

17 October 2018

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

By electronic lodgment

Total Pages: 11 (including covering letter)

Dear Sir / Madam

Notice of AGM and Proxy Form

Attached is a copy of the 2018 Notice of Annual General Meeting and Proxy Form for shareholders which will be dispatched to shareholders along with the 2018 Annual Report today.

The 2018 Annual Report was lodged separately with ASX on 22 August 2018

Yours faithfully



Warren Coatsworth
Company Secretary

**NOTICE OF ANNUAL
GENERAL MEETING
2018**

FOCUS ON EXECUTION

Notice is hereby given that the Annual General Meeting of Seven Group Holdings Limited (“the Company”) will be held at Doltone House Darling Island Wharf, Ground Floor, 48 Pirrama Road, Pyrmont NSW 2009 on Wednesday, 21 November 2018 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 2018, 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.*

RE-ELECTION OF DIRECTORS

Item 2

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

Item 3

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

REMUNERATION REPORT

Item 4

To adopt the Remuneration Report of the Company for the financial year ended 30 June 2018.

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 4.*

GRANT OF SHARE RIGHTS UNDER THE FY18 SHORT-TERM INCENTIVE PLAN FOR THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER ("MD & CEO") AND COMMERCIAL DIRECTOR

Item 5(a)

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

"That approval is given for the grant of 38,215 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."

Item 5(b)

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

"That approval is given for the grant of 3,236 share rights to the Commercial Director, Mr Bruce McWilliam, 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 these Items of Business and is set out in full in the Explanatory Notes for Item 5.*

GRANT OF PERFORMANCE RIGHTS UNDER THE FY19 LONG-TERM INCENTIVE PLAN FOR THE COMMERCIAL DIRECTOR

Item 6

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

"That approval is given for the grant of 7,968 performance rights to the Commercial Director, Mr Bruce McWilliam, under the Seven Group Holdings Limited Long-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.*

APPROVAL OF ISSUE OF ORDINARY SHARES ON CONVERSION OF CONVERTIBLE NOTES

Item 7

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the shareholders of the Company approve:

- the conversion rights of the 2.2 per cent Senior Unsecured Convertible Notes issued on 5 March 2018 ("Convertible Notes"); and
- the issue of ordinary shares on conversion of the Convertible Notes."

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



Warren Coatsworth
Company Secretary

17 October 2018

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 4, 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, dependents and companies they control) ("Closely Related Parties") will not be able to vote as a member's proxy on Item 4, Item 5 and Item 6 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 4, Item 5 and Item 6.

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 4 and/or 5 and/or 6, in accordance with the instructions on that form; or
- not direct the Chairman how to vote on Items 4 and/or 5 and/or 6, 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, 19 November 2018.

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 2, 38–42 Pirrama Road, Pyrmont NSW 2009 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/svwagm2018, in each case by no later than 10.30 am (Sydney time) on Monday, 19 November 2018. 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 AND 3:

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 re-election of Messrs David McEvoy and Richard Uechtritz.

Under the Constitution of the Company, and consistent 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.

Messrs David McEvoy and Richard Uechtritz, who were each elected at the Company's 2015 Annual General Meeting, will each retire and stand for re-election at the meeting.

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

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

MR DAVID MCEVOY – INDEPENDENT NON-EXECUTIVE DIRECTOR

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

Director of Seven Group Holdings Limited since 27 May 2015.

Member of the Audit & Risk Committee and member of the Independent & Related Party Committee.

Mr McEvoy has been engaged in the oil and gas industry for over 40 years, in a variety of technical, senior executive and non-executive director roles. He was employed for almost 34 years with ExxonMobil. He concluded his executive career at ExxonMobil in 2002 as Vice President Business Development, ExxonMobil Exploration Company. Mr McEvoy earlier served as a Regional Vice President of Exxon Exploration Company from 1992 to 1997, where he was responsible for exploration activities in the Far East, USA, Canada and South America. He joined Esso Australia Limited in 1969.

Mr McEvoy graduated from the University of New South Wales with a degree in Science and a graduate diploma in Applied Geophysics. Mr McEvoy is a former Non-Executive Director of AWE Limited (2006 – 2018), Woodside Petroleum Limited (September 2005 to May 2017), Acer Energy (formerly Innamincka Petroleum Limited) and Po Valley Energy Ltd.

Mr McEvoy brings invaluable senior executive and director experience in the oil and gas industries to the Board and the Audit & Risk Committee, including extensive expertise in accounting and regulatory matters as well as operational and strategic risk management.

EXPLANATORY NOTES

MR RICHARD UECHTRITZ – INDEPENDENT NON-EXECUTIVE DIRECTOR

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

Director of Seven Group Holdings Limited since 1 June 2010.

Member of the Remuneration & Nomination Committee and 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.

Mr Uechtritz is a highly experienced entrepreneur and company director with a proven track record in building and realising shareholder value. Mr Uechtritz's commercial judgement and understanding of customer service markets and businesses are particularly beneficial to the Board and Management given the Group's range of customer facing operations, as are his expertise in investment, people management and executive leadership.

ITEM 4:

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 2018 can be found on pages 23 to 43 of the Company's 2018 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.

Voting exclusion statement

The Company will disregard any votes cast on Item 4:

- 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 2018, 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 4 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 4 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 4 is connected with the remuneration of the Key Management Personnel.

ITEMS 5(a) AND 5(b):

Grant of share rights under the FY18 Short-Term Incentive ("STI") Plan for the Managing Director & Chief Executive Officer ("MD & CEO") and Commercial Director

The Board, other than Mr Ryan Stokes and Mr Bruce McWilliam, recommends that members vote in favour of Items 5(a) and 5(b).

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 and the Commercial Director, Mr Bruce McWilliam, is deferred into share rights.

Further details regarding the STI plan and the FY18 STI award are set out in the Remuneration Report on pages 30 to 32 of the Company's 2018 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' and Mr Bruce McWilliam's 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 and Mr Bruce McWilliam.

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 and the Commercial Director, Mr Bruce McWilliam participated in the STI plan in respect of FY18 ("FY18 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. Mr Ryan Stokes, MD & CEO Under the STI plan, 50 per cent of the FY18 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 \$682,000 of share rights (being the "Grant Value" of the deferred share rights component of his FY18 STI). The number of share rights to be allocated to Mr Ryan Stokes will be 38,215. Mr Bruce McWilliam, Commercial Director Under the STI plan, 50 per cent of the FY18 STI that has been earned is delivered as a cash bonus to the Commercial Director, and the remaining 50 per cent is delivered in share rights as the deferred component of his STI. Accordingly, Mr McWilliam is entitled to receive \$57,750 of share rights (being the "Grant Value" of the deferred share rights component of his FY18 STI). The number of share rights to be allocated to Mr McWilliam will be 3,236. 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 2018, 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 and Mr Bruce McWilliam on or about 1 December 2018, 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 2020. Mr Ryan Stokes and Mr Bruce McWilliam will not be entitled to vote nor be paid dividends in respect of those unvested share rights.
Price payable for securities	No amount will be payable by Mr Ryan Stokes or Mr Bruce McWilliam upon the allocation of the share rights or vesting of the share rights.
Cessation of employment	If Mr Ryan Stokes or Mr Bruce McWilliam respectively cease employment with the Company prior to the vesting of share rights, their respective 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	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.

Voting exclusion statement

The Company will disregard any votes on Items 5(a) and 5(b):

- 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.

EXPLANATORY NOTES

ITEM 6:

Grant of Performance Rights to Mr Bruce McWilliam, Commercial Director under the Company's 2019 Long-Term Incentive ("LTI") Plan

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 LTI plan to provide long-term incentives to senior Executives, and to help create alignment with shareholders. Consistent with other Executives, Mr Bruce McWilliam, Commercial Director, is entitled to receive an award under the terms and conditions of the SGH Executive Equity Incentive LTI plan, a summary of which is set out below.

Further details regarding the LTI plan are set out in the Remuneration Report on pages 32 to 33 of the Company's 2018 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 securities to satisfy the LTI award for Mr Bruce McWilliam will 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 the Commercial Director under the LTI plan.

Summary of the key terms of the grant of securities

A brief overview of the key terms of the proposed grant under the LTI plan is set out below.

Details of the proposed LTI grant	The Commercial Director, Mr Bruce McWilliam is a participant of the FY19 LTI plan. Performance rights are granted at the commencement of the three year performance period. The LTI grant represents 50 per cent of Mr McWilliam's Fixed Remuneration. Accordingly, Mr McWilliam is entitled to receive \$137,500 of performance rights (being the "Grant Value" of the FY19 LTI). The number of share rights to be allocated to Mr McWilliam will be 7,968. This has been determined by dividing the Grant Value by the Company's closing share price on 30 June 2018, adjusted to reflect that performance rights do not entitle the holder to dividends on the underlying shares until the performance rights vest and shares are acquired.											
Grant date	The Company intends that the performance rights will be allocated to Mr Bruce McWilliam on or about 1 December 2018, but in any event, within 12 months after the date of the meeting.											
Performance measurement and vesting of shares	Subject to the terms of the LTI plan and consistent with other Executives, the performance rights will vest on or about 1 July 2021, subject to the achievement of TSR performance measures as outlined below. <table><tr><th>SGH's TSR ranking relative to comparator group companies</th><th>Proportion of TSR performance rights that vest (%)</th></tr><tr><td>Above 75th percentile</td><td>100%</td></tr><tr><td>51st-75th percentile</td><td>50% vesting on a straight-line basis to 100%</td></tr><tr><td>At 51st percentile</td><td>50%</td></tr><tr><td>Below 51st percentile</td><td>Nil</td></tr></table>		SGH's TSR ranking relative to comparator group companies	Proportion of TSR performance rights that vest (%)	Above 75th percentile	100%	51st-75th percentile	50% vesting on a straight-line basis to 100%	At 51st percentile	50%	Below 51st percentile	Nil
SGH's TSR ranking relative to comparator group companies	Proportion of TSR performance rights that vest (%)											
Above 75th percentile	100%											
51st-75th percentile	50% vesting on a straight-line basis to 100%											
At 51st percentile	50%											
Below 51st percentile	Nil											
Price payable for securities	No amount will be payable by Mr Bruce McWilliam upon the allocation of the performance rights or vesting of the performance rights.											
Cessation of employment	If Mr Bruce McWilliam ceases employment with the Company prior to the vesting of performance rights, his entitlement to the unvested performance rights will depend on the circumstances of cessation. If employment is terminated for cause, all unvested performance rights will immediately lapse. In other circumstances, unvested performance rights will generally remain afoot, subject to the original vesting conditions, as though he 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 performance rights vest (either immediately or subject to conditions) or lapse with effect from the date of cessation.											

Voting exclusion statement

The Company will disregard any votes on Item 6:

- cast in favour of the resolution by or on behalf of Mr Ryan Stokes and Mr Bruce McWilliam (being the only Directors eligible to participate in the LTI 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

Approval of Issue of Ordinary Shares on Conversion of Convertible Notes

The Board unanimously recommends that members vote in favour of Item 7.

Background

On 5 March 2018, the Company issued A\$350 million aggregate principal amount of 2.2 per cent Senior Unsecured Convertible Notes due 5 March 2025, convertible into ordinary shares at an initial conversion price of \$24.00 per ordinary share ("Convertible Notes").

ASX Listing Rule 7.1 provides, subject to exceptions, that a company may not issue or agree to issue equity securities which represent more than 15 per cent of the company's issued share capital within any 12 month period without obtaining shareholder approval. At the time of the issue of the Convertible Notes, the Company did not have sufficient capacity for the issue of ordinary shares if all the Convertible Notes were converted.

Accordingly, all the Convertible Notes were issued on the condition that they could only be converted into ordinary shares if approved by shareholders under ASX Listing Rule 7.1. In addition, if shareholders approve the conversion right of the Convertible Notes, then the ordinary shares issued on the conversion of the Convertible Notes will not be counted towards the Company's 15 per cent capacity set by ASX Listing Rule 7.1.

Information for Shareholders

ASX Listing Rule 7.3 requires the following information to be provided to shareholders for the purpose of seeking approval of an issue under Listing Rule 7.1:

(a) The number of securities issued

The Company issued A\$350 million aggregate principal amount of Convertible Notes. The Convertible Notes are convertible into ordinary shares at an initial conversion price of A\$24.00 per ordinary share, representing a conversion premium of approximately 30.4 per cent above the reference price of ordinary shares at the time of pricing (being the share price at close on 21 February 2018 prior to announcement of the transaction).

The initial conversion price is subject to adjustment in certain circumstances to provide compensation to the noteholders for the dilutive effect of certain corporate actions of the Company, including:

- (1) share consolidation or subdivision;
- (2) bonus share issues;
- (3) certain dividends and capital distributions; and
- (4) placements or rights issues of ordinary shares and other securities convertible into ordinary shares at less than 90 per cent of current market price.

The initial conversion price is also subject to adjustment in relation to a change of control event.

The full text of the adjustment provisions appear in the terms and conditions of the Convertible Notes which are contained in the Offering Circular released by the Company to ASX on 1 March 2018 and may also be viewed on the Company's website at www.sevengroup.com.au/investors/asx-announcements.

The number of Ordinary Shares that would be issued on conversion of the Convertible Notes at the initial conversion price is 14,583,333, which, after issue of the shares and assuming no other issues of ordinary shares since the issue of the Convertible Notes, would represent approximately 4.4 per cent of the outstanding ordinary shares of the Company.

(b) Date of issue

The Convertible Notes were issued on 5 March 2018. Issues of ordinary shares on conversion of the Convertible Notes could occur progressively depending on when and if the Convertible Notes are converted by holders.

(c) Issue price

The Convertible Notes were issued at 100 per cent of their principal amount, in minimum denominations of A\$200,000, and integral multiples of A\$100,000 in excess thereof.

As noted above, the Convertible Notes are convertible into ordinary shares at an initial conversion price of A\$24.00 (subject to adjustment of the conversion price described above).

(d) Persons to whom the securities were issued

The Convertible Notes were sold primarily to International institutions and professional investors.

(e) Terms of the securities

The Convertible Notes carry a coupon of 2.2 per cent per annum payable semi-annually in arrears.

Unless previously redeemed or purchased and cancelled, noteholders will have the right to convert the Convertible Notes into ordinary shares at the then applicable conversion price, provided that the relevant conversion date is at least six New York business days prior to the final maturity date or applicable redemption date.

Unless previously redeemed, purchased or cancelled, the Convertible Notes will be redeemed by the Company at their principal amount, together with accrued interest, on 5 March 2025.

The ordinary shares issued upon conversion of the Convertible Notes will rank *pari passu* with, and on the same terms as, the existing ordinary shares on issue.

The full text of the terms and conditions of the Convertible Notes are contained in the Offering Circular released by the Company to ASX on 1 March 2018 and may also be viewed on the Company's website at www.sevengroup.com.au/investors/asx-announcements.

(f) Use of proceeds

The proceeds from the issue of the Convertible Notes were used to repay Coates Hire legacy debt facilities, which provided greater diversification and tenor to the Company's funding base, and enabled the Company to refinance Coates Hire on more cost-effective terms.

Voting exclusion statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of any person who participated in the issue of the Convertible Notes and by any person who might obtain a material benefit as a result of the issue, except a benefit solely in the capacity of a holder of ordinary shares if this resolution is passed, or any associate of that person. 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 person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

DIRECTIONS AND MAP

PARKING

The Star Parking Station is located at Pyrmont Street, Pyrmont. For further information call (02) 9777 9000.

Wilson Jones Bay Wharf Carpark is located at 19–21 Pirrama Road, Pyrmont.

WALKING

From Town Hall, please walk over the Pyrmont Bridge, then turn right onto Pirrama Road, Pyrmont, and continue until you reach Darling Island Wharf.

LIGHT RAIL

Light rail service departs from Central Station. The nearest station is located at The Star.

BUS

State Transit Bus Route 389 regularly departs the city to Pirrama Road. For route and timetable information, call 131 500 or visit sydneybuses.info.



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ASX: SVW

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before 10:30am (Sydney time) on Monday, 19 November 2018

🖨 TO VOTE ONLINE

- STEP 1: VISIT <https://www.votingonline.com.au/svwagm2018>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



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 4, 5(a), 5(b) and/or 6, 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 4, 5(a), 5(b) and/or 6, 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, 19 November 2018. 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/svwagm2018>
- 📠 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.

☐
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 Doltone House Darling Island Wharf, Ground Floor, 48 Pirrama Road, Pyrmont NSW 2009 on Wednesday, 21 November 2018 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 4, 5(a), 5(b) and/or 6, 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 4, 5(a), 5(b) and/or 6 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 4, 5(a), 5(b) and/or 6). 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	Re-election of Mr David McEvoy as a Director	☐	☐	☐
Item 3	Re-election of Mr Richard Uechtritz as a Director	☐	☐	☐
Item 4	Adoption of the Remuneration Report	☐	☐	☐
Item 5(a)	Grant of Share Rights Under the FY18 Short-Term Incentive Plan for the MD & CEO - Mr Ryan Stokes	☐	☐	☐
Item 5(b)	Grant of Share Rights Under the FY18 Short-Term Incentive Plan for the Commercial Director – Mr Bruce McWilliam	☐	☐	☐
Item 6	Grant of Performance Rights Under the FY19 Long-Term Incentive Plan for the Commercial Director – Mr Bruce McWilliam	☐	☐	☐
Item 7	Approval of Issue of Ordinary Shares on Conversion of Convertible Notes	☐	☐	☐

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 / / 2018