

15 October 2019

Company Announcements Office
ASX Limited
Level 6
20 Bridge Street
SYDNEY NSW 2000

By electronic lodgement

Total Pages: 11 (including cover letter)

Dear Sir / Madam

Notice of AGM and Proxy Form

Attached is a copy of the 2019 Notice of Annual General Meeting and Proxy Form for ordinary shareholders which will be dispatched to shareholders along with the 2019 Annual Report today.

The 2019 Annual Report was lodged separately with ASX on 21 August 2019.

Yours faithfully



Warren Coatsworth
Company Secretary

SEVEN GROUP HOLDINGS LIMITED
ABN 46 142 003 469

LEADING THE WAY FORWARD

NOTICE OF 2019 ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Seven Group Holdings Limited ("the Company") will be held at

The Mint at 10 Macquarie Street, Sydney
NSW 2000 on Wednesday, 20 November 2019
at 10.30 am (Sydney time).

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 2019, 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, and therefore no vote will be held on this Item.*

ELECTION AND RE-ELECTION OF DIRECTORS

Item 2

In accordance with Article 8.2(c) of the Company's Constitution, Ms Kate Farrar who, having been appointed by the Board as a Director since the last Annual General Meeting, retires and being eligible, offers herself for election as a Director of the Company.

Item 3

In accordance with Article 8.2(a) of the Company's Constitution, Ms Annabelle Chaplain retires and being eligible, offers herself for re-election as a Director of the Company.

Item 4

In accordance with Article 8.2(a) of the Company's Constitution, Mr Terry Davis retires and being eligible, offers himself for re-election as a Director of the Company.

REMUNERATION REPORT

Item 5

To adopt the Remuneration Report of the Company for the financial year ended 30 June 2019.

Notes:

- *The vote on this resolution is advisory only and does not bind the Directors or the Company.*
- *The Directors 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 voting exclusion statement applies to this Item of Business and is set out in full in the Explanatory Notes for Item 5.*

GRANT OF SHARE RIGHTS UNDER THE FY19 SHORT-TERM INCENTIVE PLAN FOR THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER ("MD & CEO")

Item 6

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

"That approval is given for the grant of a maximum of 40,122 share rights to the MD & CEO, Mr Ryan Stokes, under the Seven Group Holdings Limited Short-Term Incentive Plan, on the terms summarised in the Explanatory Notes."

Note:

- *A voting exclusion statement applies to this Item of Business and is set out in full in the Explanatory Notes for Item 6.*

PROPOSED INCREASE IN LIMIT OF AGGREGATE NON-EXECUTIVE DIRECTORS' FEES

Item 7

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

That, for the purposes of ASX Listing Rule 10.17, article 8.5(a) of the Company's Constitution and for all other purposes, the maximum aggregate annual remuneration of the Non-Executive Directors be increased by \$200,000 from \$2,200,000 to \$2,400,000.

Note:

- *A voting exclusion statement applies to this Item of Business and is set out in full in the Explanatory Notes for Item 7.*

By order of the Board

Yours faithfully



Warren Coatsworth
Company Secretary

15 October 2019

EXPLANATORY NOTES

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.*
2. *Voting exclusions apply to Item 5, Item 6 and, Item 7, details of which are set out in the Explanatory Notes. Unless the Chairman of the meeting is your proxy, members of 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 as a member's proxy on Item 5, Item 6 and Item 7 unless the member directs them how to vote on the proxy form. If you intend to appoint one of these individuals as your proxy, you should ensure that you direct that person how to vote on Item 5, Item 6 and Item 7.*
If you appoint the Chairman of the meeting as your proxy, or if the Chairman is appointed as a proxy by default, you may:
 - *direct the Chairman how to vote by marking either "For", "Against" or "Abstain" on the corresponding sections of the proxy form corresponding to Items 5, 6 and/or 7, in accordance with the instructions on that form; or*
 - *not direct the Chairman how to vote on Items 5, 6 and/or 7, in which case, by submitting the proxy form, you will be expressly authorising the Chairman to vote the undirected proxy as he sees fit even if the item is connected with the remuneration of the Key Management Personnel of the Company.*
3. *The Chairman intends to vote all available proxies in favour of all items of business.*
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 Monday, 18 November 2019.*
5. *A proxy need not be a member of the Company.*
6. *Duly completed proxy forms must be returned to the Secretary, Seven Group Holdings Limited, either at:*
 - *Company Secretariat, Level 30, 175 Liverpool Street, Sydney NSW 2015 or fax number: 02 8777 7192; or*
 - *Boardroom Pty Limited, Level 12, Grosvenor Place, 225 George Street, Sydney NSW 2000 or fax number: 02 9290 9655; or*
 - *completed online at www.votingonline.com.au/swwagm2019, in each case by no later than 10.30 am (Sydney time) on Monday, 18 November 2019. Any power of attorney or authority under which a proxy form is signed (or a copy of that power of attorney or authority, certified as a true copy by statutory declaration) must accompany the proxy form.*

These explanatory notes relate to the resolutions set out in the Notice of Meeting and form part of the Notice of Meeting.

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.

ITEMS 2, 3 AND 4:

Election and Re-Election of Directors

For the reasons set out later in these Explanatory Notes, the Board, excluding the Director to whom each resolution relates, unanimously recommends that members vote in favour of the election of Ms Kate Farrar and the re-election of Ms Annabelle Chaplain and Mr Terry Davis.

Under the Company's Constitution, any Director appointed by the Board during the year (as an additional Director or to fill a casual vacancy) may only hold office until the next Annual General Meeting, at which time the Director must retire and can offer himself or herself for election. On this basis, Ms Kate Farrar, who was appointed as a Director on 18 February 2019, offers herself for election.

Under the Constitution of the Company, and consistently with the ASX Listing Rules, a Director who has held office for the longer of three Annual General Meetings of the Company or for three years (except the Managing Director and an alternate director of the Company) must retire from office. A retiring Director is eligible for re-election. Ms Annabelle Chaplain and Mr Terry Davis who were each elected at the Company's 2016 Annual General Meeting, will each retire and stand for re-election.

Under the Constitution, the Managing Director & Chief Executive Officer of the Company, Mr Ryan Stokes, is not required to stand for election.

As announced to ASX on 21 August 2019, Mr Bruce McWilliam will retire as a Director of the Company at the completion of his current term, effective at the end of this year's Annual General Meeting, having been a Director since April 2010. The Board wishes to acknowledge and thank Bruce for his long and distinguished service as a Director of the Company and its predecessor entities.

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

EXPLANATORY NOTES

MS KATE FARRAR – INDEPENDENT NON-EXECUTIVE DIRECTOR

Being eligible, Ms Kate Farrar offers herself for election to the Board at the meeting.

Director of Seven Group Holdings Limited since 18 February 2019.

Member of the Audit & Risk Committee and member of the Independent & Related Party Committee since 15 August 2019.

Ms Farrar is currently the Chief Executive Officer of LGLAsuper. Prior to this she held executive roles at McKinsey & Company, QEnergy Ltd, Morgans Stockbroking, Ergon Energy and Suncorp. As the Managing Director of QEnergy Ltd, Ms Farrar built the company from its inception in 2009 to 2016, achieving revenues of \$140 million in FY15 and a small business customer base of 21,000. As the Chief Operating Officer of Ergon Energy she built the competitive business, realising \$0.5B more than expected on sale.

Ms Farrar has served on the Boards of QEnergy, UnityWater, Mater Health Services Ltd, and the Australian Energy Council. She was also previously an Executive Director of Morgans Stockbroking, Your Essential Super Solution, and the Chair of the Queensland Music Festival.

The Board considers that Ms Farrar's appointment adds further depth and strength to the Board, and that Ms Farrar's skills and experience, particularly in investment analysis, capital management and allocation, and energy sector knowledge and information technology, are valuable to the Company. Ms Farrar's appointment to the Audit & Risk Committee on 14 August 2019 also brings further finance, investment and management expertise to that Committee.

Satisfactory background checks were completed before Ms Farrar was appointed to the Board.

MS ANNABELLE CHAPLAIN – INDEPENDENT NON-EXECUTIVE DIRECTOR

Being eligible, Ms Annabelle Chaplain offers herself for re-election to the Board at the meeting.

Director of Seven Group Holdings Limited since 24 November 2015.

Chair of the Audit & Risk Committee, member of the Remuneration & Nomination Committee and member of the Independent & Related Party Committee.

Ms Chaplain is the Chairman of Canstar Pty Ltd and MFF Capital Investments Limited. She is a director of Downer EDI Ltd, Credible Labs Inc, a member of the Australian Ballet board of directors, and a former director of EFIC, Australia's export credit agency.

A Fellow of the Australian Institute of Company Directors, Ms Chaplain holds an MBA from the University of Melbourne, a BA majoring in Economics and Mandarin from Griffith University and a diploma from the Securities Institute of Australia. In 2015, Ms Chaplain was awarded Griffith University Business School's Outstanding Alumnus of the year and in 2016, Griffith University conferred on her an honorary doctorate in recognition of her distinguished service to banking, finance and the community.

Ms Chaplain brings extensive experience in financial services and mining, engineering and infrastructure services to the Board, which is of significant relevance to industries in which the Company operates and holds investments. Ms Chaplain's special responsibilities include her chairmanship of the Audit & Risk Committee.

MR TERRY DAVIS – INDEPENDENT NON-EXECUTIVE DIRECTOR

Being eligible, Mr Terry Davis offers himself for re-election to the Board at the meeting.

Director of Seven Group Holdings Limited since 1 June 2010.

Chairman of the Independent & Related Party Committee. Chairman of the Remuneration & Nomination Committee from 3 August 2017.

Group Managing Director, Coca-Cola Amatil Limited from 12 November 2001 to 3 March 2014. Director of St. George Bank Limited from December 2004 to December 2008.

Over fifteen years' experience in the global wine industry including Managing Director of Beringer Blass (the wine division of Foster's Group Limited) and Managing Director of Cellarmaster Wines Group between 1987 and 1997. Council Member of the University of New South Wales Council from June 2006 to June 2014.

Mr Davis brings a deep knowledge of corporate management and commercial matters to the Board. His business acumen and understanding of company management and economic conditions is brought to bear in the testing and consideration of management's strategy and execution of strategy as well as in relation to the assessment of the Company's financial and non-financial risks.

Having served on the Board since 2010, Mr Davis has acquired valuable insights into the Company and the diverse industries in which it operates and holds investments. His proposed re-election provides continuity on the Board and its Committees, particularly through his roles as Chairman of both the Remuneration & Nomination Committee and Independent & Related Party Committee.

As Chairman of the Independent & Related Party Committee, Mr Davis performs the function of a Lead Independent Director on the Board.

ITEM 5:**Remuneration Report**

The Board unanimously recommends that members vote in favour of adopting the 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 for the year ended 30 June 2019 can be found on pages 75 to 93 of the Company's 2019 Annual 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 approach to executive remuneration and the link to company performance and shareholder outcomes;
- explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the Company (including Directors);
- explains the relationship between the Board's remuneration policy, the Company's performance and incentives for Key Management Personnel;
- details the remuneration framework which explains the reward elements and any performance conditions applicable to the remuneration of the Key Management Personnel of the Company; and
- sets out remuneration details for the Key Management Personnel of the Company.

The Company received more than 98% of 'yes' votes on its Remuneration Report for the 2018 financial year.

Voting exclusion statement

The Company will disregard any votes cast on Item 5:

- by or on behalf of the Directors and other Key Management Personnel of the Company named in the Remuneration Report for the year ended 30 June 2019, or any of their Closely Related Parties regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the key management personnel of the Company at the date of the meeting or any of their Closely Related Parties.

The only circumstances in which a vote cast on Item 5 by a member of the Key Management Personnel of the Company or their Closely Related Parties will be counted is if that person votes as a proxy for a person entitled to vote on Item 5 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 as he sees fit, even though Item 5 is connected with the remuneration of the Key Management Personnel.

ITEM 6:**Grant of share rights under the FY19 Short-Term Incentive (“STI”) Plan for the Managing Director & Chief Executive Officer (“MD & CEO”)**

The Board, other than Mr Ryan Stokes and Mr Bruce McWilliam, recommends that members vote in favour of Item 6.

The Company operates the Seven Group Holdings Limited STI plan to provide short-term incentives to senior executives, based on performance relative to corporate and individual goals over the Company's financial year. Under the key terms of the STI plan, 50 per cent of the STI award for the MD & CEO, Mr Ryan Stokes, is deferred into share rights.

Further details regarding the STI plan and the FY19 STI award are set out in the Remuneration Report on pages 75 to 93 of the Company's 2019 Annual Report.

Why is shareholder approval being sought?

Under ASX Listing Rule 10.14, shareholder approval is required in order for a director to be issued securities under an employee incentive scheme. As the terms of Mr Ryan Stokes' STI grant require that the securities to satisfy the STI award be purchased on market, shareholder approval is not required for the purposes of the ASX Listing Rules.

However, in the interests of transparency and good governance, the Board has determined to seek shareholder approval for the grant of securities to Mr Ryan Stokes.

SUMMARY OF THE KEY TERMS OF THE GRANT OF SECURITIES**A brief overview of the key terms of the proposed grant under the STI plan is set out below**

Details of the proposed STI grant	The MD & CEO, Mr Ryan Stokes participated in the STI plan in respect of FY19 (“FY19 STI”). All awards are subject to satisfying the Group's underlying EBIT gateway and achievement of a balanced scorecard of measurable and quantifiable individual targets. In cases of outperformance, the Board may grant an additional award amount. Under the STI plan, 50 per cent of the FY19 STI that has been earned is delivered as a cash bonus to the MD & CEO, and the remaining 50 per cent is delivered in share rights as the deferred component of his STI. Accordingly, Mr Ryan Stokes is entitled to receive \$696,850 of share rights (being the “Grant Value” of the deferred share rights component of his FY19 STI). The number of share rights to be allocated to Mr Ryan Stokes will be a maximum of 40,122 based on an issue price of \$17.3679. The number of share rights issued for Executives has been determined by dividing the Grant Value by the Company's closing share price on 30 June 2019, adjusted to reflect that share rights do not entitle the holder to dividends on the underlying shares until the share rights vest and shares are acquired. A share right is a right to acquire one ordinary share in the Company.
Grant Date	The Company intends that the share rights will be allocated to Mr Ryan Stokes on or about 1 December 2019, but in any event, within 12 months after the date of the meeting.
Vesting Of Shares	Subject to the terms of the STI plan, the share rights will vest on 1 July 2021. Mr Ryan Stokes will not be entitled to vote nor be paid dividends in respect of those unvested share rights.
Cessation of Employment	If Mr Ryan Stokes ceases employment with the Company prior to the vesting of share rights, his entitlement to the unvested share rights will depend on the circumstances of cessation. If employment is terminated for cause, all unvested share rights will immediately lapse. In other circumstances, unvested share rights will generally continue afoot, subject to the original vesting conditions, as though they had not ceased employment, unless the Board determines otherwise. Except where employment ceases due to permanent disablement or death, the Board may determine, in its discretion and prior to or within 60 days of cessation, that some or all of the unvested share rights vest (either immediately or subject to conditions) or lapse with effect from the date of cessation.
Other Information	No loan arrangements are entered into with Mr Stokes in relation to share rights granted to Mr Stokes under the STI plan. The only Directors of the Company who are eligible to receive share rights under the STI plan are Mr Ryan Stokes and Mr Bruce McWilliam. Since the 2018 Annual General Meeting (being the date of the last approval), 38,215 share rights were granted to Mr Ryan Stokes and 3,236 share rights were granted to Mr Bruce McWilliam under the STI plan. No amount was payable by each of them for those grants as those grants formed part of their remuneration.

Voting exclusion statement

The Company will disregard any votes on Item 6:

- cast in favour of the resolutions by or on behalf of Mr Ryan Stokes and Mr Bruce McWilliam (being the only Directors eligible to participate in the STI plan) or any of their associates regardless of the capacity in which the vote is cast; or
- cast as a proxy by any of the Key Management Personnel of the Company at the date of the meeting or their Closely Related Parties.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairman of the meeting as proxy for a person who is entitled to vote pursuant to an express authorisation to vote as the proxy decides.

ITEM 7:**Proposed increase in limit of aggregate Non-Executive Directors' fees**

ASX Listing Rule 10.17 and clause 8.5(a) of the Company's Constitution requires shareholders to approve any increase in the total amount of Non-Executive Directors' remuneration that can be paid each year. The current limit of aggregate annual remuneration payable to the Executive Chairman and Non-Executive Directors of \$2,200,000 was last reviewed at the Company's 2017 Annual General Meeting.

Details of the Company's approach and the amount of remuneration paid to Non-Executive Directors is disclosed in the Remuneration Report contained within the Directors' Report, in the Company's 2019 Annual Report. The Executive Chairman receives a fixed Director's fee which is paid in the form of cash and statutory superannuation contributions.

The Executive Chairman and Non-Executive Directors are remunerated via Board and Committee fees which are reviewed annually. The Company's Board and Committee fees are inclusive of statutory superannuation and reflect the time commitment and responsibilities involved, taking into account market rates for significant publicly listed companies. Non-Executive Directors do not receive payments on their retirement from office other than payments accruing from superannuation contributions comprising part of their remuneration.

It is the Board's policy that the fees paid to the Executive Chairman are included in the approved fee pool. The Executive Chairman does not receive any additional fees for being the Chair or a member of a Board Committee.

Following a market review based on external benchmarking of remuneration for board chairs and non-executive directors for a peer group of comparable companies, in April 2019 the base fee for the Executive Chairman was increased marginally from \$350,000 to \$385,000 and for Non-Executive Directors from \$160,000 to \$170,000. Committee fees remained unchanged. The fees paid to the Executive Chairman have otherwise remained unchanged since the inception of the Company in 2010.

The Company is mindful of ensuring that the level of fees the Company may offer keeps pace with market conditions, given that contemporary regulatory demands have increased the responsibilities placed on Non-Executive Directors and the time committed to their duties. The proposed increase to the aggregate annual remuneration payable to Non-Executive Directors would allow flexibility for market increases in the future and support the capacity for the Company to appoint other suitably qualified Non-Executive Directors as required, as well as allowing for better succession planning by facilitating the appointment of a new Non-Executive Director before the retirement of an existing Non-Executive Director.

It is also relevant that under the Company's Constitution a maximum of 12 Directors may be appointed to the Board. Following Mr Bruce McWilliam's retirement from the Board at the 2019 Annual General Meeting, the Company's Board will comprise nine Directors. The proposed aggregate fee increase will provide the appropriate remuneration capacity to satisfy the appointment of additional Non-executive Directors to the Board, including to fill a vacancy created by Mr McWilliam's retirement (noting that Mr McWilliam's executive remuneration is not paid from the aggregate Non-Executive Director fee cap), if so approved, to ensure that the Board remains comprised of high calibre Directors with a mix of skills, strategic competencies, qualifications and experience to oversee the Company's diverse range of operations and investments.

No securities have been issued to a Non-Executive Director of the Company with the approval of shareholders in the preceding three years or prior to that.

Voting exclusion statement

The Company will disregard any votes cast on the proposed resolution in Item 7:

- by or on behalf of a Director of the Company and any of their associates regardless of the capacity in which the vote is cast; or
- as a proxy by any of the key management personnel of the Company at the date of the meeting or their Closely Related Parties.

However, the Company need not disregard a vote cast if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote pursuant to an express authorisation to vote as the proxy decides.

DIRECTIONS AND MAP

Parking

Parking is available close to The Mint at the Domain car park. See map below for location.

Train

Martin Place and St James train stations are conveniently located close to The Mint. See map below for locations.

Walking

Please refer to the map set out below on this page for directions to walk from Martin Place and St James train stations to The Mint. Walking from either train station takes approximately five minutes.



ASX: SVW

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be recorded **before 10:30am (Sydney time) on Monday, 18 November 2019**

🖨 TO VOTE BY APPOINTING A PROXY ONLINE

BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/svwagm2019>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair 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 or does not vote in accordance with your instructions, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the Company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

If you are entitled to cast two or more votes, you are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the Company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. 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

To direct your proxy how to vote, mark 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 securities are to be voted on any item by inserting the percentage or number that 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, to the extent permitted by law. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

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 the Company's securities registry.

Voting restrictions for KMP

Please note that if you appoint a member of the Company's key management personnel (KMP) (which includes each of the directors) or one of their closely related parties as your proxy, they will not be able to cast your votes on Items 5,6 and/or 7, unless you direct them how to vote or the Chair of the Meeting is your proxy. If you appoint the Chair of the Meeting as your proxy or the Chair of the Meeting is appointed as your proxy by default, but you do not mark a voting box for Items 5,6 and/or 7, by completing and submitting this Proxy Form you will be expressly authorising the Chair of the Meeting to exercise your proxy in respect of the relevant Item, even though the Item is indirectly or directly connected with the remuneration of the KMP.

STEP 3 SIGN THE FORM

The 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 securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a 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 should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy Forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:30am (Sydney time) on Monday, 18 November 2019**. Any Proxy Form received after that time will not be valid for the scheduled meeting

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖨 **Online** <https://www.votingonline.com.au/svwagm2019>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

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

Seven Group Holdings Limited

ABN 46 142 003 469

☐ 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 in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

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

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **The Mint at 10 Macquarie Street, Sydney NSW 2000 on Wednesday, 20 November 2019 at 10:30 am (Sydney time)** and at any adjournment or postponement 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, and to the extent permitted by law, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair of the Meeting becomes my/our proxy by default) and I/we have not directed my/our proxy how to vote in respect of Items 5,6 and/or 7, and I/we am/are entitled to vote on the relevant items, then by submitting this form I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of those Items even though Items 5,6 and/or 7 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting intends to vote all available undirected proxies in favour of all Items of business (including Items 5,6 and 7). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that item.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Item 2	Election of Ms Kate Farrar as a Director	☐	☐	☐
Item 3	Re-election of Ms Annabelle Chaplain as a Director	☐	☐	☐
Item 4	Re-election of Mr Terry Davis as a Director	☐	☐	☐
Item 5	Adoption of the Remuneration Report	☐	☐	☐
Item 6	Grant of Share Rights Under the FY19 Short-Term Incentive Plan for the MD & CEO - Mr Ryan Stokes	☐	☐	☐
Item 7	Proposed Increase in limit of aggregate Non-Executive Directors' fees	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDER

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2019