

Notice of Annual General Meeting

Whitefield Limited

A.B.N. 50 000 012 895

Notice is hereby given that the Ninety Fourth Annual General Meeting of the securityholders of Whitefield Limited will be held on Tuesday 1st August 2017 at 11:00am at Level 22, MLC Centre, 19 Martin Place, Sydney NSW 2000

Business

1. **To consider the Director's Report, Financial Statements and Independent Audit Report for the financial year ended 31st March 2017.**

Note: No resolution will be required to be passed on this matter

2. **To adopt the remuneration report for the financial year ended 31st March 2017. (See Note (d) below)**

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

Voting exclusions also apply to this resolution per Note (d).

3. **To fix the fees payable to non-executive Directors for the next financial year.**

To increase the maximum aggregate annual remuneration of non-Executive Directors by \$2,000 to a total of \$48,000 per annum.

Voting exclusions also apply to this resolution per Note (e).

4. **To elect a Director.**

Mr. Martin Fowler retires by rotation in accordance with the Company's constitution and being eligible, offers himself for re-election.

5. **To elect a Director**

To consider and if thought fit, elect Mr William Seddon, who was appointed to the Board since the last General Meeting, in accordance with the Company's Constitution*

6. **To elect a Director**

To consider and if thought fit, elect Mr Lance Jenkins, who was appointed to the Board since the last General Meeting, in accordance with the Company's Constitution*

Stuart Madeley
Company Secretary
29th June 2017

NOTES:

- (a) A securityholder entitled to attend and vote at the annual general meeting may appoint a proxy to attend and vote in his or her stead. A proxy need not be a securityholder of the Company.
- (b) To appoint a proxy, a securityholder should follow the instructions and notes on the Proxy Form enclosed with this Notice of Meeting. The Proxy Form must be signed by the securityholder or the securityholder's attorney, duly authorised in writing.
- (c) To be valid, the power of attorney or the instrument appointing the proxy and the power of attorney (if any) under which it is signed (or a certified copy of it) must be lodged with the Company not less than 48 hours before the time for holding the meeting.
- (d) Remuneration report: During this time there will be the opportunity for securityholders to ask questions and comment on the Remuneration Report (contained within the Directors Report). Pursuant to section 250R(3) of the Corporations Act the vote on this resolution is advisory only and does not bind the directors or the company.
Any member of the key management personnel whose remuneration is included in the remuneration report for the year ended 31 March 2017 or a closely related party of such personnel may not cast any vote on their own shares on this resolution or as a proxy unless the shareholder is eligible to vote and has been directed how to vote. Please refer to the important information on the Proxy Form to ensure your proxy vote is valid.

Whitefield Ltd ABN 50 000 012 895
Level 22, MLC Centre, 19 Martin Place, Sydney NSW 2000
Telephone (02) 8215 7900 **Fax** (02) 8215 7901

- (e) In relation to the motion to increase the maximum aggregate fees payable to non-executive Directors, the Board will disregard any vote cast by any Director of Whitefield and any associate of a Director. However, the Board 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 of the proxy.
 - 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.
- (f) The Board has determined that a securityholder's entitlement to vote at the meeting will be the entitlement of that securityholder set out in the register of securityholders as at 07.00 p.m. (Sydney time) on Friday, 28th July 2017.

EXPLANATORY MEMORANDUM

Whitefield Limited
A.B.N. 50 000 012 895

ITEM 5 AT THE ANNUAL GENERAL MEETING OF THE COMPANY – TO ELECT A DIRECTOR

Mr Graeme John Gillmore formally tendered his resignation to the Board with effect from 15th May 2017.

In accordance with the Company's Constitution Mr. William R Seddon was appointed to the Board on the 15th May 2017 and offers himself for election at the next general meeting of securityholders.

ITEM 6 AT THE ANNUAL GENERAL MEETING OF THE COMPANY – TO ELECT A DIRECTOR

In accordance with the Company's Constitution Mr. Lance Jenkins was appointed to the Board on the 31st May 2017 and offers himself for election at the next general meeting of securityholders.



Whitefield Limited

ABN 50 000 012 895

Lodge your vote:



Online:

www.investorvote.com.au



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

WHF

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

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 9999999

SRN/HIN: I9999999999

PIN: 99999

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



For your vote to be effective it must be received by 11:00am (Sydney time) on Sunday, 30 July 2017

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 or abstain as they choose (to the extent permitted by law). 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 for Postal Forms

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 help tab, "Printable 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.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

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

☐

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.



I 9999999999

I ND

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 Whitefield 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Whitefield Limited to be held at Level 22, MLC Centre, 19 Martin Place, Sydney NSW 2000 on Tuesday, 1 August 2017 at 11:00am (Sydney time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2 below.

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.

BUSINESS		For	Against	Abstain
2	To adopt the remuneration report for the financial year ended 31st March 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To fix the fees payable to non-executive Directors for the next financial year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To elect Mr. Martin Fowler as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	To elect Mr. William Seddon as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	To elect Mr. Lance Jenkins as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /