

**HOMELOANS LIMITED ABN 55 095 034 003**

Notice of Annual General Meeting and Explanatory Memorandum

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**Date of Meeting:** Friday 20 November 2015

**Time of Meeting:** 11.00am (Perth time)

**Place of Meeting:** Level 9  
40 St Georges Terrace  
Perth, Western Australia

**HOMELOANS LIMITED**  
ABN 55 095 034 003  
**NOTICE OF ANNUAL GENERAL MEETING**

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NOTICE IS HEREBY GIVEN that the 2015 Annual General Meeting of Homeloans Limited will be held at Level 9, 40 St Georges Terrace Perth, Western Australia on 20th November 2015 at 11.00am (Perth time).

**BUSINESS OF THE MEETING**

**1. FINANCIAL STATEMENTS AND REPORTS**

*To receive and consider the Company's financial statements and reports of the directors and auditors for the year ended 30 June 2015.*

**2. REMUNERATION REPORT**

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

*"That the Remuneration Report for the year ended 30 June 2015 be adopted."*

Note: the vote on this resolution is advisory only and does not bind the directors or the company.

Voting exclusion statement - Resolution Number 2

Homeloans Limited will disregard any votes cast (in any capacity) on resolution number 2 by or on behalf of a member of Homeloans Limited key management personnel and their closely related parties. The names of the key management personnel are included in the Company's Remuneration Report for 2015.

However the Company will not disregard a vote cast on resolution number 2 by a member of Homeloans Limited key management personnel or their closely related parties if

- the vote is cast as a proxy appointed in writing that specifies how the proxy is to vote on the resolution and the vote is not cast on behalf of a member of Homeloans Limited key management personnel or their closely related parties; or
- the vote is cast by the Chairman of the meeting as proxy, who has been expressly authorised to vote on this resolution even though it is connected with the remuneration of key management personnel.

**3. RE-ELECTION OF DIRECTORS**

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

*"That Mr Robert Peter Cockburn Salmon who retires by rotation in accordance with clause 13.4 of the Constitution is re-elected as a director."*

**4. HOMELOANS LIMITED OPTIONS AND SHARE RIGHTS PLAN**

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

*"That the Homeloans Limited Options and Share Rights Plan described in the Explanatory Memorandum to the Notice of Meeting, the grant of Options and Rights and the issue of Ordinary Shares under such Plan to employees of the Company be and is hereby approved for the purposes of Exception 9 of Listing Rule 7.2 and for all other purposes."*

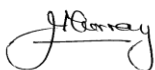
Voting exclusion statement - Resolution Number 4

Homeloans Limited will disregard any votes cast (in any capacity) on resolution number 4 by or on behalf of a director or employee who may participate in the Homeloans Limited Options and Rights Plan or any associate of any director or employee who may participate in such Plan. However the Company will not disregard a vote cast on resolution number 4 by a director or employee of Homeloans Limited if

- the vote is cast as a proxy appointed in writing that specifies how the proxy is to vote on the resolution and the vote is not cast on behalf of a director or employee of Homeloans Limited; or
- the vote is cast by the Chairman of the meeting as proxy, who has been expressly authorised to vote on this resolution even though it is connected directly or indirectly with the remuneration of directors and employees, which includes the Chairman.

The Chairman intends to vote undirected proxies in favour of each item of business.

BY ORDER OF THE BOARD



Jennifer Murray  
Company Secretary

Dated this 19th day of October 2015

## INFORMATION FOR SHAREHOLDERS

### Explanatory Memorandum

The Explanatory Memorandum is included in and forms part of this Notice of Annual General Meeting and should be read in conjunction with it. It is an important document and should be read in its entirety. Please consult your professional advisor if you do not understand, or require further clarification in respect of any part of the document.

### Attending the Meeting

All shareholders may attend the Annual General Meeting. In the case of joint shareholders, all holders may attend the meeting but only one holder may vote at the meeting in respect of the relevant shares (including by proxy). If more than one joint holder is present, and more than one of the joint holders vote in respect of the relevant shares, only the vote of the joint holder whose name stands first in the register in respect of the relevant shares is counted. A corporate shareholder may appoint one or more persons to act as its representative(s) but only one representative may exercise the corporate shareholder's powers at any one time. Appropriate evidence of appointment of corporate representative(s) must be provided.

### Asking questions at the Meeting

We welcome shareholders' questions at the meeting. However, in the interests of all present, we ask that you confine your questions to matters before the meeting that are relevant to the shareholders as a whole.

We ask that you please submit your questions with your proxy form. You may also submit questions via the Company's website [www.homeloans.com.au/enquire-now/](http://www.homeloans.com.au/enquire-now/)

### Voting entitlements

The following persons may vote at the Annual General Meeting:

- (a) a person entitled to vote if they have an interest in the Company that allows them to do so;
- (b) a proxy of a person entitled to vote, if two proxies have been appointed to vote on a poll, the percentage of votes or number of securities for each proxy must be indicated, otherwise each proxy may exercise half of the votes; and
- (c) the Chairman as proxy for a person entitled to vote, in accordance with their directions.

### Proxy votes

All shareholders who are entitled to attend and vote at the meeting have the right to appoint a proxy to attend and vote for them in accordance with the directions on the proxy form. If no directions are given to the proxy on the form, the proxy may vote as he or she thinks fit. A proxy need not be a shareholder of the company and may be an individual or body corporate.

A corporate shareholder must sign the proxy form in accordance with its Constitution or otherwise in accordance with the Corporations Act. Where the proxy form is signed under the hand of a duly authorised person or persons of a corporate shareholder, such authorisation must have been sighted at the company's share registry.

In accordance with the Corporations Act 2001 (Cth) any directed proxies that are not voted on a poll at the meeting will automatically default to the Chairman of the meeting, who is required to vote proxies as directed.

A proxy form is enclosed with this notice. If you wish to appoint a proxy please complete the form in accordance with the instructions on the form and return it to the company's share registry, Computershare Investor Services Pty Limited.

Alternatively you may register your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device and follow the instructions on the secure website.

To be valid proxy forms or electronic voting instructions must be received by no later than 11.00am (Perth time) on Wednesday 18th November 2015, which is 48 hours before the time of holding the meeting.

**Determination of entitlement to attend and vote**

The directors have determined that the shareholding of each member and their voting entitlements for the Annual General Meeting be as set out in the Company's Share Register at 5.00pm (Perth time) on Wednesday 18th November 2015. Accordingly share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

**Annual Report information**

The Annual Report for the year ended 30 June 2015 accompanies this notice of meeting (unless you have elected not to receive a copy of the report).

The 2015 Annual Report is also available on the company's website at [www.homeloans.com.au](http://www.homeloans.com.au)

**EXPLANATORY MEMORANDUM**  
to Notice of Annual General Meeting

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This Explanatory Memorandum is provided to shareholders of Homeloans Limited (the "Company") to explain the resolutions contained in the attached Notice of Annual General Meeting and to be put to shareholders at the Annual General Meeting to be held at Level 9, 40 St Georges Terrace Perth Western Australia, at 11.00am (Perth time) on 20th November 2015.

The Explanatory Memorandum provides shareholders with information that is reasonably required by shareholders to decide how to vote upon the resolutions to be considered at the meeting. The directors recommend that shareholders carefully read this Explanatory Memorandum before determining the manner in which they vote on a resolution.

Other than as contained in the Notice of Annual General Meeting, this Explanatory Memorandum and the Company's Annual Report for the year ended 30 June 2015, the directors believe that there is no other information known to the Company or the directors that is reasonably required by shareholders to decide whether or not to pass each resolution.

**1. Financial Statements and Reports**

The Corporations Act requires the company's financial statements and reports for the last financial year to be laid before the Annual General Meeting. The financial statements and reports are contained in the company's Annual Report for the year ended 30 June 2015 which accompanies the Notice of Annual General Meeting (unless you have elected not to receive a copy of the report). A copy of the company's Annual Report is also available on the website at [www.homeloans.com.au](http://www.homeloans.com.au)

No resolution is required in relation to the financial statements and reports. However shareholders will be given reasonable opportunity to raise questions on the financial statements and reports.

A representative from the firm of Ernst & Young, (the company's auditors) will also be present at the meeting and shareholders will have an opportunity to ask the auditors questions in relation to the conduct of the audit, the auditors report, the company's accounting policies and the independence of the auditor.

**2. Remuneration Report**

**2.1 Non-binding vote**

The directors submit the Company's Remuneration Report to shareholders for consideration and adoption by way of a non-binding resolution.

The Remuneration Report is set out in the Directors' Report which forms part of the Annual Report for 2015.

The Remuneration Report details the remuneration paid to the directors and other key management personnel during the financial year. It also explains the Board's policy for determining the nature and amount of the remuneration paid by the company. The relationship between the Board's remuneration policy and the company's performance and the performance hurdles applicable to the remuneration of key management personnel.

The company's remuneration policies and practices have been designed to align the interests of directors and key management personnel of the company and those of the company's shareholders. Although the vote on the proposed resolution is advisory only the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies.

Shareholders will be given a reasonable opportunity at the meeting to comment on and ask questions about the Company's Remuneration Report.

## **2.2 Recommendation**

The Board unanimously recommends that shareholders vote in favour of this resolution.

## **3. Election of Directors**

- 3.1 Mr Robert Peter Cockburn Salmon retires by rotation in accordance with clause 13.4 of the company's Constitution at the forthcoming Annual General Meeting and being eligible offers himself for re-election at the meeting.

Mr Salmon's qualifications, experience and other information are set out below:

Mr Salmon was appointed to the Board on 9 November 2000. He has 45 years experience in the finance and banking industry. In 1985 he joined with the Late Mr Timothy Holmes to establish International Financing and Investment Pty Ltd, the predecessor to Homeloans Limited.

Mr Salmon has a Bachelor of Economics from the University of Western Australia.

Mr Salmon is the Chairman of the Nomination and Remuneration Committee and a member of the Audit and Risk Management Committee.

## **3.2 Recommendation**

The Board (other than Mr Salmon who is the subject of the relevant resolution) recommends that shareholders vote in favour of Mr Salmon's re-election.

## **4. Homeloans Limited Options and Share Rights Plan**

Homeloans Limited has an Option Plan which has been in operation since 22 December 2000 and a Share Rights Plan which has been in operation since 22 November 2012. The directors have decided (subject to shareholder approval) for reasons of convenience and in order to streamline the Employee Share Plans on offer to have one Plan which covers the grant of either options or rights.

The Homeloans Limited Options and Share Rights Plan provides for the issuance of options which are convertible into ordinary shares on payment of the exercise price at the vesting date or during the exercise period. The issuance of rights which are convertible into ordinary shares subject to satisfying performance conditions and other criteria. The Plan is designed to incentivise staff and to create a stronger link between increasing shareholder value and employee reward. The Plan will be administered by the Board free of charge.

The company has not granted any options over company shares to its employees under its existing Option Plan since 26 November 2009. All options which have been issued previously have been exercised or cancelled and there are presently no options on issue.

The company has granted 2,162,889 rights over company shares to its employees under its existing Rights Plan since November 2012. There are presently 1,705,943 rights on issue, which vest/lapse on 31st December 2015, 1st September 2016, 31 December 2016, 31st December 2017 and 17th April 2018.

Should shareholders approve the new Homeloans Limited Options and Share Rights Plan the company will grant all future options and rights in accordance with the terms of this new Plan.

Additionally the Company wishes to exempt issues of securities under the Homeloans Limited Options and Share Rights Plan from contributing toward the rolling annual limit of 15% of issued ordinary shares prescribed by ASX Listing Rule 7.1. Shareholder approval of the Homeloans Limited Options and Share Rights Plan is therefore being sought under Listing Rule 7.2 Exception 9, whereby the shareholders may approve in advance the issue of securities under the Plan as an exemption to the limit under Listing Rule 7.1

No options or rights have been issued under the Homeloans Limited Options and Share Rights Plan and the Plan has not been approved by shareholders. The Company will not invite any employees to participate in the Homeloans Limited Options and Share Rights Plan until shareholder approval has been obtained.

#### **4.1 Summary of the key terms of the Homeloans Limited Options and Share Rights Plan**

4.1.1 A summary of the key terms of the Homeloans Limited Options and Share Rights Plan is set out below.

A copy of the Plan can be obtained by contacting the Company Secretary by telephone (+61 8 9261 7035).

A copy of the Plan is also available on the company's website at [www.homeloans.com.au](http://www.homeloans.com.au)

4.1.2 The Homeloans Limited Options and Share Rights Plan is designed to enable employees of the Company to become holders of rights and/or options to acquire fully paid ordinary shares in the Company. The purpose of this plan is to attract quality people to the company, to retain their services and to provide them with the motivation to make the company more successful. The Plan will provide eligible employees with an opportunity to share in the growth of the value of the shares of the company and to encourage them to improve the performance of the company and its return to shareholders. The Plan is administered by the Board free of charge. The options and rights issued under this Plan will not be listed for quotation on the Official List of the ASX.

4.1.3 Subject to the rules of the Plan the Board at its discretion may make an offer to an employee for a grant of options and/or rights to acquire shares in the company. The Offer Document given to the eligible employee will include information on:

- (i) the number of options or rights to which the invitation relates or the basis on which the number of options or rights is to be determined;
- (ii) the vesting date and the last exercise date or the basis on which the vesting date and last exercise date are to be determined;
- (iii) in the case of options only the exercise price or the basis on which the exercise price is to be determined;
- (iv) the performance conditions attached to the rights (if any);
- (v) whether a holding lock will apply to the shares; and
- (vi) any other terms and conditions relating to the grant of the options or rights or the issue of the shares on exercise of the options or rights.

4.1.4 On the issue of an option or right the company must give the employee one or more certificates stating (or which, if applicable, attaches a separate document stating);

- (i) the number of options or rights issued to the participant;
- (ii) the exercise price of the options or the basis on which it is to be determined;
- (iii) the date of grant of the options or rights;
- (iv) the vesting date of the options or rights or the basis on which it is to be determined and the expected last exercise date of the options or rights or the basis on which it is to be determined; and
- (v) any other specific terms and conditions applicable.

4.1.5 Each option entitles the holder upon exercise to subscribe for and be issued one ordinary share at the exercise price and each right entitles the holder upon exercise to be issued with one ordinary share.

4.1.6 Subject to any requirements under the ASX Listing Rules, the exercise price in respect of an option will be determined by the Board at its absolute discretion.

4.1.7 It is the intention of the Board that the issue of options, rights and shares under the Plan will be subject to the deferred taxation regime contained in Division 83A of the Tax Act.

- 4.1.8 The company intends to lodge a notice of reliance on ASIC Class Order 14/1000 with the Australian Securities and Investments Commission in respect of the options and rights. When an offer is proposed to be made in reliance on ASIC Class Order 14/1000, the company must not offer or issue options or rights if at the time of the proposed offer, the sum of the number of shares:
- (a) that may be issued on exercise of options or rights the subject of the proposed offer;
  - (b) issued or which may be issued as a result of offers made at any time during the previous 3 year period under an employee incentive scheme:
    - (i) covered by ASIC Class Order 14/1000
    - (ii) previously covered by ASIC Class Order 03/184; or
    - (iii) covered or previously covered by an ASIC instrument granting specific relief similar to ASIC Class order 03/184
- exceeds 5% of the total number of issued shares.

The number of offers made, options or rights acquired or shares issued as a result of the following will be disregarded for the purpose of calculating the 5% limit:

- (i) an offer to a person situated at the time of receipt of the offer outside Australia;
  - (ii) an offer that did not require disclosure to the participant because of an exemption to disclosure contained in Chapter 6D of the Corporations Act (including as a result of any Class Order or specific relief or modification of the Corporations Act or ASIC instrument); or
  - (iii) an offer that was made under a disclosure document
- 4.1.9 An employee will have no interest in a share the subject of an option or right held by the employee until the share is issued to the employee.
- 4.1.10 The options and rights vest on the vesting date and are conditional on the satisfaction of the following conditions:
- (i) The employee must have been an employee or a deemed employee of a company within the group at all times between the date of grant and the vesting date (inclusive);
  - (ii) The performance conditions relating to the rights or options;
  - (iii) Any other specified conditions
- 4.1.11 If an Accelerated Vesting Event occurs while an employee is employed with the company and before the vesting date the Board may at its discretion bring forward the vesting of all rights or options held by the employee and waive or vary any vesting conditions in regard to any options or rights.
- 4.1.12 The Board may at its discretion (subject to the extent of the Board's authority to amend the Plan Rules) waive or vary any vesting conditions relating to the options or rights at any time.
- 4.1.13 Subject to the terms on which an option or right is issued, an option or right can be exercised at any time during the exercise period for that option or right. If permitted by the Rules of the Plan an option or right may be exercised before the exercise period.
- 4.1.14 An option or right which has not lapsed may be exercised by the employee giving the company:
- (i) a signed Notice of Exercise;
  - (ii) the certificate for the options or rights; and
  - (iii) in the case of the options only payment of the exercise price for the options being exercised.

An employee may only exercise options or rights in multiples of 100 or another multiple determined by the Board unless the participant exercises all options or rights covered by a Certificate able to be exercised at that time. An employee who exercises only some of the options or rights held by the participant can at a later date exercise other options or rights held by the participant (whether those other options or rights have the same first exercise date or otherwise).



- 4.1.15 An employee must not dispose of or otherwise deal with an option or right or an interest in an option or right excepting in the following circumstances:-
- (i) an acceptance of an offer made under an off-market bid relating to rights or options;
  - (ii) a transfer to a bidder on the sale of the rights or options under Division 3 of Part 6A.1 of the Corporations Act;
  - (iii) a transfer to a 100% holder on the sale of the rights or options under Division 2 of Part 6A.2 of the Corporations Act;
  - (iv) a transfer under Part 6A.3 of the Corporations Act to a person entitled to acquire the rights or options under section 661A or 664A of the Corporations Act;
  - (v) a transfer under a creditors' scheme of arrangement relating to the rights or options under section 411 of the Corporations Act; or
  - (vi) a transfer approved by the Board in those circumstances as may be determined by the Board.
- 4.1.16 Unless otherwise specified in the Certificate or determined otherwise by the Board, an option or right which has vested with the employee lapses on the earlier of:
- (i) the Last Exercise Date; or
  - (ii) the date determined by the Board (which in no event is less than 2 months or more than six months) after the date of termination of employment of the employee with the group (other than due to the occurrence of a special circumstance); and
  - (iii) any options or rights which have not been exercised will lapse and all rights of an employee under the Plan in respect of the options or rights will cease.
- 4.1.17 The company must apply for official quotation of the ordinary shares which are issued on exercise of the options or rights. Subject to any restrictions imposed on the shares (such as a Holding Lock) the shares allotted on the exercise of options or rights granted under the Plan rank *pari pasu* in all respects with the other ordinary shares issued by the company and in particular entitle the holders to participate fully in dividends declared by the company after the date of allotment; and all issues of securities made or offered *pro rata* to holders of shares.
- 4.1.18 An employee must comply with the company's Share Trading Policy at all times, including for shares issued on conversion of the options and rights.
- 4.1.19 While an employee holds options or rights, the employee must not be a party to or otherwise stand to benefit from any transaction or arrangement (whether through the use of derivatives or otherwise) which limits the economic risks associated with those options or rights.

## **4.2 Recommendation**

Employee Equity Plans form an important part of the Company's total reward framework. Appropriate alignment with the performance of employees serves to reward such employees for their contribution to the company and enables employees to have an ownership stake in the company. Accordingly the Board recommends that shareholders vote in favour of this resolution as it is in the best interests of the company.

# Homeloans



Homeloans Limited  
ABN 55 095 034 003

└ 000001 000 HOM  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Lodge your vote:



**Online:**  
[www.investorvote.com.au](http://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](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 264 082  
(outside Australia) +61 3 9415 4391

## Proxy Form

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### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://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: I9999999999 PIN: 99999

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

**For your vote to be effective it must be received by 11:00am (Perth time) Wednesday, 18 November 2015**

### 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](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

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

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

☐

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Homeloans 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 Homeloans Limited to be held at Level 9, 40 St Georges Terrace, Perth, Western Australia on Friday, 20 November 2015 at 11:00am (Perth 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 Resolutions 2 and 4 (except where I/we have indicated a different voting intention below) even though Resolutions 2 and 4 are 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 Resolutions 2 and 4 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
Resolution 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director - Mr Robert Peter Cockburn Salmon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Homeloans Limited Options and Share Rights Plan	<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    /    /

\_\_\_\_\_

HOM

205452A

Computershare +