

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Austock Group Limited (“Company”) will be held in the offices of the Company at Level 12, 15 William Street, Melbourne VIC 3000 on Thursday, 6 November 2014 at 9.30 a.m. (AEDT)

BUSINESS

Item A: Financial Reports

To receive and consider the Financial Report of the Company and the Reports of the Directors and Auditor for the financial year ended 30 June 2014.

Item B: Remuneration Report

Resolution 1: Adoption of the Remuneration Report

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

“That for the purposes of section 250R(2) of the Corporations Act 2001 (Cth), the Remuneration Report of the Company for the financial year ended 30 June 2014 as disclosed in the Directors’ Report be adopted.”

This resolution is advisory only and does not bind the directors or the Company.

Item C: Re-election of Director

Resolution 2: Re-election of W. E. Bessemer as a Director

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

“That for the purposes of ASX Listing Rule 14.5 and all other purposes, Mr William Eric Bessemer be re-elected a Director of the Company.”

By order of the Board.



F. G. A. Beaumont, QC
Independent Non-Executive Chairman
30 September 2014

VOTING PROHIBITION STATEMENT – REMUNERATION REPORT

In accordance with the Corporations Act 2001 (Cth), the Company will disregard all votes cast on Resolution 1 by or on behalf of:

- a member of the Company's key management personnel, details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2014 ("KMP"); or
- a closely related party of a KMP.

However, the Company will not disregard a vote cast on Resolution 1 by a KMP, or a closely related party of a KMP, if:

- the vote is cast as a proxy;
- the proxy is appointed by writing that specifies how the proxy is to vote on Resolution 1; and
- the vote is not cast on behalf of a KMP or a closely related party of a KMP.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of key management personnel include the Company's directors and certain senior executives.

A closely related party of a member of the key management personnel means any of the following:

- a spouse, child or dependant of the member;
- a child or dependant of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence or be influenced by the member in the member's dealings with the Company;
- a company the member controls; or
- a person prescribed by regulations (as at the date of this Notice of Meeting, no additional persons have been prescribed by regulation).

If you complete a proxy form that authorises the chairman of the meeting to vote on your behalf as proxyholder, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then your proxy will automatically become a directed proxy in favour of Resolution 1 and the chairman of the meeting will vote accordingly. If you wish to appoint the chairman of the meeting as your proxyholder but do not want him to cast your votes in favour of Resolution 1, you should complete the appropriate box on the proxy form, directing him to vote against Resolution 1 or abstain from voting on the resolution.

The chairman of the meeting intends to vote all undirected proxies in favour of Resolution 1.

NOTES

Explanatory Statement

The attached Explanatory Statement forms part of this Notice.

Voting Entitlements

In accordance with section 1074E(2)(g) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board of Austock Group Limited has determined that a shareholder's voting entitlement at this meeting will be taken to be the entitlement of the person shown in the register of members as at 7 p.m. (AEDT) on Tuesday, 4 November 2014. Transactions registered after that time will be disregarded in determining the shareholders entitled to attend and vote at the meeting.

Proxies

- A member entitled to attend and vote at this meeting is entitled to appoint a proxy (who need not be a member of the Company) to attend and vote in the member's place. A proxy form accompanies this Notice of Meeting for this purpose.
- A proxy form must be signed by a member or his or her attorney and, in the case of a joint holding, by each of the joint holders.
- Members who are entitled to cast two or more votes may appoint not more than two proxies to attend and vote at this meeting. Members wishing to appoint a second proxy should request an additional proxy form from the Company's share registry – Boardroom Pty Limited. Where two proxies are appointed, both forms should be completed with the nominated proportion or number of votes each proxy may exercise. If no such proportion or number is specified, each proxy may exercise half of the votes. Fractions of votes are to be disregarded.
- Where a member appoints 2 proxies, on a show of hands neither proxy may vote if more than one proxy attends and on a poll each proxy may only exercise votes in respect of those shares or voting rights the proxy represents.
- The appointment of one or more duly appointed proxies will not preclude a member from attending this meeting and voting personally. If the member votes on a resolution, the proxy must not vote as the member's proxy on that resolution.
- Any instrument appointing a proxy in which the name of the appointee is not completed is regarded as given in favour of the chairman of the meeting.
- In the case of joint holders of shares, if more than one holder votes at the meeting, only the vote of the first named of the joint holders in the share register of the Company will be counted.
- To be effective, proxy forms (and the power of attorney or other authority (if any) under which it is signed (or an attested copy)) must be received by the Company at its registered office or delivered in person, by mail or by fax to the Company's Share Registry's office (details below). Proxy forms may also be lodged online by visiting www.votingonline.com.au/austockagm2014. Completed proxy forms must be received no later than 48 hours before the appointed time of the meeting, therefore by 9.30 am (AEDT) on Tuesday, 4 November 2014.
- The Company's Share Registry details are as follows:

Boardroom Pty Limited
Level 7, 207 Kent Street, Sydney, NSW 2000
GPO Box 3993, Sydney, NSW, 2001
Facsimile: +61 2 9290 9655
- Proxies given by a corporation must be signed either under seal or under the hand of a duly authorised attorney. In addition, should the constitution of a corporation permit the execution of documents without using a common seal, the documents must be signed by two directors or a director and company secretary, or for a proprietary company that has a sole director who is also a company secretary, that director.
- If a body corporate is appointed as proxy, please write the full name of that body corporate (eg, Company X Pty Ltd). Do not use abbreviations. The body corporate will need to ensure that it:

- a) appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act; and
- b) provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If no such evidence is received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.

Body corporate representatives

- A corporation, by resolution of its directors, may authorise a person to act as its representative to vote at the meeting.
- A representative appointed by a corporation may be entitled to execute the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of Austock.
- To evidence the authorisation, either a certificate of corporate body representative executed by the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required.
- The certificate or equivalent document must be produced prior to the meeting.

Undirected proxies

The chairman of the meeting will vote undirected proxies in favour of Resolutions 1 and 2 outlined in the Notice of Meeting. The Company recommends that shareholders who submit proxies should consider giving "how to vote" directions to their proxyholder on each resolution.

If you complete a proxy form that authorises the chairman of the meeting to vote on your behalf as proxyholder, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then your proxy will automatically become a directed proxy in favour of Resolution 1 (Adoption of Remuneration Report) and Resolution 2 (Re-election of Director) and the chairman of the meeting will vote accordingly. If you wish to appoint the chairman of the meeting as your proxyholder but you do not want him to cast your votes in this manner, you should complete the appropriate box on the proxy form directing him to vote against Resolutions 1 and 2 or to abstain from voting on each resolution.

EXPLANATORY STATEMENT

Introduction

The purpose of this Explanatory Statement (which is included in and forms part of this Notice of Annual General Meeting) is to provide shareholders with an explanation of the matters to be considered at the Annual General Meeting on Thursday, 6 November 2014.

Item A: Financial Reports

The Company's 2014 Annual Report, which includes the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2014, is available on the Company's website at <http://www.austock.com.au/reports>. A copy has been forwarded to all shareholders who elected to receive it.

Shareholders will be given a reasonable opportunity as a whole to ask questions about or make comments regarding the financial reports. The Company's auditor, KPMG will also attend the meeting and will be available to receive questions.

This item of business does not require shareholders to vote on a resolution or adopt the received reports.

Item B / Resolution 1: Adoption of Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report, which is set out on pages 27-31 of the 2014 Annual Report. An opportunity will be provided for discussion of the Remuneration Report at the meeting.

Pursuant to section 250V of the Corporations Act 2001, if 25% or more votes are cast against adoption of the Remuneration Report at two consecutive AGMs ("2 strikes"), shareholders will be required to vote at the second AGM on a resolution ("Spill Resolution") that another meeting be held within 90 days ("Spill Meeting") to consider the re-election of directors.

At the Company's 2013 AGM, more than 75% of all votes cast on the Remuneration Report were cast in favour of its adoption.

The Remuneration Report forms part of the Directors' Report which has been unanimously adopted by resolution of the Board. The Directors recommend that shareholders vote in favour of Resolution 1.

Item C / Resolution 2: Re-election of Director

Rule 14.5 of the ASX Listing Rules ("Listing Rules") provides that a listed entity that has directors must hold an election of directors each year. To satisfy this requirement, Mr Bessemer retires by rotation and, being eligible, offers himself for re-election.

Details of Mr Bessemer's experience and special responsibilities are outlined below.

William (Bill) Bessemer Chief Executive Officer and Director since 9 February 2012

Bill initially joined Austock in 1995 and became chairman of the Group in 1999 until 2009. Following a brief retirement, Bill resumed as a director on 9 February 2012 and became Chief Executive Officer on 29 May 2012. He has over 40 years experience in banking and finance, specifically in the areas of debt and equity structuring, mergers and acquisitions and business recoveries.

The Board (other than Mr Bessemer) recommends that shareholders vote in favour of the re-election of Mr Bessemer.

Dated: 30 September 2014.

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
Level 7, 207 Kent Street,
Sydney NSW 2000 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before 9.30 am (AEDT) on Tuesday, 4 November 2014.

🖨 TO LODGE PROXY FORM ONLINE**📱 BY SMARTPHONE**

- STEP 1: VISIT www.votingonline.com.au/austockagm2014
- STEP 2: Enter your holding/investment type:
- STEP 3: Enter your Reference Number:
- STEP 4: Enter your VAC:

PLEASE NOTE: For security reasons it is important you keep the above information confidential.



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM**STEP 1 APPOINTMENT OF PROXY**

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form must be signed as follows:

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

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **9.30am (AEDT) on Tuesday, 4 November 2014**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** www.votingonline.com.au/austockagm2014
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address
 This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Austock Group Limited** (Company) and entitled to attend and vote hereby appoint:

the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the **Annual General Meeting of Austock Group Limited ("Company") to be held in the offices of the Company at Level 12, 15 William Street, Melbourne VIC 3000 on Thursday, 6 November 2014 at 9.30am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Important note for Resolution 1: If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Resolution 1 even though it is connected directly or indirectly with the remuneration of a member of the key management personnel for Austock Group Limited.

The Chairman of the Meeting intends to vote all undirected proxies in favour of each of the items of business (including Resolution 1). If you wish to appoint the Chairman of the Meeting as your proxy but do not want him to cast your votes in this manner you must provide a direction by marking the 'Against' or 'Abstain' box opposite each resolution.

STEP 2 VOTING DIRECTIONS
 * If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

	For	Against	Abstain*
Resolution 1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of W. E. Bessemer as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Contact Name..... Contact Daytime Telephone..... Date / / 2014