

18 September 2014

The Manager
ASX Market Announcements
ASX Limited

2014 Annual General Meeting

Attached are the following documents to be provided to shareholders relating to the Company's 2014 Annual General Meeting:

- Notice of Annual General Meeting
- Sample Voting Form

This Company's 2014 Annual Report, which was separately released to the ASX today, will also be provided to shareholders who have elected to receive the Report.

Bruce Paterson
Company Secretary



Crowe Horwath™

CROWE HORWATH AUSTRALASIA LTD
ACN 006 650 693

ANNUAL GENERAL MEETING

*To be held at the Radisson Blu Hotel Sydney (Marble Room)
27 O'Connell Street, Sydney, New South Wales, Australia
at 9.30 am (Sydney time) on Friday 17 October 2014*

**NOTICE OF ANNUAL GENERAL MEETING
AND EXPLANATORY NOTES**

A VOTING FORM IS ENCLOSED

CROWE HORWATH AUSTRALASIA LTD

ACN 006 650 693

Registered Office: Level 17, 181 William Street, Melbourne, Victoria 3000

Tel. +61 3 9522 0888 *Fax.* +61 3 9522 0899

NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Crowe Horwath Australasia Ltd (“the Company”) will be held at the Radisson Blu Hotel Sydney (Marble Room), 27 O’Connell Street, Sydney, New South Wales, Australia at 9.30 am (Sydney time) on Friday 17 October 2014.

ORDINARY BUSINESS

Item 1

To receive and consider the Consolidated Financial Report of the Company and its controlled entities, the Directors’ Report and the Auditor’s Report for the financial year ended 30 June 2014.

Item 2

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

“That the Remuneration Report for the financial year ended 30 June 2014 be adopted.”

Note: the vote on the resolution for Item 2 is advisory only and does not bind the Directors or the Company.

Item 3

To consider and, if thought fit, to pass the following as separate ordinary resolutions:

- (a) “That Mr Richard John Grellman, being eligible, be re-elected as a Director of the Company.”
- (b) “That Mr Raymond Maxwell Smith, being eligible, be re-elected as a Director of the Company.”
- (c) “That Ms Nancy Jane Milne, being eligible, be elected as a Director of the Company.”
- (d) “That Mr Peeyush Kumar Gupta, being eligible, be elected as a Director of the Company.”
- (e) “That Mr Trevor Loewensohn, being eligible, be elected as a Director of the Company.”

SPECIAL BUSINESS

Item 4

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

“That, to the extent required under Sections 200B, 200C and 200E of the Corporations Act 2001 (Cth) and Rule 10.14 of the ASX Listing Rules and for all other purposes, approval is given for the Company to:

- (a) issue Mr Christopher Murray Price (**Mr Price**), the Managing Director of the Company, performance rights under the Company’s Performance Share Plan as Mr Price’s long-term incentive (**LTI**);
- (b) issue Mr Price shares in the Company on the vesting of some or all of those performance rights;
- (c) give any retirement benefit which may become due to Mr Price under the LTI; and
- (d) give any benefit which may become due to Mr Price under the LTI in connection with the transfer of the whole or any part of the undertaking or property of the Company

as and on the basis described in the Explanatory Notes to the Notice of Meeting.”

By order of the Board



B C Paterson
Company Secretary

12 September 2014

VOTING ENTITLEMENTS

For the purpose of the Corporations Act 2001 (Cth) ("**Corporations Act**"), the Board has determined that all securities of the Company that are quoted securities at 7:00 pm (Sydney time) on 15 October 2014 will be taken, for the purpose of the Meeting, to be held by the persons who held them at that time.

VOTING, PROXY VOTES AND DIRECT VOTES

A shareholder entitled to attend and vote at the Annual General Meeting may vote by:

- (a) attending the Meeting in person;
- (b) appointing a proxy to attend and vote at the Meeting on their behalf; or
- (c) lodging a valid notice setting out their direct vote.

Appointing a Proxy

A shareholder has the right to appoint a proxy, who need not be a shareholder of the Company. If a shareholder is entitled to cast two or more votes, they may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, otherwise each proxy may exercise half the votes (with fractions of votes disregarded).

Both individuals and body corporates can be appointed as a proxy. A body corporate appointed proxy may in turn appoint an individual (eg a corporate representative or an attorney) to exercise the rights under the proxy.

Where permitted, the Chairman of the Meeting intends to vote undirected proxies given to him in favour of each Item of Business.

Lodging a Direct Vote

A shareholder has the right to lodge a direct vote by indicating on the Voting Form that they are casting their vote directly and then placing a mark in one of the boxes opposite each item of business on the Voting Form. All of the shareholder's shares will be voted in accordance with such direction, unless the shareholder indicates that their direction is to vote only a portion of their votes on any item; or to cast their votes in different ways on any item, by inserting the proportion or the number of shares in the appropriate box or boxes (with fractions of votes disregarded).

Priority of Voting Instructions

If a shareholder seeks to lodge more than one voting direction or proxy appointment in respect of the same share, only the last voting direction or proxy appointment received by the Company by the time specified for receipt of an appointment or direct vote will be taken to be valid.

A Voting Form is enclosed.

To be effective, an appointment of a proxy or a direct vote (together with any authority under which the appointment is signed) must be received by the Company no later than 48 hours prior to the scheduled commencement of the Meeting:

- at its share registry's offices, Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067, Australia, facsimile number 1800 783 447 (within Australia) or + 61 3 9473 2555 (outside Australia);
- at the Company's registered office, Level 17, 181 William Street, Melbourne, Victoria 3000, Australia, facsimile number + 61 3 9522 0899;

- electronically, by visiting www.investorvote.com.au and following the instructions provided (note a proxy cannot be appointed online if they are appointed under Power of Attorney or similar authority); or
- electronically for Intermediary Online subscribers (custodians), by visiting www.intermediaryonline.com and submitting voting intentions.

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 representative at the Meeting. The appointment must comply with the requirements of Section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.

EXPLANATORY NOTES

These Explanatory Notes form part of the Notice of Annual General Meeting.

Voting Restrictions

Item 2

A person must not cast a vote in any capacity (e.g. as a shareholder, proxy or corporate representative) on the resolution under Item 2 (the adoption of the Remuneration Report) if the person is:

- a member of the key management personnel of the Company, details of whose remuneration are included in the Remuneration Report; or
- a closely related party (as defined in the Corporations Act) of such a member.

However, a person described above may cast a vote on Item 2 if it is cast as proxy for a person who has specified how the proxy is to vote on Item 2, provided that the person who appointed the proxy is not themselves a person subject to the prohibition.

In addition, the prohibition does not apply to the Chairman of the Meeting as proxy where the proxy appointment expressly authorises the Chairman of the Meeting to exercise an undirected proxy. If a shareholder appoints the Chairman of the Meeting as their proxy and the shareholder does not direct the Chairman of the Meeting how to vote on Item 2, the shareholder may authorise the Chairman of the Meeting in respect of Item 2 to exercise the proxy notwithstanding that Item 2 is connected directly or indirectly with the remuneration of a member of the Company's key management personnel.

The Chairman of the Meeting intends to vote undirected proxies (where the Chairman has been appropriately authorised) in favour of Item 2.

Other Directors and other key management personnel of the Company and their closely related parties will not cast any votes in respect of Item 2 that arise from any undirected proxy that they hold.

Voting Exclusion Statement

Item 4

A vote on the resolution under Item 4 of the Notice of Annual General Meeting will be disregarded by the Company if it is cast by or on behalf of any of the following persons:

- (a) Mr Price; or
- (b) an associate of Mr Price.

However, the Company need not disregard a vote on Item 4 if:

- (a) it is cast by a person as proxy for a shareholder who is entitled to vote, in accordance with the directions on the Voting Form; or
- (b) it is cast by the Chairman of the Meeting as proxy for a shareholder who is entitled to vote, in accordance with a direction on the Voting Form to vote as the proxy decides.

ITEM 1 – Annual Financial Reports

The Corporations Act requires the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2014 to be laid before the Meeting. These are included in the Company's 2014 Annual Report. There is no requirement in the Corporations Act or the Company's Constitution for shareholders to vote on, approve or adopt these Reports. Shareholders will have a reasonable opportunity at the Meeting to ask questions and make comments on these Reports and on the management of the Company.

A copy of the Company's 2014 Annual Report is available on the Company's website at www.crowehorwath.com.au under the Investors/Annual Reports section.

ITEM 2 – Remuneration Report

The Corporations Act requires that the Directors include a separately identified Remuneration Report in their annual Directors' Report and that a resolution to adopt the Remuneration Report be put to a vote of shareholders at the Meeting.

A copy of the Remuneration Report for the year ended 30 June 2014 is included in the Company's 2014 Annual Report which is available on the Company's website at www.crowehorwath.com.au under the Investors/Annual Reports section.

Voting on the adoption of the Remuneration Report is advisory only and will not bind the Directors or the Company. However, the Directors will take the outcome of the vote and any questions and comments into consideration when reviewing the Company's remuneration practices and policies and preparing Remuneration Reports.

Directors' Recommendation

The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.

ITEM 3 – Re-election and Election of Directors

In accordance with the Company's Constitution, Directors (excluding the Managing Director) must retire from office at the end of the third annual general meeting following their last appointment or every 3 years, whichever is longer, provided that the Company must hold an election of Directors each year. Retiring Directors are eligible for re-election. Also, any Director appointed by the Board must retire from office at the next annual general meeting and is eligible for election.

Under the above requirements, Mr Richard John Grellman AM and Mr Raymond Maxwell Smith will retire from office at the Meeting and being eligible, will stand for re-election. Also, Ms Nancy Jane Milne OAM, Mr Peeyush Kumar Gupta and Mr Trevor Loewensohn, who were appointed as Directors by the Board since the last Annual General Meeting, will retire from office and stand for election.

Long standing Director, Ms Melanie Victoria Rose Willis, has elected to resign as a Director at the conclusion of the Annual General Meeting. The Board does not seek to fill this vacated office.

Following are details of Directors who are standing for re-election or election:

Richard John Grellman AM

Age: 64

Qualifications / Memberships: FCA, MTax, ASIA, FAICD

Mr Grellman has a wealth of accounting and finance expertise with over 32 years of experience in the accounting profession. The majority of this time was spent in the Corporate Recovery Division of KPMG, with the last 10 years more specifically focussed on the provision of strategic advice and services to the financial services sector.

He was a partner of KPMG from 1982 to 2000 and a member of KPMG's national board from 1995 to 1997 and its executive from 1997 to 2000.

Mr Grellman was appointed a member of the Order of Australia in 2007 for services to the community, particularly through leadership roles with Mission Australia and fundraising with Variety, The Children's Charity, and to the finance and insurance sectors.

Mr Grellman is Chairman of Genworth Mortgage Insurance Australia Limited and Bible Society Australia, and a director of Bisalloy Steel Group Ltd. He is a former director of AMP Limited, Centennial Coal Company Limited and Association of Surfing Professionals (ASP) International Limited.

Mr Grellman has been Chairman and an independent non-executive Director of the Company since March 2011.

Raymond (Ray) Maxwell Smith

Age: 67

Qualifications / Memberships: Dip Comm., FAICD, FCPA

Mr Smith was the Chief Financial Officer of Smorgon Steel Group Limited (SSGL) from 1996 to 2007. During that period he was at the forefront of the rationalisation of the Australian Steel Industry, culminating in the 2007 merger of SSGL and OneSteel Limited.

He has a wealth of corporate and financial experience, including in the areas of strategy, acquisitions and disposals, and treasury and fund raising.

Mr Smith is a director of K&S Corporation Limited and Transpacific Industries Group Ltd and is a Trustee of the Melbourne & Olympic Parks Trust. He is a recent former director of Warrnambool Cheese and Butter Factory Company Holdings Limited.

Mr Smith has been an independent non-executive Director of the Company since May 2009. He is Chair of the Audit and Risk Committee and a member of the Remuneration Committee.

Nancy Jane Milne OAM

Age: 62

Qualifications / Memberships: LLB (Sydney), FAICD

Ms Milne is a former lawyer with over 30 years professional services experience as well as strong strategic and risk management skills. She was a partner at Clayton Utz until 2003 and a consultant until 2012. She has legal expertise in insurance and reinsurance, risk management, corporate governance and professional negligence.

Ms Milne is the Chair of Securities Exchanges Guarantee Corporation Limited and a director of Australand Holdings Limited, Commonwealth Managed Investments Limited, CFX Co Limited and Good Beginnings Australia. She is a former director of Australian International Disputes Centre Limited and was awarded an OAM in 2008 for service to the legal sector (particularly as an insurance lawyer) and to the community.

Ms Milne was appointed as an independent non-executive Director of the Company on 28 November 2013. She is a member of the Audit and Risk Committee and the Nominations Committee.

Peeyush Kumar Gupta

Age: 54

Qualifications / Memberships: BA, MBA, FAICD

Mr Gupta is a well-known and highly regarded figure in the Australian financial services sector with over 30 years of experience. He was a co-founder and inaugural CEO of IPAC Securities, a pre-eminent wealth management firm providing financial advice and institutional portfolio management within Australia and internationally. Since retiring as CEO in 2009 he has been extensively involved in numerous professional interests including as a non-executive director and a member of investment committees and advisory councils.

Mr Gupta is Chairman of State Super Financial Services Australia Limited and Charter Hall Direct Property Management Limited. He is also a director of MLC Life (and subsidiaries), Safety, Return to Work Support Board, BNZ Insurance Services Limited, BNZ Life Insurance Limited, Securities Industry Research Centre of Asia-Pacific (SIRCA) (and subsidiaries) and QuintessenceLabs Pty Ltd. Mr Gupta will become a director of National Australia Bank Limited from 5 November 2014 and is a former director of AMP Capital China Growth Fund.

Mr Gupta performs other pro-bono roles including with the School of Business, UNSW, helping the school to develop better connections with industry.

Mr Gupta was appointed as an independent non-executive Director of the Company on 28 November 2013. He is a member of the Audit and Risk Committee and the Remuneration Committee.

Trevor Loewensohn

Age: 54

Qualifications / Memberships: B Comm, CA, FSIA

Mr Loewensohn has over 30 years of investment banking experience, holding positions including Vice Chairman at UBS and Head of Investment Banking and Joint CEO at JP Morgan.

Mr Loewensohn is the founder and managing director of Alceon Group Pty Limited (**Alceon**), a specialist advisory, investment and capital solutions partnership with offices in Sydney, Melbourne, Brisbane and Perth. Alceon is a substantial shareholder in the Company holding approximately 19.9% of the shares on issue.

Mr Loewensohn has over 30 years of investment banking experience, mostly for leading global investment banks including Vice Chairman at UBS, after moving from Head of Investment Banking and Joint CEO at JP Morgan. He has advised many leading global and Australian companies on mergers and acquisitions, disposals, capital raisings and corporate and financial strategy.

Prior to founding Alceon, Mr Loewensohn was the Global Head of Capital Markets at Babcock & Brown, where he established a global capital raising and advisory capability. Following the impact of the Global Financial Crisis, he led Babcock & Brown's asset sale programme, successfully completing the sale of more than 20 major funds, companies and assets.

Mr Loewensohn is a director of numerous companies within the Alceon Group and was appointed as a non-executive Director of the Company on 18 June 2014.

Directors' Recommendation

The other Directors support the re-election of Mr Grellman and Mr Smith and the election of Ms Milne, Mr Gupta and Mr Loewensohn.

ITEM 4 – Approval of the Managing Director's Long Term Incentive and any benefit which may become payable

4.1 Background

Mr Christopher Murray Price was appointed as Managing Director of the Company effective 19 November 2013. As previously announced to the ASX by the Company, Mr Price's remuneration consists of:

- (a) base salary of \$650,000 per annum (including statutory superannuation), reviewed annually;
- (b) short term incentive (**STI**) comprising a target of \$325,000 per annum payable for achievement of agreed "at target" assessment criteria, although actual STI may be less (or potentially more) than the target STI based on the Board's qualitative assessment; and
- (c) long term incentive (**LTI**) in the form of an annual award of performance rights (initially 1 million rights) as summarised in section 4.2 of these explanatory notes.

4.2 Issue of LTI performance rights

The Board believes it is important that Mr Price's interests are aligned with those of the shareholders. The issue of the LTI performance rights entitling Mr Price to an equivalent number of ordinary shares means that part of his remuneration will be linked to the Company's share price. Subject to required shareholder approvals being obtained, the Company will issue 1 million LTI performance rights to Mr Price that will, subject to the vesting conditions, entitle him to up to 1 million ordinary shares in the Company.

The LTI performance rights are to be issued under the Company's Performance Share Plan (which is described in Section 4.5 of these explanatory notes) (**Share Plan**).

A summary of the performance criteria and target measures applying to the LTI performance rights follows:

Performance Criteria	Target Measures
Financial Performance (40% weighting)	<p>Measured against FY14 as a base:</p> <ul style="list-style-type: none">• Revenue – long term revenue growth of 5% compound p.a. (adjusted for any approved strategic disposals)• Margins – Group gross margin growth of a minimum of one percentage point per annum• EBITA – 25% compound growth• Funds under advice – growth above investment returns• Lock-up – reduction of 3 days per annum
Clients (20% weighting)	<ul style="list-style-type: none">• Increase in number• Minimum 3% increase in the average number of services offered• Annual increase in Group average net promoter score
Staff (20% weighting)	<ul style="list-style-type: none">• Increase in number of principals balanced with increased revenue per principal• Principal turnover – average of no more than 5%• AGPTW survey results – overall Group improvement
Quality Control (20% weighting)	<ul style="list-style-type: none">• Improved average peer review scores in audit, tax and accounting compliance• Improved internal audit review scores
New Business Initiatives (discretionary)	<ul style="list-style-type: none">• Results of Board approved new initiatives

The performance period for the proposed allocation of LTI performance rights is 3 years from 1 July 2014. During such time, the performance criteria and target measures may be adjusted at the Board's discretion for weighting and regard to any significant corporate actions (including a change of control or sale of principal business transaction).

Under normal circumstances, the number of LTI performance rights which shall vest is subject to achievement of the performance criteria as determined by the Board. Further, it is the Board's intention that, under normal circumstances, no LTI performance rights shall vest unless the following two major gateways are met:

- a minimum 10% p.a. compound average growth rate in EBITA; and
- no significant regulatory compliance breaches.

Should Mr Price's employment end prior to completion of the three year performance period other than through termination by the Company for proper cause including fraud, gross misconduct and willful neglect, then a pro rata portion of the LTI performance rights may vest at the Board's discretion having regard to progress towards achievement of the performance criteria and gateways.

In the event of a change of control of the Company or the Company selling its principal business to a third party, the Board may seek to exercise its discretion and determine if any LTI performance rights should vest based on achievement of adjusted performance criteria and gateways having regard to the circumstances at that time.

There will be no voting rights or entitlement to dividends connected with the LTI performance rights until they vest.

Determination of performance criteria:

The LTI arrangements for Mr Price, including the performance criteria, have been determined by the Company's Remuneration Committee and approved by the Board. In determining the LTI arrangements, the Committee has taken into account the nature and influence of the Managing Director position and regard for the purpose of the LTI component and other components of Mr Price's remuneration arrangements. The performance criteria seek to drive longer term improvement in financial performance, quality and business development, consistent with improving shareholder returns.

The LTI performance rights will be issued shortly following the Meeting, provided that the required shareholder approval is given at the Meeting.

4.3 Shareholder Approval

In accordance with Sections 200B and 200E of the Corporations Act, shareholders must approve certain retirement benefits that may be given to Mr Price. Depending on when Mr Price ceases to be employed by the Company, the LTI performance rights or resulting ordinary shares may constitute the giving of a retirement benefit that requires shareholder approval.

In accordance with Sections 200C and 200E of the Corporations Act, shareholders must approve a benefit to Mr Price in connection with the transfer of the whole or any part of the undertaking or property of the Company. As one of the possible circumstances which can result in vesting of the performance rights is a change of control or the Company selling its principal business to a third party, shareholder approval is also sought for the purposes of Section 200C in anticipation that the Board may decide to allow performance rights to vest in these circumstances.

In accordance with ASX Listing Rule 10.14, the Company must not permit a director to acquire securities under the Share Plan without shareholder approval.

To the extent it is required, for the purposes of Sections 200B , 200C and 200E of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Company is seeking shareholder approval for the issue to Mr Price of the LTI performance rights and the ordinary shares to which Mr Price may be entitled upon the vesting of some or all of those LTI performance rights.

4.4 Value of potential benefit

The monetary value of the LTI performance rights, which may constitute a retirement benefit or a benefit in connection with the transfer of the whole or any part of the undertaking or property of the Company, cannot be ascertained at this time. The amount or value of the LTI performance rights and resulting ordinary shares will depend on various matters including:

- (a) the achievement of performance criteria and gateways (subject to adjustment) as assessed by the Board;
- (b) the time at which Mr Price ceases to be employed by the Company; and
- (c) the share price at the time of vesting.

4.5 Performance Share Plan

The LTI performance rights would be issued to Mr Price under the Share Plan.

A summary of the terms of the Share Plan is as follows:

1. Eligible Employee: Employee of the Company or any associated company, including Executive Directors, whom the Board determines to be eligible to participate in the Share Plan.
2. Invitation to participate: The Board issues invitations to participate in the Share Plan. Invitations are personal and non-transferable to another person.
3. Participation level: The number of performance rights that can be issued to a participant is determined by the Board.
4. Cost: Performance rights are issued at no monetary consideration to the participants.
5. Performance criteria: The performance criteria and the period over which the criteria must be satisfied as a condition for a share to be allocated in respect of a performance right are prescribed by the Board.
6. Term: Shares from vested performance rights can be held under the Share Plan through a plan trustee on behalf of the participants subject to the Share Plan rules. The shares can currently be held under the Share Plan for up to ten years (including the period of the underlying performance rights) or until termination of employment with the Group. They are also subject to forfeiture including in the event of termination of employment due to fraud, theft or gross misconduct.
7. Voting rights: Participants may direct the plan trustee to vote at general meetings of the Company in respect of their Share Plan shares.
8. Other rights: Participants are entitled to receive all cash dividends, bonus shares and rights in respect of their Share Plan shares.
9. Share Plan changes: The Board has discretion to vary the rules of the Share Plan. It may also terminate or suspend the operation of the Share Plan.

4.6 Information required by ASX Listing Rule 10.15A

In accordance with the provisions of the ASX Listing Rules the following information is provided:

1. Mr Price is a director of the Company.
2. 1 million LTI performance rights will be issued, for no monetary consideration, to Mr Price shortly after the Meeting if shareholder approval is obtained. The maximum number of ordinary shares in the Company that Mr Price may acquire pursuant to the LTI performance rights is 1 million. Those ordinary shares will have a “nil” issue price.
3. As described under section 4.2 of these explanatory notes, the Board has discretion regarding the number of LTI performance rights which will vest having regard to the achievement of relevant performance criteria.
4. Mr Price is the only Director eligible to participate in the Share Plan and he has not previously received any LTI performance rights.

In November 2011, the Company issued 1 million performance rights to the former Managing Director (Mr John Lombard) under the Share Plan. These performance rights did not vest and having lapsed, were cancelled in September 2013. No other Directors of the Company or their associates have previously received performance rights under the Share Plan.

5. There are no loans to Directors of the Company with respect to the acquisition of performance rights.
6. Future annual reports of the Company will disclose details of performance rights and ordinary shares issued under the Share Plan in the relevant periods of issue. A statement that approval for the issue of the performance rights was obtained under ASX Listing Rule 10.14 will also be provided.
7. Any additional persons who become entitled to participate in the Share Plan after the date of the Meeting will not participate until approval is obtained (where required) under ASX Listing Rule 10.14.
8. If shareholder approval for the issue of the LTI performance rights is obtained, the Company will issue the 1 million LTI performance rights to Mr Price shortly after the Meeting. Any ordinary shares due to be allocated to Mr Price pursuant to the LTI performance rights will be issued no later than 15 September 2017.
9. A voting exclusion statement is set out at the start of these explanatory notes.

Directors' Recommendation

The Non-Executive Directors consider the issue of LTI performance rights to Mr Price and his participation in the Share Plan are in the best interest of shareholders and unanimously recommend that shareholders vote in favour of the resolution.



Crowe Horwath™

Crowe Horwath Australasia Ltd

ABN 93 006 650 693

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

In Person:

Computershare Investor Services Pty Limited
452 Johnston Street
Abbotsford, Victoria 3067

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

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— 000001 000 CRH
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Voting 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: 999999

SRN/HIN: I999999999

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
9.30am (Sydney time) Wednesday 15 October 2014**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Vote Directly

Voting 100% of your holding: Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the 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.

Appoint a Proxy to Vote on Your Behalf

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 "Appointment of Corporate Representative" prior to admission. A form 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 their broker of any changes.



I 9999999999

I ND

Voting Form

Please mark ☒ to indicate your directions

STEP 1 Indicate How your Vote will be Cast *Select one option only*

XX

At the Annual General Meeting of Crowe Horwath Australasia Ltd to be held at the Radisson Blu Hotel Sydney (Marble Room) 27 O'Connell Street, Sydney NSW on Friday, 17 October 2014 at 9.30 am (Sydney time) and at any adjournment or postponement of that meeting, I/We being member/s of Crowe Horwath Australasia Ltd direct the following:

1. Vote Directly

☐ Record my/our votes strictly in accordance with directions in Step 2.

PLEASE NOTE: A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

2. Appoint a Proxy to Vote on Your Behalf: I/We hereby appoint

☐ the Chairman of the Meeting **OR**

OR

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).

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

IMPORTANT NOTE:

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business including Items 2 & 4. If the Chairman of the Meeting is your proxy (or becomes your proxy by default), you expressly authorise the Chairman to exercise your proxy on Items 2 & 4 even though these Items are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2 & 4 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you have appointed a proxy and 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. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

		For	Against	Abstain
Item 2	That the Remuneration Report for the financial year ended 30 June 2014 be adopted	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3a	Re-election of Director - Mr Richard John Grellman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3b	Re-election of Director - Mr Raymond Maxwell Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3c	Election of Director - Ms Nancy Jane Milne	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3d	Election of Director - Mr Peeyush Kumar Gupta	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3e	Election of Director - Mr Trevor Loewensohn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Approval of the Managing Director's long term incentive	<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 ____ / ____ / ____

CRH

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