

16 June 2017

ASX Market Announcements
Australian Stock Exchange Limited
via ASX Online

NOTICE OF GENERAL MEETING OF MEMBERS OF ARDENT LEISURE GROUP

Ariadne Australia Ltd and its associates advise that, further to the announcement on 14 June 2017, notice of general meeting of the members of Ardent Leisure Limited (ASX: AAD) pursuant to section 249F of the Corporations Act 2001 (Cth) has been given to the company and is attached.

ENDS

For further information please contact:
Dr Gary Weiss
Executive Director
+61 2 8227 5500

15 June 2017

Dear fellow securityholders,

FIX ARDENT - proposed board appointments to drive value

We are writing to you on behalf of Portfolio Services Pty Ltd and Kayaal Pty Ltd in our capacity as stapled securityholders of Ardent Leisure Group.

We and our respective associates together hold 46,271,509 stapled securities or approximately 9.86% of the issued capital of Ardent Leisure Group. According to ASX disclosure, this makes us and our respective associates the largest securityholder of Ardent Leisure Group.

At our own expense, we have called a general meeting of Ardent Leisure Limited ("**Company**") (in accordance with section 249F the *Corporations Act 2001*) to be held at 10:00 am (Sydney time) on 4 September 2017 at the Radisson Blu Hotel in Sydney ("**Meeting**"). Enclosed is a detailed Notice of Meeting and Explanatory Statement to this effect.

We have significant concerns in relation to the manner in which Ardent Leisure Group has performed, been managed and been governed.

Following our public emergence onto the securityholder register of Ardent in March 2017, the Ardent board has hastily attempted to correct clear and obvious issues that have been present for a considerable time. We strongly believe that a new focus, with proprietorial involvement at board level, would be beneficial to Ardent Leisure Group's investors. It is for that reason that we have called the Meeting to seek to address these concerns and to take steps to fix Ardent Leisure Group and **drive value for all investors**.

The purpose of the Meeting is to:

- seek the removal of any person appointed as a director of the Company on and from the date of this notice of general meeting until the commencement of the general meeting convened under this notice;
- seek the appointment of Dr. Gary Weiss and Mr. Kevin Seymour AM, as directors of the Company. As both candidates are connected to the nominating shareholders, they would not be characterised as independent directors; and
- seek the appointment of nominees Mr. Carl Bradford (Brad) Richmond and Mr. Andrew Hedges as independent directors of the Company.

Each of the four candidates who we propose to be appointed as directors of the Company have extremely impressive backgrounds, qualifications and experience. Specifically:

- *Dr. Weiss has extensive international business experience beneficial for growing all the Group's operations and has a proven track record in turning around underperforming businesses.*
- *Mr. Seymour has extensive Queensland and property experience, beneficial for reinvigorating the Group's Theme Park operations.*
- *Mr. Richmond is a highly regarded senior US-based executive with proven turnaround credentials, including taking a leading role in the turnaround of US family restaurant group Darden during which its share price grew more than 37% creating approximately US\$2.2 billion in shareholder value. This would be beneficial for improving the performance of Main Event.*

- *Mr. Hedges has held senior roles at Scentre Group including Director Shopping Centre Management and Director Shopping Centre Management & Marketing. Mr. Hedges' achievements included growing a diverse portfolio of income (casual retail, mall media, car parking, embedded electricity networks and storeroom leasing) by 230% over 8 years to over \$200 million net operating income, creating an incremental \$2 billion of value for the business. This would be beneficial for driving value in Theme Parks and Bowling centres.*

We strongly believe that their respective commercial experience and successes stand in contradistinction to the mediocre performance of the Company and its board.

Given as of 1 July 2017 there will be four vacant positions on the board to be filled and in light of the deterioration of Ardent Leisure Group's financial and operational performance in recent years, we propose to nominate the four candidates named above to fill these vacant positions.

In the interest of minimising the cash expense to existing securityholders as a result of these director nominations, two of the proposed director representatives, Dr. Weiss and Mr. Seymour, intend to voluntarily forgo all board fees to which they would otherwise be entitled for a minimum 12 month period from the date of their appointment.

Please study the enclosed notice of meeting and explanatory statement to help you make your decision on the resolutions to be considered at the Meeting and also consult your professional adviser as required. If you are unable to attend the Meeting, you are encouraged to complete and return the enclosed proxy form in accordance with the specified instructions **as soon as possible**.

We recommend that you **VOTE IN FAVOUR of ALL resolutions (1 to 5)** in the enclosed Notice of Meeting. Alternatively, we recommend that you nominate our representative to act as your proxy at the Meeting, details of whom are contained in the enclosed Notice of Meeting. Our representative intends to vote all undirected proxies in favour of all resolutions (1 to 5).

If you have any queries about the Meeting, please do not hesitate to contact Mr Jamie Cameron, on behalf of the Convening Shareholders, on 1300 857 709 or +61 2 8022 7948.

Yours sincerely,

Portfolio Services Pty Ltd



Dr. Gary Weiss
Director

Kayaal Pty Ltd



Mr. Kevin Seymour AM
Director

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

Please read this document carefully. This document should be read in its entirety. If you are in any doubt about the action you should take, please consult your stockbroker, solicitor, accountant or other professional adviser.

ARDENT LEISURE LIMITED

ACN 104 529 106

NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT TO SHAREHOLDERS

CONVENED UNDER SECTION 249F OF THE CORPORATIONS ACT 2001 (CTH)

Date and Time of Meeting:

10:00 am (Sydney time) on Monday, 4 September 2017

Place of Meeting:

Radisson Blu Hotel
27 O'Connell St
Sydney NSW 2000

A PROXY FORM IS ENCLOSED

If you are unable to attend the Meeting, please complete and return the enclosed proxy form in accordance with the specified instructions.

For any queries about the Meeting, please do not hesitate to contact Mr. Jamie Cameron on behalf of the Convening Shareholders on 1300 857 709 or +61 2 8022 7948.

ARDENT LEISURE LIMITED
ACN 104 529 106
NOTICE OF GENERAL MEETING UNDER SECTION 249F OF THE
CORPORATIONS ACT 2001 (CTH)

Notice is given that a general meeting of Ardent Leisure Limited ACN 104 529 106 ("**Company**") will be held at 10:00 am (Sydney time) on Monday, 4 September 2017 at Radisson Blu Hotel, 27 O'Connell St, Sydney ("**Meeting**").

This notice of meeting is given under section 249F of the *Corporations Act 2001 (Cth)* ("**Corporations Act**") by the following shareholders of the Company, Portfolio Services Pty Ltd and Kayaal Pty Ltd (together, the "**Convening Shareholders**"), together being shareholders of the Company with over 5% of the votes that may be cast at a general meeting of the Company ("**Notice of Meeting**"). The Convening Shareholders have also given notice to the Company pursuant to section 203D of the Corporations Act of their intention to move resolution 1 below.

QUORUM

The quorum for the Meeting is at least two members present in person or by representative holding ordinary shares. If a quorum is not present within 15 minutes, the Meeting will be dissolved.

AGENDA ITEMS

1 RESOLUTION 1 - Removal of additional Director/s

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

"That, pursuant to section 203D of the Corporations Act 2001 (Cth), any person appointed as a director of Ardent Leisure Limited on and from the date of the notice of the general meeting of Ardent Leisure Limited at which this resolution is proposed until the commencement of the general meeting at which this resolution is passed be removed as director of Ardent Leisure Limited with effect from the end of the general meeting of Ardent Leisure Limited at which this resolution is passed."

Voting

Resolution 1 will be decided on a poll and can only be passed if more than 50% of votes cast by persons eligible to vote are in favour.

Recommendation

The Convening Shareholders and their respective associates, who together hold approximately 9.86% of the ordinary shares in the Company, recommend you vote in favour of resolution 1.

2 RESOLUTION 2 - Election of Director - Dr. Gary Hilton Weiss

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

*"That **Dr. Gary Hilton Weiss**, having consented to act, be appointed a director of Ardent Leisure Limited with effect from the end of the general meeting of Ardent Leisure Limited at which this resolution is passed."*

Voting

Resolution 2 will be decided on a poll and can only be passed if more than 50% of votes cast by persons eligible to vote are in favour.

Recommendation

The Convening Shareholders and their respective associates, who together hold approximately 9.86% of the ordinary shares in the Company, recommend you vote in favour of resolution 2.

3 RESOLUTION 3 - Election of Director - Mr. Kevin Will Seymour AM

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

“That Mr. Kevin Will Seymour AM, having consented to act, be appointed a director of Ardent Leisure Limited with effect from the end of the general meeting of Ardent Leisure Limited at which this resolution is passed.”

Voting

Resolution 3 will be decided on a poll and can only be passed if more than 50% of votes cast by persons eligible to vote are in favour.

Recommendation

The Convening Shareholders and their respective associates, who together hold approximately 9.86% of the ordinary shares in the Company, recommend you vote in favour of resolution 3.

4 RESOLUTION 4 - Election of Director - Mr. Carl Bradford (Brad) Richmond

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

“That Mr. Carl Bradford (Brad) Richmond, having consented to act, be appointed a director of Ardent Leisure Limited with effect from the end of the general meeting of Ardent Leisure Limited at which this resolution is passed.”

Voting

Resolution 4 will be decided on a poll and can only be passed if more than 50% of votes cast by persons eligible to vote are in favour.

Recommendation

The Convening Shareholders and their respective associates, who together hold approximately 9.86% of the ordinary shares in the Company, recommend you vote in favour of resolution 4.

5 RESOLUTION 5 - Election of Director - Mr. Andrew Michael Hedges

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

“That Mr. Andrew Michael Hedges, having consented to act, be appointed a director of Ardent Leisure Limited with effect from the end of the general meeting of Ardent Leisure Limited at which this resolution is passed.”

Voting

Resolution 5 will be decided on a poll and can only be passed if more than 50% of votes cast by persons eligible to vote are in favour.

Recommendation

The Convening Shareholders and their respective associates, who together hold approximately 9.86% of the ordinary shares in the Company, recommend you vote in favour of resolution 5.

EXPLANATORY STATEMENT

To assist you to make an informed decision about voting on the proposed resolutions, attached is an explanatory statement which forms part of this Notice of Meeting (“**Explanatory Statement**”).

ENTITLEMENT TO VOTE

It has been determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that shareholders appearing on the Company’s register of members at 10.00am (Sydney time) on Saturday, 2 September 2017 are entitled to attend and, subject to any voting restrictions, vote at the Meeting. Accordingly, transfers registered after this time will be disregarded in determining the entitlement to attend and vote at the Meeting.

If your shares are jointly held, only the vote of the person named first in the register will be counted. You need not exercise all of your votes in the same way, nor vote all of your shares. Voting will be by way of a poll. On a poll, you have one vote for each share you hold in the Company.

Voting is not compulsory.

HOW TO VOTE

You may vote by attending the Meeting in person, by proxy or by authorised representative.

ATTENDANCE AT THE MEETING AND QUESTIONS

If you are planning to attend the Meeting, please arrive prior to the start time for the Meeting to facilitate registration.

In addition to being given a reasonable opportunity to ask questions at the Meeting, a shareholder who is entitled to vote at the Meeting may submit written questions in advance of the Meeting in relation to the subject matter to be considered at the Meeting. They may be submitted in writing to The Chair of the Meeting, Ardent Leisure Limited, Level 16, 61 Lavender Street, Milsons Point NSW 2061 by 5:00pm (Sydney time) on Friday, 1 September 2017.

CORPORATIONS

In order to vote at the Meeting, a corporate holder may either appoint a proxy or appoint an individual as its corporate representative to exercise its powers. The appointment must comply with the requirements of section 250D of the Corporations Act. The appointed representative should either lodge with the registry before the Meeting, or bring to the Meeting, evidence of appointment including any signed authority.

VOTING IN PERSON

Shareholders wishing to vote in person (other than under a power of attorney) should personally attend the Meeting and cast their votes.

VOTING BY PROXY

If you cannot attend and vote at the Meeting, you have the right to appoint a person or body corporate proxy in accordance with clause 14 of the Company's constitution to attend as your proxy. Your proxy does not need to be a shareholder of the Company. If you appoint a body corporate as your proxy, the body corporate will need to appoint an individual as its corporate representative to exercise its powers at the Meeting and provide satisfactory evidence of the appointment prior to the commencement of the Meeting. If such evidence is not received, then the body corporate (through its representative) will not be permitted to act as a proxy.

You may complete the proxy form accompanying this Notice of Meeting by appointing the chair of the Meeting ("**Chair**") as your proxy, or appoint up to two proxies to attend and vote on your behalf. If you wish to appoint two proxies, a second proxy form can be obtained from Boardroom Pty Limited by telephoning 1300 737 760. Both forms should be completed with the nominated number of voting rights each proxy is appointed to exercise. If you appoint two proxies and the appointment does not specify the number of votes the proxies may exercise, each proxy may exercise one half of the shareholder's votes.

UNDIRECTED PROXIES

If you wish to support the Convening Shareholders' proposals and would like to appoint a representative of the Convening Shareholders as your proxy, then please appoint "**Dr. Gary Hilton Weiss**" as your proxy. Dr. Weiss has indicated that he intends to vote all undirected proxies granted to him in favour of proposed resolutions 1 to 5.

If you chose to appoint the Chair of the Meeting as your proxy, then it is expected that the Chair will vote any undirected proxies against proposed resolutions 1 to 5.

The Convening Shareholders encourage all shareholders who submit proxies to direct their proxy how to vote on the resolutions.

LODGEMENT OF PROXY FORM

Proxy forms should be lodged directly with Boardroom Pty Limited ("Boardroom") no later than 10.00am (Sydney time) on Friday 1 September 2017 as follows:

By Facsimile:	+61 2 9290 9655
By Mail:	GPO Box 3993, Sydney NSW 2001
Directly:	Level 12, 225 George Street, Sydney NSW 2000

If you intend on lodging your proxy form directly with Ardent Leisure Limited, then your proxy form must be received by Ardent Leisure Limited by no later than 10.00am (Sydney time) on Saturday 2 September 2017 (being 48 hours before the Meeting) either:

By Mail:	Ardent Leisure Limited, C/- Link Market Services Limited, Locked Bag A14, Sydney NSW 1235
Directly:	Ardent Leisure Limited, Level 16, 61 Lavender Street Milsons Point NSW 2061

APPOINTMENT OF BOARDROOM AS PROXY COLLECTOR

To ensure the integrity of the proxy voting process, the Convening Shareholders have engaged a professional and independent expert, Boardroom, to properly collect and collate proxy forms returned to it. Boardroom is under strict obligations pursuant to its appointment to at all times handle the proxy forms with due care and skill and to safeguard the proxy forms against tampering, filtering or other inappropriate handling.

Please note that, in order for your appointment of proxy to be effective, Boardroom will need to forward your proxy form to the Company so that it is received by the Company by no later than 10.00am (Sydney time) on Saturday 2 September 2017. In order for it to do so, please complete, sign and return your proxy form to Boardroom, in accordance with the details appearing on the proxy form, as soon as possible, and in any event by no later than 10.00am (Sydney time) on Friday 1 September 2017.

VOTING BY ATTORNEY

A shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by Ardent's Share Registry, Link Market Services Limited, by no later than 10.00am (Sydney time) on 2 September 2017.

REGISTRATION

Shareholders who plan to attend the Meeting should ensure they arrive at least 15 minutes prior to the commencement of the Meeting to allow enough time to confirm the number of securities they hold and to note their attendance.

DATED: 15 June 2017

Portfolio Services Pty Ltd



Dr. Gary Weiss
Director

Kayaal Pty Ltd



Mr. Kevin Seymour AM
Director

ARDENT LEISURE LIMITED
ACN 104 529 106

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared by the Convening Shareholders in relation to the business to be conducted at the Meeting and to provide information the Convening Shareholders believe to be material to shareholders in deciding whether to pass the proposed resolutions in the Notice of Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Meeting.

1 AUTHORITY TO CONVENE THE MEETING

Section 249F of the Corporations Act provides that: *“Members with at least 5% of the votes that may be cast at a general meeting of the company, may call, and arrange to hold, a general meeting. The members calling the meeting must pay the expenses of calling and holding the meeting.”*

2 ABOUT THE CONVENING SHAREHOLDERS

The Notice of Meeting has been given under section 249F of the Corporations Act by the following shareholders (the **“Convening Shareholders”**):

Name	Address	Shareholding
Portfolio Services Pty Ltd ACN 010 565 670	Level 27, 2 Chifley Square, Sydney NSW 2000	18,470,782 ordinary shares
Kayaal Pty Ltd ACN 065 998 996	GPO Box 2487, Brisbane Qld 4001	18,470,782 ordinary shares

The Convening Shareholders and their respective associates together hold **46,271,509 ordinary shares** or approximately **9.86%** of the issued capital of the Company.

The Convening Shareholders are associated with Ariadne Australia Limited, an investment company listed on the Australian Securities Exchange (ASX:ARA), with operations predominantly in Australia and New Zealand.

The board of directors and management of Ariadne Australia Limited have extensive experience in investments, property, merchant banking and operating businesses.

3 REASONS FOR CALLING THE MEETING

The Convening Shareholders have convened this Meeting pursuant to section 249F of the Corporations Act to:

- seek the removal of any person appointed as a director of the Company on and from the date of this notice of general meeting until the commencement of the general meeting convened under this notice; and
- seek the appointment of Dr. Gary Weiss, Mr. Kevin Seymour AM, Mr. Carl Bradford (Brad) Richmond and Mr. Andrew Hedges as directors of the Company.

The Convening Shareholders have significant concerns in relation to the manner in which the Ardent Leisure Group has performed, been managed and been governed in recent years.

Each of the four candidates who are proposed by the Convening Shareholders to be appointed as directors of the Company have extremely impressive backgrounds, qualifications and relevant experience.

The Convening Shareholders strongly believe that their respective commercial successes stand in contradistinction to the mediocre performance of the Company and its board over the last few years. Given, as of 1 July 2017 there will be four vacant positions on the board to be filled, and in light of the deterioration of the Group's financial and operational performance in recent years, the Convening Shareholders propose to nominate four candidates to fill these vacant positions.

4 AGENDA ITEMS AND REASONS FOR VOTING FOR THE RESOLUTIONS

4.1 Resolution 1 - Removal of additional Director/s

Clause 15.17 of the Company's Constitution provides that directors appointed to fill a casual vacancy on the board, or as an addition to the existing number of directors, hold office only until the next general meeting after the appointment, being the Meeting called under this Notice of Meeting. Therefore, any directors appointed in this capacity between the date of this notice and the general meeting are now eligible for re-election.

The Convening Shareholders hereby propose to remove any such directors as directors of the Company. Given, as of 1 July 2017 there will be four vacant positions on the board to be filled, and in light of the deterioration of the Group's financial and operational performance in recent years, the Convening Shareholders propose to nominate four candidates to fill these vacant positions and so would seek for any director appointed by the board to fill a casual vacancy in the interim be removed.

4.2 Resolutions 2 to 5 - Election of Directors

Clause 15.1 of the Company's Constitution provides that, until otherwise determined in accordance with the Constitution, the number of directors must not be less than three nor more than ten. As of 1 July 2017, there will be six directors of the Company, meaning there will be four vacant positions to be filled.

Gary Weiss, Kevin Seymour, Carl Bradford (Brad) Richmond and Andrew Hedges have been nominated by the Convening Shareholders for election as directors. Dr. Weiss and Mr Seymour are associates of the Convening Shareholders, while Mr Richmond and Mr Hedges are independent. In accordance with clauses 15.3 to 15.6 inclusive of the Company's Constitution, notices in writing signed by Gary Weiss, Kevin Seymour, Carl Bradford (Brad) Richmond and Andrew Hedges consenting to their nominations for election as directors and to act as directors if appointed have been provided to the Company.

A copy of each proposed director's nomination and consent is enclosed with the Notice of Meeting.

Profiles of each of the proposed new directors of the Company are set out below.

(A) Resolution 2: Election of Dr. Gary Hilton Weiss as a director

Dr. Weiss is Executive Director of Ariadne Australia Limited.

He is currently chairman of Ridley Corporation Limited and Estia Health Limited and a director of a number of other public companies, including Premier Investments Limited and The Straits Trading Company Limited.

Dr. Weiss has extensive international business experience beneficial for growing the Group's overseas operations. Dr. Weiss' international experience includes:

- *Director of the Straits Trading Company Limited (appointed 1 June 2014), an SGX listed real estate, hospitality and tin mining and smelting conglomerate;*
- *Director of Premier Investments (appointed 11 March 1994), the owner of the fast growing international business Smiggle, which has operations in the UK and Ireland, Asia and Australia / NZ;*
- *Former Executive Director of Guinness Peat Group plc (appointed 1992, resigned in 2011), an international investment group with substantial investments across numerous industries globally;*
- *Former Chairman of Coats Plc (appointed 4 February 2003, resigned 30 April 2012), the world's leading industrial thread manufacturer, with a manufacturing and distribution presence in 72 countries, and whose products are sold in over 100 countries;*
- *Former Director of Westfield Group (appointed in 2002, resigned in 2010), which has operations across 14 states in the US; and*
- *Former Chairman of Secure Parking (appointed 1 November 2004, resigned 11 January 2017), with operations across Australia, New Zealand and the United Kingdom.*

Dr. Weiss has a proven track record in turning around underperforming businesses across a range of diverse industries, including highly regulated sectors such as the insurance and wealth management industry. In addition, he has deep skills in corporate governance and financial reporting and brings a wealth of experience in retail and other consumer-facing businesses and in property, obtained through a variety of executive and non-executive roles over many years.

Should Dr. Weiss be appointed to the Ardent Board, it is his intention to review his current public company board commitments so that he may devote sufficient time and energy in order to be an effective representative of securityholders' interests.

It is in the context of Dr. Weiss' extensive skills and experience that his appointment to the Board is regarded to be critical in supporting long term securityholder wealth creation.

(B) Resolution 3: Election of Mr. Kevin Seymour AM as a director

Mr Seymour AM, was appointed as a director of Ariadne on 23 December 1992.

Mr. Seymour has extensive Queensland and property experience, beneficial for reinvigorating the Group's Theme Park operations.

Mr Seymour is the executive chairman of Seymour Group, one of the largest private property development and investment companies in Queensland and has substantial experience in the equities market in Australia, has extensive management and business experience including company restructuring. Mr Seymour holds board positions with several private companies in Australia. In June 2003, Mr Seymour received the Centenary Medal for distinguished service to business and commerce through the construction industry and, in June 2005, he was awarded the Order of Australia Medal for his service to business, the racing industry, and the community.

Mr Seymour also served as a director of Watpac Limited (appointed May 1996 and resigned 24 September 2013). Mr Seymour is additionally a director of Tatts Group Limited (appointed 12 October 2006), having been a director of UniTAB Limited (appointed 1 September 2000) prior to its merger with Tattersall's Limited. He has had extensive involvement and experience in the gaming sector over many years.

Mr Seymour was previously the chairman of the RBH Herston Taskforce Redevelopment, independent chairman of the Queensland Government's and Brisbane City Council's Brisbane Housing Company Limited and chairman of Briz31 Community TV. He has also served on the Brisbane Lord Mayor's Drugs Taskforce and is an Honorary Ambassador for the City of Brisbane.

It is in the context of Mr. Seymour's extensive skills and experience that his appointment to the Board is regarded to be critical in supporting long term securityholder wealth creation.

(C) Resolution 4: Election of Mr. Carl Bradford (Brad) Richmond as a director

Mr. Richmond is a senior US based executive with proven turnaround credentials.

Mr. Richmond served as senior vice president and chief financial officer for Darden Restaurants from 2006 until 2015, the world's largest full-service restaurant operating company with annual sales of US\$6.9 billion in 2015. (The company owns and operates 2,200 Olive Garden, LongHorn Steakhouse, Season's 52, The Capital Grille, Eddie V's, Yard House and Bahama Breeze – including Red Lobster until 2014 – restaurants in North America, employs 220,000 and serves more than 460 million meals annually.) In that role, Mr Richmond served as a key member of the executive team and advisor to the chairman and chief executive officer in achieving superior brand management and rejuvenation. In this role, he created significant shareholder value by driving sales and earnings growth, developing diverse talent, leading high-performing teams and expanding organizational capability. Mr Richmond spearheaded US \$1.4 billion transformative, US \$585 million growth and US \$66 million tuck-in acquisitions; arranged financing; led successful integration; and achieved significant cost and revenue synergies.

Together with the Board and executive management team, Mr. Richmond led the successful turnaround of Darden. During the turnaround period from December 2013 up until Mr Richmond's departure in July 2015, Darden's share price grew more than 37% creating approximately US\$2.2 billion in shareholder value, resulting in a total shareholder return of 47.4% over the period.

It is in the context of Mr. Richmond's extensive skills and experience that his appointment to the Board is regarded to be critical in supporting long term securityholder wealth creation.

(D) Resolution 5: Election of Mr. Andrew Michael Hedges as a director

Andrew Hedges is an internationally experienced and highly regarded senior business leader with an ability to bring together diverse groups of individuals, create and sell a persuasive vision and form balanced high-performing teams to consistently deliver sustainable business growth and financial results in large scale, complex multinational corporate environments. He possesses broad commercial acumen having considerable expertise in strategy, marketing, sales, operations, HR, digital, OH&S and finance that is complemented by a professional accounting qualification and substantial operational experience.

Mr. Hedges' previous roles have included Director Shopping Centre Management and Director Shopping Centre Management & Marketing for Scentre Group, which owns and operates Westfield in Australia and New Zealand, and prior to that, SVP Regional Director Australia/New Zealand and General Manager (Canada) of Reckitt Benckiser.

In his role at Scentre Group Mr. Hedges' achievements included growing a diverse portfolio of income (casual retail, mall media, car parking, embedded electricity networks and storeroom leasing) by 230% over 8 years to over \$200 million net operating income, creating an incremental \$2 billion of value for the business. He additionally led the team to deliver a world class mall media business (BrandSpace) by creating a SuperScreen network of large format digital advertising screens and launching, in 2015, the SmartScreen network of over 1200 digital screens across Australia - one of the largest and most complex digital advertising networks in the world. Both initiatives had significantly accretive financial returns in addition to supporting the growth in net income of over 240%. Over 8 years Andy led the car parking business team to more than double the number of controlled parking sites to 20, increased revenue by 167% to \$50 million, increased net income by 240%, and increased income 5 fold. He additionally implemented 16 sites with parking guidance navigations systems and 4 industry leading ticketless parking sites.

In his role at Reckitt Benckiser, Mr. Hedges' achievements included increasing net revenues by over 20% (base circa \$400 million), increasing operating profit by \$35 million, and introduction of 42 major new products adding significantly to annual revenues.

It is in the context of Mr. Hedges' extensive skills and experience that his appointment to the Board is regarded to be critical in supporting long term securityholder wealth creation.

The Directors
Ardent Leisure Limited
Level 16, 61 Lavender Street
Milsons Point NSW 2061

Dear Sirs,

Notice of intention to move resolution for removal of directors of Ardent Leisure Limited (the "Company") and appointment of additional directors

We are members of the Company with at least 5% of the votes that may be cast at a general meeting of the Company.

We hereby give you notice pursuant to section 203D(2) of the *Corporations Act 2001* (Cth) ("**Act**") that we intend to call and arrange to hold a general meeting of the members of the Company pursuant to section 249F of the Act in order to move the following resolution:

1. RESOLUTION 1 – Removal of additional Director/s

"That, pursuant to section 203D of the Corporations Act 2001 (Cth), any person appointed as a director of Ardent Leisure Limited on and from the date of the notice of the general meeting of Ardent Leisure Limited at which this resolution is proposed until the commencement of the general meeting at which this resolution is passed be removed as director of Ardent Leisure Limited with effect from the end of the general meeting of Ardent Leisure Limited at which this resolution is passed."

We also give you notice that we intend to call and arrange to hold a general meeting of the members of the Company pursuant to section 249F of the Act in order to move the following resolutions (in addition to the proposed resolution 1 above):

2. RESOLUTION 2 – Election of Director – Dr. Gary Hilton Weiss

"That Dr. Gary Hilton Weiss, having consented to act, be appointed a director of Ardent Leisure Limited with effect from the end of the general meeting of Ardent Leisure Limited at which this resolution is passed."

3. RESOLUTION 3 – Election of Director – Mr. Kevin Will Seymour AM

"That Mr. Kevin Will Seymour AM, having consented to act, be appointed a director of Ardent Leisure Limited with effect from the end of the general meeting of Ardent Leisure Limited at which this resolution is passed."

4. RESOLUTION 3 – Election of Director – Mr. Carl Bradford (Brad) Richmond

"That Mr. Carl Bradford (Brad) Richmond, having consented to act, be appointed a director of Ardent Leisure Limited with effect from the end of the general meeting of Ardent Leisure Limited at which this resolution is passed."

5. RESOLUTION 5 – Election of Director – Mr. Andrew Michael Hedges

"That Mr. Andrew Michael Hedges, having consented to act, be appointed a director of Ardent Leisure Limited with effect from the end of the general meeting of Ardent Leisure Limited at which this resolution is passed.

Date: 13 June 2017

Signed by:

SIGNED by PORTFOLIO SERVICES PTY LTD)
)
)



Signature of director

DANIEL WEISS

Name of director



Signature of ~~director~~ / company secretary
(delete as applicable)

MATT MCMAHON

Name of ~~director~~ / company secretary

SIGNED by KAYAAL PTY LTD AS TRUSTEE FOR THE KAYAAL TRUST)
)
)


Signature of director

KEVIN SEYMOUR

Name of director


Signature of director / ~~company secretary~~
(delete as applicable)

KAY SEYMOUR

Name of director / ~~company secretary~~

ARDENT LEISURE LIMITED
ACN 104 529 106

NOMINATION TO ACT AS DIRECTOR

PORTFOLIO SERVICES PTY LIMITED of 'Chifley Tower', Level 27, 2 Chifley Square, Sydney, NSW, 2000, nominates **GARY HILTON WEISS** for election to act as a Director of Ardent Leisure Limited (the "Company").

Please find enclosed a notice signed by **GARY HILTON WEISS** stating **HIS** consent to accept this nomination and to act as a Director of the Company.

DATED this 13 June 2017.



.....
PORTFOLIO SERVICES PTY LIMITED

Mr David Baffsky
Director

**ARDENT LEISURE LIMITED
ACN 104 529 106**

CONSENT TO ACT AS DIRECTOR

I, **GARY HILTON WEISS** of **UNIT 8, 8 WENTWORTH STREET, POINT PIPER NSW 2027**,
CONSENT to my nomination to act as a Director of Ardent Leisure Limited (the "Company") and
CONSENT to act as a Director of the Company.

DATED this *13 June* 2017.


.....
GARY HILTON WEISS

**ARDENT LEISURE LIMITED
ACN 104 529 106**

NOMINATION TO ACT AS DIRECTOR

PORTFOLIO SERVICES PTY LIMITED of 'Chifley Tower', Level 27, 2 Chifley Square, Sydney, NSW, 2000, nominates **KEVIN WILL SEYMOUR** for election to act as a Director of Ardent Leisure Limited (the "Company").

Please find enclosed a notice signed by **KEVIN WILL SEYMOUR** stating **HIS** consent to accept this nomination and to act as a Director of the Company.

DATED this 13 June 2017.



.....
PORTFOLIO SERVICES PTY LIMITED

Mr David Baffsky
Director

**ARDENT LEISURE LIMITED
ACN 104 529 106**

CONSENT TO ACT AS DIRECTOR

**I, KEVIN WILL SEYMOUR of UNIT 33, 1 MACQUARIE STREET NEWSTEAD QLD 4006,
CONSENT to my nomination to act as a Director of Ardent Leisure Limited (the "Company") and
CONSENT to act as a Director of the Company.**

DATED this 13 June 2017.


.....
KEVIN WILL SEYMOUR

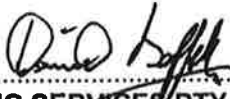
**ARDENT LEISURE LIMITED
ACN 104 529 106**

NOMINATION TO ACT AS DIRECTOR

PORTFOLIO SERVICES PTY LIMITED of 'Chifley Tower', Level 27, 2 Chifley Square, Sydney, NSW, 2000, nominates **CARL BRADFORD (BRAD) RICHMOND** for election to act as a Director of Ardent Leisure Limited (the "Company").

Please find enclosed a notice signed by **CARL BRADFORD (BRAD) RICHMOND** stating **HIS** consent to accept this nomination and to act as a Director of the Company.

DATED this 13 June 2017.



.....
PORTFOLIO SERVICES PTY LIMITED

Mr David Baffsky
Director

**ARDENT LEISURE LIMITED
ACN 104 529 106**

CONSENT TO ACT AS DIRECTOR

I, **CARL BRADFORD (BRAD) RICHMOND** of 10844 Emerald Chase Drive, Orlando, Florida, United States of America, **CONSENT** to my nomination to act as a Director of Ardent Leisure Limited (the "Company") and **CONSENT** to act as a Director of the Company.

DATED this 13 June 2017.



.....
CARL BRADFORD (BRAD) RICHMOND

**ARDENT LEISURE LIMITED
ACN 104 529 106**

NOMINATION TO ACT AS DIRECTOR

PORTFOLIO SERVICES PTY LIMITED of 'Chifley Tower', Level 27, 2 Chifley Square, Sydney, NSW, 2000, nominates **ANDREW MICHAEL HEDGES** for election to act as a Director of Ardent Leisure Limited (the "Company").

Please find enclosed a notice signed by **ANDREW MICHAEL HEDGES** stating **HIS** consent to accept this nomination and to act as a Director of the Company.

DATED this 13 June 2017.



.....
PORTFOLIO SERVICES PTY LIMITED

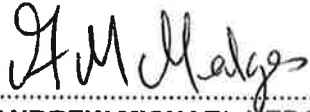
Mr David Baffsky
Director

**ARDENT LEISURE LIMITED
ACN 104 529 106**

CONSENT TO ACT AS DIRECTOR

I, **ANDREW MICHAEL HEDGES** of 23 Lancaster Avenue, St Ives, NSW 2075, **CONSENT** to my nomination to act as a Director of Ardent Leisure Limited (the "Company") and **CONSENT** to act as a Director of the Company.

DATED this 13 June 2017.

A handwritten signature in cursive script, appearing to read 'A M Hedges', written in black ink.

.....
ANDREW MICHAEL HEDGES

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

Please complete, sign and return your proxy form, in accordance with the details appearing below, as soon as possible. For your vote to be effective it must be received by **Ardent Leisure Limited before 10:00am (Sydney time) on Saturday 2 September 2017**. Please assist by returning this form to Boardroom Pty Limited **no later than 10.00am (Sydney time) on Friday 1 September 2017** so that Boardroom Pty Limited has sufficient time to lodge the form with Ardent Leisure Limited.

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, the Chair of the Meeting will be your proxy. A proxy need not be a shareholder of the company. Do not write the name of the issuer company or the registered shareholder in the space.

Appointment of a Second Proxy

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 from Boardroom Pty Limited by telephoning 1300 737 760 or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of shares 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.
- 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 shares will be voted in accordance with such a direction unless you indicate only a portion of shares 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. If you mark more than one box on an item for all your shares 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.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the shareholder .

Joint Holding: where the holding is in more than one name, all the shareholders should sign.

Power of Attorney: to sign under a Power of Attorney, a certified photocopy of the Power of Attorney should be attached 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 may be lodged using the enclosed Reply Paid Envelope or:

- ☎ **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

For your vote to be effective, your proxy form must be received by Boardroom Pty Limited **no later than 10.00am (Sydney time) on Friday 1 September 2017** so that Boardroom Pty Limited has sufficient time to lodge the proxy form with Ardent Leisure Limited **no later than 10.00am (Sydney time) on Saturday 2 September 2017**, being 48 hours before the time of the General Meeting.

Alternatively, proxy forms may be lodged directly with Ardent Leisure Limited. **Proxy forms sent to Ardent Leisure Limited must be received by Ardent Leisure Limited no later than 10:00am (Sydney time) on Saturday 2 September 2017** as follows:

- ✉ **By Mail** **Ardent Leisure Limited**
C/- Link Market Services Limited
Locked Bag A14
Sydney NSW 1235
- 👤 **In Person** Ardent Leisure Limited
Level 16, 61 Lavender Street
Milsons Point NSW 2061

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. Shareholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your shares using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Ardent Leisure Limited** 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 **General Meeting** of Ardent Leisure Limited to be held at the **Radisson Blu Hotel, 27 O'Connell Street, Sydney NSW 2000 on Monday 4 September 2017 at 10:00am (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.

It is expected that the Chair of the Meeting will vote any undirected proxies against each of the items of business.

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*
Resolution 1	Removal of additional Director/s	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director - Dr. Gary Hilton Weiss	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director - Mr. Kevin Will Seymour AM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Director - Mr. Carl Bradford (Brad) Richmond	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Election of Director - Mr. Andrew Michael Hedges	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2017