

NOTICE OF ANNUAL GENERAL MEETING



Notice is hereby given that the Ninety Sixth Annual General Meeting of the securityholders of Whitefield Limited ("Company") will be held as follows:

Location: **The Press Room, Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney**
Date and Time: **Tuesday 6th August 2019 at 10:00am.**

Items of Business

1. Financial Statements and Reports

To consider the Directors' Report, Financial Statements and Independent Auditor's Report for the financial year ended 31st March 2019.

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

2. Adoption of Remuneration Report

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

"That the Remuneration Report for the financial year ended 31st March 2019 be adopted."

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 the accompanying Explanatory Note for Item 2.

3. Re-election of Jenelle Webster

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

"That Mrs Jenelle Webster, a Director retiring in accordance with the Company's Constitution and being eligible, be re-elected as a Director of the Company."

By order of the Board.

Stuart Madeley, Company Secretary

5th July 2019

Explanatory Notes

The following notes below provided additional information in relation to the items of business proposed at the Company's Annual General Meeting and the Directors recommend shareholders read the notes prior to determining whether to support the resolutions:

Item 1: Financial Statements and Reports

Shareholders will be provided with an opportunity to ask questions or comment on the Financial Statements and Reports. Shareholders who have not elected to receive a hard copy of the Annual Report can access the report from the Company's website: www.whitefield.com.au.

Item 2: Adoption of the Remuneration Report

Prior to voting on this resolution, shareholders will be provided with an opportunity to ask questions and comment on the Remuneration Report which forms part of the Directors' Report (contained within the Annual Report).

Director recommendation and statement of intent re undirected proxies: The Board recommends that shareholders vote in **FAVOUR of Item 2** and the Chairman intends to vote any undirected proxies in **FAVOUR of item 2**.

- (a) 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.
- (b) Pursuant to Section 250R(4) of the Corporations Act, votes may not be cast, and the Company will disregard any votes cast by, or on behalf of, any member of the key management personnel whose remuneration is included in the Remuneration Report (or a closely related party of such a person) **unless** the votes are cast as a proxy or by attorney for a person who is entitled to vote on the resolution in accordance with a direction in the proxy or attorney appointment.

The Chairman of the meeting will be entitled to cast votes on behalf of members in accordance with an express authorization in the proxy appointment. An undirected proxy will be considered an express authorization for the Chairman to vote in accordance with the Chairman's statement of intent on this Item.

Item 3: Re-election of Director – Jenelle Webster

Jenelle was appointed as a director during the last financial year and in accordance with the Company's Constitution retires and being eligible offers herself for re-appointment.

Director recommendation and statement of intent re undirected proxies: The Directors recommend that shareholders vote in **FAVOUR of Item 3** and the Chairman intends to vote any undirected proxy votes in **FAVOUR of item 3**.

Jenelle has over 20 years financial accounting and reporting experience in both public and private companies. She has previously worked with Price Waterhouse Coopers, Moore Stephens Australia and Ernst & Young and during this time gained experience in auditing listed investment companies, funds management companies and disclosing entities. In addition to undertaking statutory audits she has also worked as an internal auditor and provided evaluation services to a range of public and private organisations.

She is currently working in finance and operational efficiency at St Vincent's Health and is also a Director of Cadence Capital Limited.

Jenelle has a Bachelor of Commerce, is a member of the Institute of Chartered Accountants in Australia, a Registered Company Auditor, Member of the Institute of Internal Auditors, and a Member of the Governance Institute Australia

Proxy Voting

A securityholder entitled to attend and vote at the annual general meeting may appoint a proxy to attend and vote on their behalf. A proxy need not be a securityholder of the Company.

You are entitled to appoint up to two proxies to attend the meeting and vote. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy to exercise, otherwise each proxy may exercise half of the votes. If the number or percentage exceeds the total number of votes a securityholder is entitled to vote then each proxy may exercise half of the votes (any fractions resulting from a split between the proxies will be disregarded).

Proxy Forms can be lodged in 3 ways:

1. Online via www.investorvote.com.au
2. By Mail, to:
Computershare Investor Services Pty Ltd.
GPO Box 242
Melbourne VIC 3001 Australia
3. By Fax: 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

Relevant Custodians who have subscribed to Intermediary Online may lodge their proxy forms by visiting www.intermediaryonline.com

Proxy Forms must be received by 10:00am (Sydney Time) on Sunday 4th August 2019 to be valid

Attending the Meeting

To assist with registration please bring the Proxy Form provided with this Notice of Meeting with you. 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".

Entitlement to Vote

The Company 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 Sunday, 4th August 2019.

Location

The 2019 Annual General Meeting is to be held in the Press Room, Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney





Whitefield Limited

ABN 50 000 012 895

WHF

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

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: 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 10:00am (Sydney time) on Sunday, 4 August 2019.

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.



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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 The Press Room, Radisson Blu Plaza Hotel, 27 O'Connell Street, Sydney on Tuesday 6 August 2019 at 10:00am (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.

		For	Against	Abstain
2	That the Remuneration Report for the financial year ended 31st March 2019 be adopted.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To re-elect Mrs Jenelle Webster 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 / /

WHF

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