencement of the meeting at **10.00am (Sydney time) on Wednesday, 9 November 2011**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

BY MAIL - Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

BY FAX - + 61 2 9290 9655

IN PERSON - Share Registry – Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

Vote online at:

www.boardroomlimited.com.au/vote/sevenagm2011
or turnover to complete the Form ➔

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Seven Group Holdings Limited

STEP 1 - Appointment of proxy

I/We being a member/s of **Seven Group Holdings Limited** (the “Company”) and entitled to attend and vote hereby appoint

☐	the Chairman of the Meeting (mark with an 'X')	OR	
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If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered securityholder) you are appointing as your proxy.

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 at the **Annual General Meeting of Seven Group Holdings Limited to be held at Doltone House, Jones Bay Wharf, Piers 19 – 21 Upper Deck, 26 – 32 Pirrama Road, Pyrmont NSW 2009 on Wednesday, 9 November 2011 at 10.00 am (Sydney time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

☐	Important for Item 2 – If the Chairman of the Meeting is your proxy or is appointed as your proxy by default. If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of Item 2, please mark this box. By marking this box, you are directing the Chairman of the Meeting to vote in accordance with his voting intentions on Item 2 as set out below and in the Notice of Annual General Meeting. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 2 and your votes will not be counted in calculating the required majority if a poll is called.
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By marking this box, I/we direct the Chairman of the Meeting to vote in accordance with his voting intentions on Item 2 as set out below (except where I/we have indicated a different voting intention in Step 2 below) and acknowledge that the Chairman of the Meeting may exercise my/our proxy even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel.

The Chairman of the Meeting intends to vote all available proxies in favour of Item 2

STEP 2 - Voting directions to your Proxy – please mark ☒ to indicate your directions

Items of Business		For	Against	Abstain*
Item 2	To adopt the Remuneration Report for year ended 30 June 2011	☐	☐	☐
Item 3	To re-elect Mr Kerry Stokes AC as a Director of the Company	☐	☐	☐
Item 4	To re-elect Professor Murray Wells as a Director of the Company	☐	☐	☐
Item 5	To re-elect Mr Christopher Mackay as a Director of the Company	☐	☐	☐
Item 6	Approval for Financial Assistance to be provided	☐	☐	☐

In addition to the intentions advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

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

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name

Contact Daytime Telephone Date / / 2011