



Industrial Services, Media and Investments

5 October 2012

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

Attached is a copy of the 2012 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 21 September 2012.

Yours faithfully

For and on behalf of Seven Group Holdings

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 2012

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 THURSDAY, 15 NOVEMBER 2012 AT 10.30 AM.

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 2012, 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 2012.

Notes:

- *The vote on this resolution is advisory only and does not bind the Directors of 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.*

EXECUTIVE LONG TERM INCENTIVE PLAN

Item 3

To approve the Seven Group Holdings Limited Executive Long Term Incentive Plan.

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) and Item 3 (Executive Long Term Incentive Plan) – see Note 2 below
2. A voting exclusion applies to Item 2 (Remuneration Report) and Item 3 (Executive Long Term Incentive Plan), details of which are set out in the Explanatory Notes.
The key management personnel of the Company (including the Directors) and their closely related parties (as defined under the Corporations Act 2001, which includes spouses, dependants and companies they control) ("Closely Related Parties") will not be able to vote a member's proxy on Items 2 and 3 unless the member directs them how to vote on the proxy form.
If a member appoints the Chairman of the meeting as their proxy, or if the Chairman is appointed as a proxy by default, the member may:
 - direct the Chairman how to vote by marking either "For", "Against" or "Abstain" on the corresponding section of the proxy form for Items 2 and 3; or
 - not mark any of the boxes for Items 2 or 3, in which case the member will be giving the Chairman their express authority to vote the undirected proxy as he sees fit (and the Chairman will vote in favour of Items 2 and 3).

RE-ELECTION OF DIRECTORS

Item 4

In accordance with Article 8.2 of the Company's Constitution, Mr Peter David Ritchie AO retires and being eligible, offers himself for re-election.

Item 5

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

Item 6

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

Item 7

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

By order of the Board



Warren Coatsworth
Secretary
5 October 2012

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 and you do not direct that person how to vote, that person will not vote your proxy on Items 2 and 3.

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 7.00 pm (Sydney time) on Tuesday, 13 November 2012.
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 that 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 or fax number: 02 8777 7192; or
 - Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW 2000 or fax number: 02 9290 9655;

or completed online at www.boardroomlimited.com.au/vote/sevenagm2012, in each case by no later than 10.30 am (Sydney time) on Tuesday, 13 November 2012.

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.

During discussion of this item, the Company's Auditor will be present and will answer relevant questions.

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 any key management personnel of the Company (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.

The Company will disregard any votes cast on Item 2 by or on behalf of the Directors, other key management personnel of the Company, 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) ("Closely Related Parties"). The only circumstances in which a vote cast on Item 2 by a member of the key management personnel of the Company or their Closely Related Parties will

be counted is if that that person votes as a proxy entitled to vote on Item 2 and either the proxy:

- votes in accordance with the member's direction as to how to vote, as set out on the proxy form; or
- is the Chairman of the meeting and votes pursuant to an express authorisation to exercise the proxy.

Accordingly, if you choose to appoint as your proxy a member of the key management personnel of the Company (other than the Chairman of the meeting) or one of their Closely Related Parties, you are encouraged to direct your proxy how to vote on Item 2 (Remuneration Report) by marking either "For", "Against" or "Abstain" on the corresponding section of the proxy form. If you choose to appoint the Chairman of the meeting as your proxy, or if the Chairman is appointed as your proxy by default, and you do not mark one of the boxes for Item 2 on the proxy form, you will be giving the Chairman your express authority to vote the shares the subject of your proxy as he sees fit (and the Chairman will vote in favour of Item 2).

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

Item 3: Executive Long Term Incentive Plan

The Company is seeking member approval for the Seven Group Holdings Limited Executive Long Term Incentive Plan (previously known as the Seven Group Holdings Employee Share Option Plan) (the **Plan**) as part of the operation of the Company's revised long term incentive arrangements for senior executives.

The Plan was initially adopted by the Board in April 2010, at the time of the merger of Seven Network Limited and WesTrac, to allow replacement options over Seven Group Holdings Limited shares to be granted for the Seven Network Limited options that were held by certain executives prior to the transaction. No further grants have since been made under the Plan.

As a result of the executive remuneration review and discussions with members which took place during the 2012 financial year, the Board determined to introduce a new long term incentive program (**LTIP**) for selected group executives to replace the deferred equity component of the prior Performance Management Plan (discontinued with effect from the 2012 financial year). The Board, other than the participants of the LTIP who are members of the Board, has currently approved each of the Group CEO, COO, CFO and CEO WesTrac as participants in the LTIP.

Grants under the LTIP will be made under and pursuant to the Plan. For these purposes, the Board has recently adopted amendments to the rules of the Plan so as to enable the Company to make LTI awards under the Plan in the form of rights to receive shares at nil cost, subject to the achievement of specific performance hurdles and service conditions. The terms of the replacement options granted under the Plan in 2010 were not amended or otherwise impacted by these changes.

Member approval is being sought for the operation of the Plan, as amended for the purposes of the LTIP. As explained below, no awards are proposed to be made for the purposes of the LTIP in respect of the 2012 financial year. Accordingly member approval is not being sought for specific grants to the

Explanatory Notes (continued)

executive directors. Further, the Company's current intention is that when the LTI awards granted under the Plan vest, shares underlying the rights will be purchased on-market. In particular, shares underlying the rights granted as LTI awards to executive directors who participate in the Plan will be purchased on-market. Accordingly, there is no requirement at law or under the ASX Listing Rules for members to approve the making of LTI awards, including to executive directors, under the Plan. However, the Board considers it appropriate for corporate governance reasons to seek member approval for the operation of the Plan in respect of the LTIP. This resolution is an ordinary resolution, requiring more than 50% of votes to be cast in favour in order to be passed.

Summary of the LTI awards proposed to be made under the Plan

It is intended that LTI awards will only be made if specific 'gateway' targets are achieved based on the Group's full-year results for the prior financial year. The executives who will be eligible to receive a grant, and the precise terms and conditions of LTI awards to be made in respect of each financial year, will be determined by the Board on an annual basis around the time the Group's full-year results for the prior financial year are announced.

However, the Board's current intention in relation to awards to be granted under the LTIP can be summarised as follows:

- LTI awards will only be granted if specific financial targets for the prior financial year have been achieved. In this respect, the Board has determined that the targets set for the 2012 financial year were not met and, as such, no LTI awards will be made in respect of FY12.
- Awards will be granted in the form of rights to receive fully paid shares in the Company (**Performance Rights**) which only vest to the extent specific performance hurdles are achieved over a three-year performance period. The three-year performance period commences from the financial year in which the Performance Rights are granted, and will not include the financial year in respect of which the 'gateway' financial target applies. Performance Rights are 'options' as defined in the rules of the Plan.
- For the majority of participants, the vesting of Performance Rights granted under the LTIP will be dependent on two independent performance measures: growth in Earnings Per Share and the Company's Total Shareholder Return performance relative to a pre-determined peer group of companies. For any grants to the CEO, WesTrac, an additional, WesTrac-specific, performance condition will also apply. No re-testing of performance conditions will occur (i.e., to the extent performance hurdles are not achieved following the end of the relevant performance period, any unvested LTI awards will immediately lapse). As noted above, the specific performance hurdles to apply to grants under the LTIP will be determined by the Board at the time grants are made, and details will be disclosed in the Company's Remuneration Report for the relevant financial year.

- Subject to achievement of the relevant performance conditions, and the participant's continued employment with the Group, Performance Rights may vest and convert to shares at nil cost to the participant. As noted above, it is the Company's current intention that shares will be acquired on-market for the purposes of awards held by executive directors, and more generally for the purposes of the Plan. However, the Plan provides the flexibility for shares to be issued to satisfy vested awards. If shares are to be issued in respect of awards made to executive directors for the purposes of the LTIP the Company will seek member approval in accordance with the ASX Listing Rules. Shares received on the vesting of Performance Rights may be disposed of by participants, subject to the Group's share trading policies, and the participant meeting the minimum shareholding guidelines for executives which apply with effect from 1 July 2012.
- In the event of a change of control of the Company the Board will have discretion to determine whether, and the extent to which, unvested Performance Rights vest. The Board will consider when making its decision the extent to which performance conditions have been achieved to the date of the event.
- If a participant ceases employment with the Company due to termination for cause or gross misconduct, or other reasons determined by the Board (which would normally include resignation) all unvested Performance Rights will lapse. If the participant ceases employment other than for the reasons outlined above the Performance Rights will not lapse and can continue to be held by the participant any may vest subject to the original performance conditions following the end of the performance period, unless the Board determines otherwise.
- Performance Rights do not carry any dividend or voting rights.

The Board believes the proposed LTI awards and the LTIP encourage sustained long-term performance and enhance the alignment between the interests of participating executives and those of members.

As noted earlier, the Group financial targets to qualify executives for participation in the Plan were not met in respect of the 2012 financial year and, as such, no LTI awards are to be made in respect of FY12. The first grant of LTI awards may be made following the end of the 2013 financial year, subject to the Board determining that the relevant financial targets set for FY13 have been achieved.

Summary of the Executive Long Term Incentive Plan Rules

As stated above, awards under the LTIP will be made under and pursuant to the Plan. While the Board recently amended the rules of the Plan to facilitate the operation of the LTIP no changes were made to the terms of the replacement options granted under the Plan in 2010.

A summary of the key rules and terms of the Plan (in particular relating to the general operation of the Plan and the powers in the Board to operate the LTIP as described above) is set out below.

- **Participation:** The Board may, from time to time, in its absolute discretion invite Eligible Executives to participate in a grant of options (which are defined in the rules of the Plan so as to include options and performance rights) upon the terms set out in the Plan and upon such additional terms as the Board determines.
- **Securities offered:** The Board may offer awards under the Plan which are an entitlement to receive Shares subject to satisfaction of any applicable conditions (including any performance, service or other condition) and, if applicable, compliance with the applicable exercise procedures (including payment of any applicable exercise price). Awards under the Plan may be granted in the form of Performance Rights, which are rights to receive Shares at no cost to the extent specific performance and service conditions are met.
- **Plan Participants:** The Plan has been established for the benefit of Eligible Executives, being employees of the Group (including a director employed in an executive capacity) or any person who is declared by the Board to be eligible to participate in the Plan.
- **Dealing with Options and Shares:** Any Dealing in respect of a right or option granted under the Plan is prohibited, except where any dealing occurs by force of law upon the death of a Participant. Dealing includes, but is not limited to the sale, transfer, assignment, trust, encumbrance, option, swap, any alienation of all or any part of the rights attaching to the right or option or Share, and any hedging.
- **Performance Conditions:** Awards granted under the Plan will only Vest, and, if applicable, may be exercised, if each Performance Condition, and any other conditions advised to the Participant by the Board, have been satisfied.
- **Allocation:** Upon vesting of an award granted under the Plan, the Group may satisfy the vested award by either issuing to, procuring the transfer to or procuring the setting aside for the Participant (or his or her personal representative) of, the number of Shares in respect of which awards have vested. The Board, in its absolute discretion, may satisfy the Participant's entitlement on vesting through a cash payment of equivalent value in lieu of an allocation of Shares.

- **Lapse of awards granted under the Plan:** An award granted under the Plan will lapse upon the earliest to occur of:
 - Seven (7) years or any other date specified by the Board in the terms of offer;
 - The Participant dealing in respect of the award in contravention of the Plan Rules;
 - The Participant ceasing to be an employee of the Group due to termination for cause, or gross misconduct, certain other circumstances, and where in the opinion of the Board the Participant has acted fraudulently or dishonestly, or the Participant is in breach of his or her obligations to the Group;
 - In the event of a takeover, scheme of arrangement or winding-up, in which case the Board in its absolute discretion may determine that some or all of the Participant's unvested awards granted under the Plan will lapse; and
 - Failure to meet any applicable Performance Condition or any other condition applicable to the award within the prescribed period.
- **Cessation of employment:** If a Participant ceases to be an employee of a Group due to termination for cause, gross misconduct, or other reason determined by the Board all unvested awards will lapse immediately on cessation of the Participant's employment.

If the Participant ceases to be an employee of the Group other than in the circumstances previously outlined unvested awards will not lapse or vest as a result of cessation of employment but will remain on foot on the same terms and subject to the rules of the Plan, unless the Board determines otherwise. For these purposes, the Board may determine that:

 - Some or all unvested awards vest and become exercisable;
 - Some or all unvested awards remain on foot subject to any further conditions or holding locks determined by the Board;
 - Some or all vested options but unexercised options are only exercisable for a prescribed period and will otherwise lapse; and/or
 - Some or all awards (vested or unvested) lapse with effect from the date of cessation.
- **Takeovers, scheme of arrangements and winding-up:** If there is a Takeover Event, the Board may, in its absolute discretion, determine that all or a specified number of a Participant's unvested awards vest having regard to all relevant circumstances, including whether performance is in line with the Performance Conditions over the period from the beginning of any applicable performance period to the date of the event, and the portion of any applicable performance period of period of service that has expired at the date of the event.

Explanatory Notes (continued)

- **Rights issues & reconstructions:** For options with an exercise price, if the Company makes an offer of Shares pro rata to all or substantially all holders of Shares for a subscription price which is less than the market price for Shares and no Shares have been allocated in respect of an option before the record date then the exercise price per option will be adjusted. In the event of any reconstruction of the issued ordinary capital of the Group the entitlement to securities attaching to each option will be reconstructed in the manner specified by the ASX Listing Rules.

For performance rights with no exercise price, the Board may make any adjustments it considers appropriate to the terms of a performance right granted to that Participant in order to minimise or eliminate any material advantage or disadvantage to a Participant resulting from a corporate action, or capital reconstruction in relation to, the Company. This may include adjusting the number of Shares to which a Participant is entitled on vesting of the performance rights, or adjusting the number of performance rights to which the Participant is entitled having regard to the ASX Listing Rules and the principle stated above.

The Company will disregard any votes cast on Item 3 as a proxy by the Directors, other key management personnel of the Company, or any of their Closely Related Parties, unless the vote is cast as a proxy for a person entitled to vote on Item 3 and either the proxy:

- votes in accordance with the member's direction as to how to vote, as set out on the proxy form; or
- is the Chairman of the meeting and votes pursuant to an express authorisation to exercise the proxy.

Accordingly, if you choose to appoint as your proxy a member of the key management personnel of the Company (other than the Chairman of the meeting) or one of their Closely Related Parties, you are encouraged to direct your proxy how to vote on Item 3 (Executive Long Term Incentive Plan) by marking either "For", "Against" or "Abstain" on the corresponding section of the proxy form. If you choose to appoint the Chairman of the meeting as your proxy, or if the Chairman is appointed as your proxy by default, and you do not mark one of the boxes for Item 3 on the proxy form, you will be giving the Chairman your express authority to vote the shares the subject of your proxy as he sees fit (and the Chairman will vote in favour of Item 3).

Voting recommendation

The Board considers the Plan to be an effective way of incentivising executives to achieve sustainable long-term growth for the Group, and enhance the alignment between the interests of executives and those of members. The Board, other than Messrs Peter Gammell, Ryan Stokes and James Walker who are participants in the LTIP and Messrs David Leckie and Bruce McWilliam who have received previous grants of options under the Plan, recommends that members vote in favour of Item 3.

Items 4 to 7:

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.

Each of Mr Peter David Ritchie AO, Mr Ryan Kerry Stokes, Mr David John Leckie and Mr Richard Anders Uechtritz will retire and stand for re-election, consistent with the Constitution.

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

Peter David Ritchie AO

Being eligible, Mr Peter David Ritchie AO offers himself for re-election to the Board at the meeting.

Deputy Chairman of Seven Group Holdings Limited since April 2010.

Deputy Chairman of Seven Network Limited since August 1991.

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

Current Chairman of Mortgage Choice Limited and a Director since 5 April 2004.

Current Chairman of Reverse Corporation Limited and a Director since 1 October 2002.

Former Chairman of McDonald's Australia Limited and former Director of Westpac Banking Corporation, Solution 6 Holdings Limited and the University of New South Wales Foundation Limited.

Bachelor of Commerce (University of New South Wales). Fellow of CPA Australia.

Officer in the General Division of the Order of Australia.

The Board (other than Mr Peter David Ritchie AO) unanimously recommends that members vote in favour of Mr Peter Ritchie's re-election.

Ryan Kerry Stokes

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

Mr Stokes is Chief Operating Officer of Seven Group Holdings Limited (Executive Director since April 2010 and a Director since February 2010).

Director of WesTrac Pty Limited; Director of Seven West Media Limited (since 22 August 2012). Alternate Director of Seven West Media Limited (from 4 November 2008 to 21 August 2012, including formerly as an Alternate Director of West Australian Newspapers Holdings Limited).

Director of Yahoo!7 Pty Limited.

Director of Consolidated Media Holdings Limited (since September 2009).

Mr Stokes is Chief Executive Officer of Australian Capital Equity Pty Limited and is a Director of Iron Ore Holdings Pty Limited (since January 2011).

Mr Stokes is the Chairman of the National Library of Australia, Director of the Australian Institute of Management (WA), the Perth International Arts Festival, the Australian Strategic Policy Institute Council and the Victor Chang Cardiac Research Institute.

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

David John Leckie

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

Director of Seven Group Holdings Limited since April 2010. Executive Director, Media for Seven Group Holdings Limited since June 2012.

Group Chief Executive Officer and Managing Director, Seven West Media Limited from 16 May 2011 to 30 June 2012.

Director of Seven Network Limited since April 2003 and the Network's Chief Executive Officer, Broadcast Television until 9 December 2011.

Chief Executive Officer of the Seven Media Group from December 2006 to 26 June 2012. Director of Seven Media Group Pty Limited since December 2006.

Bachelor of Arts, (Macquarie University), majoring in Economic and Financial Studies.

Former Chairman of Pacific Magazines.

Former Chief Executive Officer of the Nine Network.

Former Director of Australian News Channel Pty Limited.

Former Director of Free TV Australia Limited.

Former Director of Yahoo!7.

The Board (other than Mr David John Leckie) unanimously recommends that members vote in favour of Mr David Leckie's re-election.

Mr Richard Anders Uechtritz

Being eligible, Mr Richard Anders Uechtritz offers himself for re-election to the Board at the meeting.

Director of Seven Group Holdings Limited since June 2010.

Member of the Remuneration & Nomination Committee, Member of the Independent & Related Party Committee.

Director of JB Hi-Fi Limited since 28 April 2011.

Chief Executive Officer and Director of JB Hi-Fi Limited from June 2000 to May 2010.

Over thirty years experience in retailing.

Co-founder of Rabbit Photo and Smith's Kodak Express.

Director of Kodak (Australasia) Proprietary Limited from 30 July 1998 to 20 July 2000.

The Board (other than Mr Richard Anders Uechtritz) unanimously recommends that members vote in favour of Mr Richard Uechtritz's re-election.

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 10.30am (Sydney time) on Tuesday, 13 November 2012

TO VOTE ONLINE

Reference Number: <HIN/SRN>

Please note it is important that you keep this confidential

**STEP 1 : VISIT** www.boardroomlimited.com.au/vote/sevenagm2012**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 of votes or number of securities that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (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, to the extent permitted by law, 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 **10.30am (Sydney time) on Thursday, 15 November 2012**. 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/sevenagm2012
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 Thursday, 15 November 2012 at 10.30 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 (to the extent permitted by law).

Chairman of the Meeting authorised to exercise proxies on remuneration related matters (Items 2 and 3)

If 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 of the Meeting to exercise my/our proxy in respect of Item 2 and Item 3 even though the Chairman is a member of the key management personnel for the Company, and that item is connected directly or indirectly with the remuneration of members of key management personnel for the Company.

Important for Items 2 and 3 – If the Chairman of the Meeting is your proxy or is appointed as your proxy by default.

If you wish to give the Chairman of the Meeting specific voting directions on Item 2 and Item 3, you should mark the appropriate box opposite Items 2 and 3 below (directing your proxy to vote 'for', 'against' or to 'abstain' from voting). If you have appointed the Chairman of the Meeting as your proxy (or the Chairman becomes your proxy by default), and you do not mark the appropriate box opposite Item 2, Item 3 or both below, by signing and returning this proxy form you are expressly authorising the Chairman of the Meeting to vote in favour of Item 2, Item 3 or both (as appropriate).

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 2012	☐	☐	☐
Item 3	To approve the Executive Long Term Incentive Plan	☐	☐	☐
Item 4	To re-elect Mr Peter David Ritchie AO as a Director of the Company	☐	☐	☐
Item 5	To re-elect Mr Ryan Kerry Stokes as a Director of the Company	☐	☐	☐
Item 6	To re-elect Mr David John Leckie as a Director of the Company	☐	☐	☐
Item 7	To re-elect Mr Richard Anders Uechtritz as a Director of the Company	☐	☐	☐

Please note: If you have appointed the Chairman of the Meeting as your proxy (or the Chairman becomes your proxy by default), you can direct the Chairman of the Meeting to vote either for, against or to abstain from voting on Item 2 (Adoption of the Remuneration Report) and Item 3 (Approval of the Executive Long Term Incentive Plan) by marking the relevant box opposite Items 2 and 3.

The Chairman of the Meeting intends to vote available 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 / / 2012