



Notice of 2018 Annual General Meeting / Proxy Form

11 October 2018

Helloworld Travel Limited (HLO) has today dispatched to shareholders the Notice of its 2018 Annual General Meeting which is to be held in Melbourne on Thursday 15 November 2018 at 10.00am. The Notice of Annual General Meeting (including the Explanatory Notes) and Proxy Form is attached.

-ENDS-

About Helloworld Travel Limited

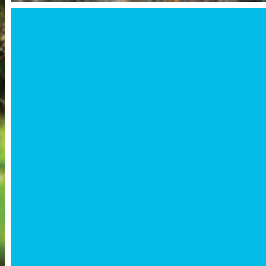
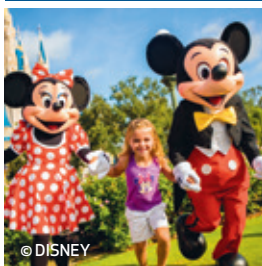
- Helloworld Travel Limited (ASX: HLO) is a leading Australian & New Zealand travel distribution company, comprising retail travel networks, destination management services (inbound), air ticket consolidation, wholesale travel services, corporate travel management services and online operations.
- HLO has over 2000 staff located in Australia, New Zealand, Fiji, the USA, Asia, India and UK/Europe and over 2300 members of its travel agency networks in Australia and New Zealand.
- Helloworld Travel is the proud naming rights partner of Volleyball Australia and the *Helloworld Travel Volleystars* men's and women's national teams.

MEDIA CONTACT:

Trudi Sheppard | Director of Communications | trudi.sheppard@helloworld.com.au | 03 9867 9600

INVESTOR CONTACT:

Michael Burnett | Chief Financial Officer | Helloworld Travel Limited | 03 9867 9600



2018

NOTICE OF ANNUAL GENERAL MEETING

Helloworld Travel Limited - Annual General Meeting

Thursday, 15 November 2018, Helloworld Travel Limited
Level 1, 179 Normanby Road, South Melbourne, VIC. 3205
Start time 10.00am (AEDT time) Registration from 9.30am



helloworld
TRAVEL LIMITED

HELLOWORLD TRAVEL LIMITED 2018 ANNUAL GENERAL MEETING



Dear Shareholder,

It is my pleasure to invite you to Helloworld Travel Limited's Annual General Meeting (AGM) on Thursday, 15 November 2018.

Venue: Helloworld Travel Limited – Melbourne Corporate Office

Address: Level 1, 179 Normanby Road, South Melbourne, VIC. 3205

Date: Thursday, 15 November 2018

Start time: 10.00am (AEDT time)

Registration: From 9.30am

The AGM is an opportunity for directors and senior executives to interact directly with shareholders and I encourage you to attend.

For those shareholders who have elected to receive a printed copy of our 2018 Annual Report it is included with this letter. The Annual Report is also available online on our website under the Annual Reports tab in the Investor Centre (<https://www.helloworldlimited.com/annual-reports/>).

Our Chief Executive Officer, Andrew Burnes, and I will both speak at the AGM and our presentation will also be available to view on our website soon after the AGM.

An important purpose of the AGM is to allow you to vote on matters put to the meeting. Those attending will be able to vote at the meeting. Those shareholders not able to attend the AGM, but who wish to vote on matters being put to the meeting, will need to appoint a Proxy. A Proxy form is also enclosed with this letter.

As the AGM is the Board's opportunity to hear directly from you, should you be unable to attend the meeting but would like to submit questions on any matters related to the AGM, these can be submitted to us directly or through our Share Registry.

Details on how to appoint a Proxy and how to submit a question are included under the Important Information heading following the Notice of Meeting.

As always, our directors and senior executives welcome the opportunity to mix with you informally over light refreshments at the conclusion of the AGM.

Yours sincerely,

A handwritten signature in blue ink, appearing to read 'Garry Hounsell', written in a cursive style.

Garry Hounsell

Chairman
Helloworld Travel Limited
10 October 2018

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2018 Annual General Meeting (AGM) of Helloworld Travel Limited (ABN 60 091 214 998 ('HLO' or the 'Company') will be held at 10.00am (AEDT) on Thursday 15 November 2018 at Level 1, 179 Normanby Road, South Melbourne, VIC, 3205.

This Notice of Meeting should be read in conjunction with the Important Information on pages 4 to 6 and Explanatory Notes on pages 7 to 10 accompanying this Notice of Meeting.

All items of business at the AGM are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution.

Items of Business

1. Financial Statements and Reports

To receive and consider the financial statements and the reports of the directors and of the auditors for the year ended 30 June 2018.

Note: There is no requirement for shareholders to approve the financial statements and reports.

2. Adoption of the Remuneration Report

To consider and, if thought fit, approve the Remuneration Report for the year ended 30 June 2018, as set out in the 2018 Annual Report.

Note: This resolution is advisory only and does not bind Helloworld Travel Limited or the directors.

Voting exclusion statement

Helloworld Travel Limited will disregard any votes cast on Item 2:

- by or on behalf of a member of the key management personnel whose remuneration details are included in the Remuneration Report, or their closely related parties; and
- by a person who is a member of the key management personnel as at the date of the AGM or their closely related parties as a proxy,

unless the vote is cast on behalf of a person entitled to vote on this resolution, and that vote has been cast as specified on the Voting Form; or where there is no specified voting direction, the vote is cast by the Chairman of the AGM as proxy and who has been expressly authorised to vote on this resolution, even though it is connected with the remuneration of key management personnel.

3. Election of Directors

To consider and, if thought fit, approve the re-election of two directors:

- (a) Garry Hounsell; and
- (b) Cinzia Burnes

who retire by rotation in accordance with Helloworld Travel Limited's Constitution and the ASX Listing Rules, and being eligible, offer themselves for re-election.

By order of the Board



Michael Burnett

Group Company Secretary
10 October 2018

helloworldlimited.com.au

IMPORTANT INFORMATION

Right to attend, speak and vote at the Annual General Meeting

Shareholders have the right to attend, speak and vote at the AGM. The right to vote is subject to the voting exclusions detailed in the Notice of Meeting.

Shareholders who plan to attend the AGM are asked to arrive at the venue 15 minutes prior to the time designated for the AGM if possible, so that their holding may be checked against the Company's register of members and attendances recorded. If you are attending the AGM, please bring the enclosed personalised proxy form with you to assist with registration.

As determined by the Board, for the purposes of the AGM, shareholders will be those persons who are registered as shareholders at 7.00pm (AEDT) on Tuesday 13 November 2018. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Proxies

All shareholders who are entitled to attend and vote at the AGM have the right to appoint up to two Proxies to attend the AGM on their behalf, and to vote in accordance with their instruction on the Proxy form.

A Proxy need not be a shareholder of Helloworld Travel Limited and may be an individual or body corporate. You can direct your Proxy how to vote (i.e. to vote 'for' or 'against' or to 'abstain' from voting on, each resolution) by following the instructions on the Voting form. If you appoint a Proxy, the Company encourages you to consider directing your Proxy how to vote.

Where two Proxies are appointed each Proxy can be appointed to represent a specified proportion or number of shareholder votes. If no number or proportion of votes is specified, each Proxy may exercise half of the shareholder's votes.

If a body corporate is appointed as a Proxy it must appoint a corporate representative in accordance with section 250D of the Corporations Act 2001 (Cth) (Corporations Act) to exercise its powers as Proxy at the meeting. (see Corporate representatives on page 5).

If you wish to appoint a second Proxy, an additional Proxy form may be obtained by telephoning the Company's share registry (1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia)) or at www.computershare.com or you may copy the enclosed Proxy form.

Chairman as Proxy

If you appoint the Chairman of the AGM as your Proxy (or the Chairman of the AGM becomes your Proxy by default) and you do not direct your Proxy how to vote on a Resolution, you will be authorising the Chairman to vote as he decides on the relevant Resolution (even though Resolution 1 is connected with the remuneration of members of the KMP).

If you do not want the Chairman of the AGM to vote, as your Proxy, in favour of any Resolution, you need to direct your Proxy to vote against, or to abstain from voting on, the relevant Resolution by marking the appropriate box on the Proxy form.

Other members of KMP as Proxy

If you appoint a Director (other than the Chairman of the AGM) or another member of the KMP (or a Closely Related Party or any member of the KMP) as your Proxy, you should direct them how to vote on Resolution 1 by marking the appropriate box on the Proxy form. If you do not do so, they will not be able to vote as your Proxy on that Resolution.

IMPORTANT INFORMATION

Attorney as Proxy

A shareholder may appoint an attorney to attend and vote on their 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 the Company, at its registered office or one of the addresses listed below for the receipt of proxy appointments, at least 48 hours prior to the commencement of the AGM.

Corporate representatives

A body corporate, which is a shareholder or which has been appointed as a Proxy, may appoint an individual to act as its corporate representative at the meeting in accordance with section 250D of the Corporations Act. The appropriate appointment document must be produced prior to admission. A form of appointment may be obtained by telephoning the Company's share registry (1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia)) or at www.computershare.com by downloading the form 'Appointment of Corporate Representative'.

Timing and communication of Proxy appointment

To be effective for the scheduled meeting, a Proxy appointment (and any power of attorney or other authority under which it is signed or otherwise authenticated, or a certified copy of that authority) must be received at an address or fax number set out below no later than 10.00am (AEDT) on Tuesday 13 November 2018 (being 48 hours before the commencement of the meeting). Any Proxy appointment received after that time will not be valid for the scheduled meeting.

In person	Registered Office – Level 10, 338 Pitt Street, Sydney NSW 2000
By mail	Share Registry – Computershare Investor Services Pty Limited GPO Box 242, Victoria 3001 Australia
By fax	Share Registry – 1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia) Registered Office – Level 10, 338 Pitt Street, Sydney NSW 2000 +61 2 8229 4000
Electronically	Shareholders may submit their Proxy appointment electronically to the Company's Share Registry by visiting the following internet address: http://www.investorvote.com.au . For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your Proxy appointment.

For more information concerning the appointment of Proxies and the ways in which Proxy appointments may be submitted, please refer to the enclosed Proxy form.

Undirected Proxies

On a poll, the Chairman of the AGM intends to vote, as your Proxy, in favour of each of the proposed Resolutions (where permissible).

IMPORTANT INFORMATION

Questions from shareholders

The Chairman of the AGM will allow a reasonable opportunity for shareholders at the meeting to ask questions about and make comments on the management of the Company and on the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report ('Reports'), as well as each of the Resolutions to be considered at the meeting.

Mr Andrew Cronin (or another representative) of the Company's auditor, PwC, will attend the meeting. During the meeting's consideration of the Reports, the Chairman of the AGM will allow a reasonable opportunity for shareholders at the meeting to ask the auditor's representative questions relevant to the:

- conduct of the audit;
- preparation and content of the Auditor's Report for the financial year ended 30 June 2018;
- accounting policies adopted by the Company in relation to the preparation of the financial statements contained in the Financial Report for that year; and
- independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to the Company's auditor if the question is relevant to the content of the Auditor's Report or the conduct of the audit.

If you wish to submit a question in advance of the meeting, you may do so by sending your question to one of the places below by no later than Friday, 9 November 2018.

In person	Registered Office - Level 10, 338 Pitt Street, Sydney NSW 2000
By mail	Share Registry - Computershare Investor Services Pty Limited GPO Box 242, Victoria 3001 Australia
By e-mail	stephen.harris@helloworld.com.au
By fax`	Share Registry - 1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)

The Company and the auditor will attempt to respond to as many of the more frequently asked questions as possible. Due to the large number of questions that may be received, the Company and the auditor will not be replying on an individual basis.

EXPLANATORY NOTES

Item 1 – Receipt and consideration of the Financial Report, Directors’ Report and Auditor’s Report

The Corporations Act requires the Helloworld Travel Limited’s financial statements and reports for the financial year ended 30 June 2018 to be presented to the 2018 Annual General Meeting.

The 2018 Annual Report of the Company contains the Financial Report, the Directors’ Report (including the Remuneration Report) and the Auditor’s Report for the year ended 30 June 2018, may be accessed from the Annual Reports tab in the Company’s Investor Centre (<https://www.helloworldlimited.com/annual-reports/>).

A printed copy of the 2018 Annual Report has been sent to those shareholders who have elected to receive one.

During this item of business, shareholders will be provided with a reasonable opportunity to ask questions, and to make comments, in relation to these Reports and the management of the Company. No formal resolution to adopt the Reports will be put to shareholders at the meeting (save for Resolution 1 for adoption of the Remuneration Report).

Shareholders will also be given a reasonable opportunity during this item of business to ask a representative of the Company’s auditor, PwC, questions relevant to the matters outlined under the heading ‘Questions from Shareholders’ on page 6.

Item 2 – Adoption of the Remuneration Report (Resolution 1)

The Corporations Act requires that a resolution for adoption of the Remuneration Report be put to the vote at the Company’s Annual General Meeting. Details in relation to the Company’s Key Management Personnel (KMP) are set out in the Remuneration Report on pages 34 to 44 of the 2018 Annual Report, which may be accessed by visiting the Company’s Investor Centre (<https://www.helloworldlimited.com/annual-reports/>).

Key Management Personnel or KMP means those persons having authority and responsibility for planning, directing and controlling the activities of the Company and/or the Group, whether directly or indirectly.

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

However, the Corporations Act provides for a ‘two strikes rule’ in relation to voting on the Remuneration Report. This rule would apply if, at two consecutive Annual General Meetings, the resolution for adoption of the Remuneration Report were to receive a ‘no’ vote of 25% or more of the votes cast on the resolution. In that case, a further resolution (a ‘spill resolution’) would be required to be put to shareholders at the second of those Annual General Meetings. If passed, the spill resolution would require an extraordinary general meeting of the Company (a ‘spill meeting’) to be held within 90 days of the second Annual General Meeting, for the purpose of considering the election of Directors.

At the spill meeting, the directors (other than the Managing Director) who were in office at the date of approval by the Board of the most recent Directors’ Report would cease to hold office, unless re-elected at the meeting. For any spill resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it.

In addition, if comments are made on the Remuneration Report at the AGM and 25% or more of the votes cast on Resolution 1 are against the adoption of the Remuneration Report, the Company’s Remuneration Report for the current financial year will be required to include an explanation of the Board’s proposed action in response to those comments or, if no action is proposed, the Board’s reasons for this.

The Corporations Act restricts KMP and their closely related parties from voting in certain circumstances on such resolutions.

A closely related party, in relation to a member of the KMP, means the member’s spouse, child or dependant (or a child or dependant of the member’s spouse), anyone else in the member’s family who may be expected to influence, or be influenced by, the member in the member’s dealings with the Company and/or the Group, and any company that the member controls.

EXPLANATORY NOTES

At the Company's 2017 Annual General Meeting, 99.94% of the votes cast on the resolution for adoption of the Remuneration Report were in favour of the resolution and no comments were made on the Remuneration Report at that meeting.

During this item, shareholders will be provided with a reasonable opportunity to ask questions about and make comments on the Remuneration Report.

Please read the information under the heading 'Chairman as Proxy' on page 4, which deals with the Chairman's voting of undirected proxies on the resolution for adoption of the Remuneration Report (Resolution 1).

The Remuneration Report forms part of the Directors' Report which was made in accordance with a unanimous resolution of the Directors. Each of the Directors recommends the Remuneration Report to shareholders for adoption.

Item 3 – Election of Directors (Resolutions 2.1 and 2.2)

Background

As required by Helloworld Travel Limited's Constitution and the ASX Listing Rules, two directors, Mr Garry Hounsell and Mrs Cinzia Burnes retire by rotation and, being eligible, offer themselves for re-election. The Board, with the assistance of the Nominations and Governance Committee, has reviewed the performance of the directors standing for re-election and has endorsed their nomination as candidates for re-election.



Resolution 2.1 – Re-election of Mr Garry Hounsell B Bus, FAICD, FCA

Term: Chairman and Director since October 2016.

Independent: Yes

Skills and experience: Mr Hounsell has extensive chairman and director experience on a wide range of highly successful boards. Mr Hounsell was formerly Senior Partner of Ernst & Young and prior to that Chief Executive Officer and Country Managing Partner of Arthur Anderson. Mr Hounsell was also formerly a Board member of Freehills (now Herbert Smith Freehills) as well as Deputy Chairman of the Board of Mitchell Communication Group Limited.

Directorships of listed entities (current and last three years):

- Chairman of Myer Holdings Limited (Chairman from 4 June 2018 and previously from 24 November 2017 to 14 February 2018. Executive Chairman from 14 February 2018 to 4 June 2018 and Director from 19 September 2017)
- Director of Treasury Wines Estates Ltd (since 2012)
- Director of Dulux Group Ltd (2010 to 2017)
- Director of Qantas Airways Ltd (2012 to 2015)
- Chairman of PanAust Limited (2008 to 2015)
- Chairman of Spotless Group Holdings Limited (Director since 2010, Chairman in 2017 and retired from Board in August 2017)

Helloworld Travel Limited committee memberships:

- Chairman of Nominations & Governance Committee
- Chairman of Remuneration Committee
- Member of Audit & Risk Committee

The Board (other than Mr Hounsell because of his personal interest in the resolution) recommends that shareholders vote in favour of Mr Hounsell's re-election as a Director.



Resolution 2.2 – Re-election of Mrs Cinzia Burnes

Term: Executive Director since February 2016.

Independent: No

Skills and experience: Mrs Burnes has extensive tourism and management experience and has qualifications in Tourism and Commerce from the Metastasio Institute of Commerce (Rome).

Mrs Burnes commenced her career in travel in 1982 and after working as a travel wholesaler in Italy for nine years she played a pivotal role over 26 years in growing Australian Outback Track (AOT) from a regional safari operator into one of Australasia's leading travel distribution businesses with 550 staff in 15 locations worldwide with annual revenues in excess of \$360 million. The AOT Group was privately owned by Mr Andrew Burnes and Mrs Cinzia Burnes until its merger with Helloworld Travel Limited in February 2016.

Directorships/offices (current and former):

- Director of Tourism Victoria (2013 to 2015)
- Board member of Health Services Australia (2005 to 2007)
- Member of Australian Tourist Commission (2001 to 2014)

Helloworld Travel Limited committee memberships:

- Member of Nominations & Governance Committee

The Board (other than Mrs Burnes because of her personal interest in the resolution) recommends that shareholders vote in favour of Mrs Burnes' re-election as a Director.






helloworldlimited.com.au

ABN: 60 091 214 998 ASX CODE: HLO

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

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: 131712

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 10.00am (AEDT) on Tuesday, 13 November 2018**

Directing your proxy how to vote on the proposed Resolutions

Appointment of Proxy

Your proxy may decide whether to vote on a Resolution, except where your proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If your proxy is directed how to vote on a Resolution, your proxy may vote on that Resolution only in accordance with that direction.

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.

Appointment of the Chairman of the Meeting or another member of the key management personnel (KMP) as a Proxy

If you appoint the Chairman of the Meeting as your proxy (or the Chairman becomes your proxy by default) and you do not direct your proxy how to vote on a Resolution, you will be authorising the Chairman of the Meeting to vote as he decides on that Resolution (even though Resolution 1 is connected with the remuneration of members of the KMP). On a poll, the Chairman of the Meeting intends to vote, as your proxy, in favour of each Resolution (where permissible). If you do not want the Chairman of the Meeting to vote, as your proxy, in favour of any Resolution, you need to direct your proxy to vote against, or to abstain from voting on, the relevant Resolution by marking the appropriate box overleaf.

If you appoint a Director (other than the Chairman of the Meeting) or another member of the KMP (or a closely related party of any member of the KMP) as your proxy, you should direct them how to vote on Resolution 1 by marking the appropriate box overleaf. If you do not do so, they will not be able to vote as your proxy on this Resolution.

Lodgement of Proxy

This proxy form and an original or certified copy of any power of attorney or other authority (if any) under which it is signed must be received by the registry or the Company at the addresses provided in the top right corner of this page (or in the accompanying Notice of Meeting) no later than 10.00am (AEDT) on Tuesday, 13 November 2018 or if the meeting is adjourned, at least 48 hours before the resumption of the meeting in relation to the resumed part of the meeting. Any proxy form (and any power of attorney or other authority under which it is signed) received after that time will not be valid for the purposes of the meeting.

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 LODGE YOUR PROXY,
or turn over to complete the form →**

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.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Helloworld Travel 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 Helloworld Travel Limited to be held at Level 1, 179 Normanby Road, South Melbourne, VIC, 3205 on Thursday, 15 November 2018 at 10.00am (AEDT) 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 Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 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 Resolution 1 by marking the appropriate box in step 2 below.

The Chairman of the Meeting intends to vote undirected proxies in favour of each of the proposed Resolutions (where permissible). 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.

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.

		For	Against	Abstain
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.1	Re-election of Mr Garry Hounsell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.2	Re-election of Mrs Cinzia Burnes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

 / /