Beyond Sportswear International Limited

ABN 41 108 042 593

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

Lodge your vote:

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

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

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 10:00am (Melbourne time) Saturday 13 November 2010

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.
Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.
Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate “Certificate of Appointment of Corporate Representative” prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →

View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- ☑ **Review your securityholding**
- ☑ **Update your securityholding**

Your secure access information is:

SRN/HIN: I9999999999

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

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

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Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Beyond Sportswear International Limited hereby appoint

☐ **the Chairman of the meeting** **OR** ______________________

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Beyond Sportswear International Limited to be held at The Prince, Bay Room, 2 Acland Street, St Kilda on Monday, 15 November 2010 at 10:00am (Melbourne time) and at any adjournment of that meeting.

STEP 2 Items of Business

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

Ordinary Business

		For	Against	Abstain
Resolution 1	Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Mr. Andrew Plympton as a Director	☐	☐	☐

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

SIGN Signature of Securityholder(s) *This section must be completed.*

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

Contact Name ______________________ **Contact Daytime Telephone** ______________________ **Date** ____/____/____

Notice of annual general meeting

Beyond Sportswear International Limited

ABN 41 108 042 593

Date: Monday 15 November 2010

Time: 10.00 am

Place: The Prince, Bay Room, 2 Acland Street, St Kilda

Notice of Annual General Meeting

NOTICE is given that the 2010 annual general meeting of Beyond Sportswear International Limited ACN 108 042 593 ("Company") will be held at The Prince, Bay Room, 2 Acland Street, St Kilda at 10.00 am on Monday 15 November 2010

Business

Shareholders are invited to consider the following items of business at the annual general meeting:

ORDINARY BUSINESS

1. **Financial statements and related reports**

   To receive and consider:
   - The Financial Report of the Company and its controlled entities for the financial year ending 30 June 2010;
   - The Directors' Report; and
   - The Auditor's Report.

2. **Remuneration Report (Resolution 1)**

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

   ***THAT** the Remuneration Report of the Company as set out in the Annual Report for the financial year ended 30 June 2010 be adopted.*

   Note: The vote on this item is advisory only and does not bind the directors or the Company.

3. **Re-election of Mr. Andrew Plympton as a Director (Resolution 2)**

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

   ***THAT** Mr. Andrew Plympton, a director retiring by rotation in accordance with clause 20.2 of the Company's Constitution, and being eligible, be re-elected as a director of the Company.*

Dated 15 October 2010

By order of the Board of Beyond Sportswear International Limited

Sophie Karzis
COMPANY SECRETARY

Voting information

Voting by proxy

(a) A shareholder entitled to attend and vote at the annual general meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the meeting, 2 proxies, to attend and vote instead of the shareholder.

(b) Where 2 proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting. If the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise half of the votes.

(c) A proxy need not be a shareholder of the Company.

(d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.

(e) A proxy form accompanies this notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power or authority **by 10.00 am (Melbourne time) on 13 November 2010** at the share registry, being the office of Computershare Investor Services Pty Limited:

- by post at GPO Box 242, Melbourne, Victoria 3001; or
- by personal delivery at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067; or
- by facsimile: Australia – 1800 783 447, overseas – +61 3 9473 2555; or
- Custodian voting – for Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Voting and other entitlements at the annual general meeting

A determination has been made by the board of the Company under regulation 7.11.37 of the *Corporations Regulations* 2001 that shares in the Company which are on issue at **10.00 am (Melbourne time) on 13 November 2010** will be taken to be held by the persons who held them at that time for the purposes of the annual general meeting (including determining voting entitlements at the meeting).

Explanatory Statement

Beyond Sportswear International Limited

ACN 108 042 593

1. FINANCIAL AND RELATED REPORTS

The Company's 2010 Annual Report contains the Directors' Report, the Financial Report and the Remuneration Report.

Pursuant to the Corporations Act, the directors of a public company that is required to hold an Annual General Meeting must table the financial statements and reports of the Company (including the Directors' Report and Auditor's Report) for the previous year before the members at that Annual General Meeting.

Shareholders have been provided with all relevant information concerning the Company's financial statements, Directors' Report and Auditor's Report in the Annual Report of the Company for the year ended 30 June 2010. A copy of the Annual Report has been forwarded to each shareholder other than those shareholders who have previously notified the Company that they elect not to receive the Annual Report, whether in paper form or electronically. The Annual Report can also be viewed, printed and downloaded from the ASX website and the Company's website. A copy of the financial statements, the Directors' Report and the Auditor's Report will also be tabled at the meeting.

Shareholders should note that the sole purpose of tabling the financial statements and the reports of the Company at the Annual General Meeting is to provide the shareholders with the opportunity to ask questions or discuss matters arising from the financial statements or the reports at the meeting. It is not the purpose of the meeting that the financial statements or the reports to be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt, receive or consider the Company's financial statements or the reports (other than the Remuneration Report) will be put to the shareholders at the meeting.

Members will be given a reasonable opportunity at the meeting to ask questions and make comments on the financial statements and the reports. The Company's auditor will be available to receive questions and comments from shareholders about the preparation and content of the Auditor's Report and the conduct of the audit.

2. REMUNERATION REPORT (Resolution 1)

Section 300A of the Corporations Act requires that the Directors' Report contain a Remuneration Report containing information about the Board's policy for determining the nature and amount of the remuneration of its directors, secretaries, and senior management. The Report must also explain the relationship between the remuneration policy and the company's performance. The Corporations Act (section 250R(2)) requires a company put a resolution to its members that the Remuneration Report be adopted.

The Corporations Act expressly provides that the vote is advisory only and does not bind the directors or the Company.

Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. The Company's Remuneration Committee will take into account the discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.

3. RE-ELECTION OF DIRECTORS (Resolution 2)

Clause 20.2 of the Company's constitution requires that at each Annual General Meeting one-third of the directors, or if their number is not a multiple of 3, then the number nearest to one-third of the directors, must retire from office.

Mr. Andrew Plympton retires in accordance with this provision of the Company's Constitution and being eligible for re-election is seeking re-appointment as a director. Please refer to the Directors' Report of the 2010 Annual Report for information about Mr. Plympton.