

# Notice of Annual General Meeting

Whitefield Limited

A.B.N. 50 000 012 895

Notice is hereby given that the Ninety First Annual General Meeting of the securityholders of Whitefield Limited will be held in the Seminar Room at Level 15, 135 King Street, Sydney NSW 2000 on Tuesday 22<sup>nd</sup> July 2014 at 11:00am.

## Business

1. **To consider the Director's Report, Financial Statements and Independent Audit Report for the financial year ended 31<sup>st</sup> March 2014.**

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

2. **To adopt the remuneration report for the financial year ended 31<sup>st</sup> March 2014. (See Note (d) below)**

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 Note (d).

3. **To fix the fees payable to non-executive Directors for the next financial year.**

To increase the combined level of fees payable to non-Executive Directors by \$7,500 per annum to a combined total of \$45,000 per annum. This increase includes an allowance of \$6,000 to accommodate any overlap between the appointment of new and retiring Directors.

4. **To elect a Director.**

Mr. Martin Fowler retires by rotation in accordance with the Company's constitution and being eligible, offers himself for re-election.

Stuart Madeley  
Company Secretary  
18<sup>th</sup> June 2014

## NOTES:

- (a) A securityholder entitled to attend and vote at the annual general meeting may appoint a proxy to attend and vote in his or her stead. A proxy need not be a securityholder of the Company.
- (b) To appoint a proxy, a securityholder should follow the instructions and notes on the Proxy Form enclosed with this Notice of Meeting. The Proxy Form must be signed by the securityholder or the securityholder's attorney, duly authorised in writing.
- (c) To be valid, the power of attorney or the instrument appointing the proxy and the power of attorney (if any) under which it is signed (or a certified copy of it) must be lodged with the Company not less than 48 hours before the time for holding the meeting.
- (d) Remuneration report: During this time there will be the opportunity for securityholders to ask questions and comment on the Remuneration Report (contained within the Directors Report). 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.  
Any member of the key management personnel whose remuneration is included in the remuneration report for the year ended 31 March 2014 or a closely related party of such personnel may not cast any vote on their own shares on this resolution or as a proxy unless the shareholder is eligible to vote and has been directed how to vote. Please refer to the important information on the Proxy Form to ensure your proxy vote is valid.
- (e) With regard to the motion on the increase of Directors' fees the Board will disregard any vote cast by any Director of Whitefield Limited and any associate of such Director. However, the Board need not disregard a vote if:
  - It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form: or:
  - It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
- (f) The Board 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 11.00 a.m. (Sydney time) on Sunday, 20th July 2014.

**Whitefield Ltd** ABN 50 000 012 895  
Level 15, 135 King Street, Sydney NSW 2000  
**Telephone** (02) 8215 7900 **Fax** (02) 8215 7901