

Notice of Annual General Meeting

16 September 2014

Dear Shareholders,

On behalf of the Board of Directors, I invite you to attend the 2014 Annual General Meeting (AGM) of Veda Group Limited (Veda) to be held on Thursday 16 October 2014 at 10:30am at the Museum of Sydney.

The following information is enclosed:

- Notice of Annual General Meeting and Explanatory Memorandum;
- 2014 Annual Report (incorporating the 2014 Financial Report), if you have elected to receive a printed copy;
- a proxy form; and
- a reply paid envelope for lodging your Proxy Form and/or sending any written questions to Veda before the AGM.

The business of the AGM is set out in the Notice of Annual General Meeting (the Notice). The Notice and Explanatory Memorandum set out important information in relation to the matters to be considered by shareholders at the meeting. I encourage you to read these materials carefully.

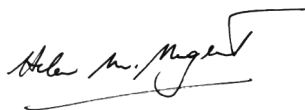
If you are attending the AGM, please bring your personalised proxy form to allow the Share Registry to promptly register your attendance at the meeting. The registration desk will be open from 9:30am.

If you are unable to attend in person, you may wish to appoint a proxy to attend and vote at the meeting on your behalf. You may appoint a proxy using the enclosed proxy form or by completing an electronic proxy form through Veda's share registry at www.linkmarketservices.com.au. Please refer to the Notice and proxy form for further information regarding appointment of a proxy.

Following the conclusion of the AGM, you are welcome to join the Board and Management for light refreshments.

Thank you for your continued support of Veda and I look forward to your attendance and the opportunity to meet with you.

Yours sincerely,



Helen Nugent AO
Chairman

VEDA GROUP LIMITED

ABN 26 124 306 958

Notice of Annual General Meeting

Notice is given that the Annual General Meeting (AGM) of shareholders of Veda Group Limited (Veda or the Company) will be held:

Date: Thursday 16 October 2014

Time: 10:30am AEDT

Venue: Museum of Sydney
Corner of Phillip and Bridge Streets
Sydney NSW 2000

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum and proxy form are part of this Notice of Meeting.

Business of the meeting

A. Consideration of reports

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

Unless the Company's Share Registry has been notified otherwise, shareholders have not been sent a hard copy of the Annual Report. All shareholders can view the Annual Report which contains the Financial Report for the year ended 30 June 2014 on Veda's website at www.veda.com.au.

B. Questions and comments

Following consideration of the Reports, the Chairman will give shareholders a reasonable opportunity to ask questions or comment about the management of the Company.

The Chairman will also give shareholders an opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Auditor's Report or the conduct of the audit. A list of written questions, if any, submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the AGM.

Ordinary business

1. Financial statements

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of Veda for the financial year ended 30 June 2014.

2. Re-election of Anthony Kerwick

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

"That Anthony Kerwick, who retires in accordance with rule 4.7 of the Company's Constitution, and being eligible, is re-elected as a Director of the Company."

Details of the qualifications and experience of Mr Kerwick and the recommendation of the Board in respect of his re-election are set out in the accompanying Explanatory Memorandum.

3. Remuneration Report

To consider and if thought fit, pass the following as an advisory resolution of the Company:

"That the Company's Remuneration Report for the financial year ended 30 June 2014 is adopted."

The Remuneration Report is contained in the 2014 Annual Report (available at www.veda.com.au) and an Executive Summary is included in the Explanatory Memorandum for this item.

Voting exclusion statement

A vote on Item 3 must not be cast (in any capacity) by or on behalf of:

- a. a member of the Key Management Personnel (KMP) whose remuneration is included in the 2014 Remuneration Report; and
- b. a closely related party (such as close family members and any controlled companies) (Closely Related Party) of such a KMP.

However, such a person may cast a vote on Item 3 as a proxy for a person who is entitled to vote if:

- a. the proxy appointment is in writing and specifies how the proxy is to vote (for, against, abstain); or
- b. the vote is cast by the person chairing the AGM and:
 - i. the appointment does not specify how the proxy is to vote; and
 - ii. the appointment expressly authorises the Chairman of the AGM to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Special business

4. Approval of potential termination benefits to Key Management Personnel

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

"That approval be given for all purposes, including sections 200B and 200E of the *Corporations Act 2001 (Cth)*, for the giving of all benefits to current or future Key Management Personnel (KMP) of the Company or persons who hold a managerial or executive office in the Company or a related body corporate, in connection with the person ceasing to hold an office or position of employment in the Company or a related body corporate, as set out in the Explanatory Memorandum which forms part of the Notice of Meeting."

Voting exclusion statement

A vote on Item 4 must not be cast (in any capacity) by or on behalf of any person who may be entitled to receive a benefit in connection with that person's retirement from office, or position of employment, the subject of Item 4 (Relevant Executive), or an associate of that Relevant Executive.

However, such a person may cast a vote on Item 4 as a proxy for a person who is entitled to vote if:

- a. the proxy appointment is in writing and specifies how the proxy is to vote (for, against, abstain); or
- b. the vote is cast by the person chairing the AGM and the appointment expressly authorises the Chairman of the AGM to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Proxy voting by Chairman

The Chairman of the meeting will vote undirected proxies in favour of all items. The voting exclusions on KMP in Items 3 and 4 do not apply to the Chairman of the Meeting acting as proxy if their appointment expressly authorises the Chairman of the Meeting to exercise the proxy even if that item is connected directly or indirectly with the remuneration of a KMP of Veda.

BY ORDER OF THE BOARD.



Tim Woodforde
Company Secretary

16 September 2014

Entitlement to attend and vote

In accordance with Reg 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the Board has determined that persons who are registered holders of shares of the Company as at 7:00pm AEDT on Tuesday 14 October 2014 will be entitled to attend and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Voting by proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Act to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received at the Share Registry of the Company no later than 10:30am AEDT on Tuesday 14 October 2014. Proxies must be received before that time by one of the following methods:

By post:

Veda Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

By facsimile:

02 9287 0309 (within Australia)
+61 2 9287 0309 (from outside Australia)

By delivery in person:

Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

Online:

www.linkmarketservices.com.au

To be valid, a proxy must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Voting by attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 10:30am AEDT on Tuesday 14 October 2014, being 48 hours before the AGM.

Corporate representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the *Corporations Act 2001 (Cth)*. The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the company's representative.

Voting at the meeting

It is intended that voting on each of the proposed resolutions at this meeting will be conducted by a poll, rather than on a show of hands.

Voting Directors: As at the date of the Notice of Meeting the Non-Executive Voting Directors are Helen M. Nugent; Bruce Beeren; Diana Eilert; Geoff Hutchinson; Anthony Kerwick and Peter Shergold.

Executive Voting Director: As at the date of the Notice of Meeting, the only Executive Voting Director is Nerida Caesar.

Enclosures

Enclosed are:

- Proxy form to be completed if you would like to be represented at the AGM by proxy. Shareholders are encouraged to use the online voting facility that can be accessed on Veda's website at www.veda.com.au to ensure the timely and cost effective receipt of your proxy;
- An AGM Question Form to be completed if you would like a specific question to be addressed by the Chairman or KPMG (our external auditor) at the AGM; and
- A reply paid envelope for you to return either or both the proxy form and AGM Question Form.

Explanatory memorandum

This explanatory memorandum has been prepared for the information of shareholders of the Company in relation to the business to be conducted at the Company's AGM to be held on Thursday 16 October 2014.

The purpose of this explanatory memorandum is to provide shareholders with information that is reasonably required by shareholders to decide how to vote upon the resolutions.

All resolutions are to be voted on as ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by shareholders entitled to vote on the resolution.

Item 1: Financial statements

As required by section 317 of the *Corporations Act 2001 (Cth)*, the Financial Report, Directors' Report and Auditor's Report of Veda Group Limited (Veda) and its subsidiaries for the most recent financial year will be laid before the meeting.

The reports are available on Veda's website at <http://investors.veda.com.au/Investor-Relations>

Shareholders will be provided with the opportunity to ask questions about, or make comments on, the reports, management or about Veda generally, but there will be no formal resolution put to the meeting. KPMG, Veda's external auditor, will attend the AGM and there will be a reasonable opportunity for members as a whole to ask questions relevant to the audit.

Item 2: Re-election of Anthony Kerwick

In accordance with rule 4.7 of the Company's Constitution, Anthony Kerwick retires and, being eligible, offers himself for re-election as a Non-Executive Director of Veda.

Mr Kerwick is a nominee director of Pacific Equity Partners and, as such, is a Non-Executive Director, but is not independent.

Mr Kerwick was appointed as a Non-Executive Director of Veda in March 2007.

He is a member of the Remuneration and Nominations Committee.

Mr Kerwick was a Managing Director of Pacific Equity Partners from January 2004 until April 2014. During this time he led transactions, oversaw investments and served on the boards of private companies in sectors including financial services, technology, business services, retail and consumer products.

Prior to joining Pacific Equity Partners in 1999, Mr Kerwick was a consultant with Bain & Company in the United States and Australia, where he advised clients in the financial services, telecommunications, airline, health care, retail, utilities and manufacturing industries on strategy, mergers and acquisitions, operations improvement, industrial relations and e-commerce.

Prior to submitting himself for re-election, Mr Kerwick acknowledged to Veda that he would continue to have sufficient time to properly fulfil his responsibilities to Veda.

The Board conducted a formal performance appraisal of Mr Kerwick to determine whether to recommend to shareholders his re-election. The review considered Mr Kerwick's expertise, skills and experience, understanding of Veda's business, preparation for meetings, relationships with other Directors and

management, awareness of ethical and governance matters and overall contribution as a Director. The Board determined that Mr Kerwick is a Director providing a valuable contribution to the Board, and is therefore, recommended to shareholders for re-election.

The Independent Directors, with Mr Kerwick abstaining, unanimously recommend shareholders vote in favour of Mr Kerwick's re-election as a Non-Executive Director of Veda.

Item 3: Remuneration Report

Section 250R(2) of the *Corporations Act 2001 (Cth)* requires that the section of the Directors' Report dealing with the remuneration of directors and key management personnel (KMP) of the Company (Remuneration Report) be put to the vote of shareholders for adoption by way of a non-binding vote.

If there is a vote of 25% or more against the Remuneration Report at the 2014 AGM, and another vote of 25% or more at the 2015 AGM, then a resolution will be put at the 2015 AGM to put the Board (other than the CEO and Managing Director) up for re-election (Spill Resolution). If the Spill Resolution passes, then the Company must hold a Spill Meeting within 90 days at which all Directors (other than the Managing Director) who were Directors at the time the Remuneration Report that received the second strike will retire and may resubmit themselves for re-election.

The Remuneration Report details the remuneration policy for the Company and:

- reports the remuneration arrangements for KMP of the Company;
- explains Board policies in relation to the nature and value of remuneration paid to KMP of the Company; and
- discusses the relationship between the policy and Company performance.

An Executive Summary of the Remuneration Report is below. Shareholders can also review the full Remuneration Report, in the Annual Report, or on Veda's website at www.veda.com.au.

The Chairman will give shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report.

Noting that each Voting Director has a personal interest in their own remuneration at Veda, as described in the Remuneration Report, the Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

Veda Remuneration Report – Executive Summary

Veda's remuneration approach has served it well as it emerged from private sector ownership. The key features of the current approach are as follows:

- Fixed remuneration was set with reference to a market benchmark.
- Short term incentive payments were focused on driving operational performance. More specifically, for members of the Senior Leadership Team:
 - 70% of STI was determined by reference to a matrix of revenue and EBITDA.
 - 30% of STI was determined by reference to net cash flow from operating activities less capex.
 - Reduced or accelerated payments reflected performance against those benchmarks.
- In addition, over the past year, and as disclosed in the Prospectus, senior members of staff were also rewarded for their contribution to driving performance over multiple years that resulted in Veda's re-listing:
 - Management Performance Shares were awarded.
 - Options were awarded with Exercise Prices variously at \$1.90 and \$2.10, well above the listing price of \$1.25.
 - Cash payments were made to acknowledge the significant exertions of specific individuals.

Veda's financial performance over the past year and the Total Shareholder Returns achieved has shown the benefit of this approach

- Veda's financial performance has been strong.
 - Statutory and Pro forma EBITDA increased by 21.7% and 20.6% respectively.
 - Pro forma NPAT was 7.8 percent above the Prospectus.
- Veda has performed well for shareholders.
 - Veda's Total Shareholder Return (TSR) was up 58.4% from when it listed on 5 December, 2013.
 - This compares positively with an outcome of 4.8% for the ASX Accumulation Index over the same period.
- Directors consider that remuneration outcomes for senior executives are appropriately aligned to Veda's performance and the interests of shareholders.
 - Pro forma staff costs to revenue decreased from 28.3% to 28.0%.

- Non-IPO related remuneration for KMP decreased from \$4.8m to \$4.5m even though Veda delivered strong financial performance in FY2014.
- The significant increase in statutory remuneration for KMP (from \$4.6m to \$16.1m) reflects remuneration related to delivering the IPO. More specifically, it reflects:
 - The modification of a prior Management Performance Shares scheme.
 - Options issued to align the interests of executives and shareholders and to retain them in the lead up to the IPO.
 - Cash payments to specific individuals to recognise them for their sustained exertion during the IPO.
- All remuneration payments (including those for the IPO) were expensed in the lead up to the IPO.
- As indicated in the Prospectus, a long term incentive (LTI) scheme has been introduced for KMP to align their interests with those of shareholders over the long term.
 - LTI will be issued in the form of Options.
 - The awarded allocation can be between 30% and 50% of an executive's Fixed Remuneration, dependent on the Board's views of an individual's performance and potential.
 - Options will be hurdled, being TSR relative to the ASX-200 group of companies, with no re-testing.
 - Options that vest will be paid in equal tranches at the end of 3 and 4 years.

Going forward, Veda's remuneration approach has been revised to support short and longer-term alignment between staff and shareholders in a listed company environment

- Fixed remuneration has been benchmarked to the market median.
- A revised STI scheme has been introduced to complement the existing system of cash rewards.
 - The scheme has the following key features:
 - A participant's STI will be set At Target as a percentage of Fixed Remuneration.
 - A pre-determined percent will be paid in cash, with the balance paid as Deferred Share Rights (DSRs).
 - The cash component only can be accelerated dependent on performance.
 - Performance will be assessed against a variety of measures including Revenue, EBITDA, NPAT and Cash flow from Operations and Investment.
- It will operate for KMP as follows:
 - At Target STI as a percent of Fixed Remuneration will vary between 57% and 85% dependent on performance against the agreed metrics and subject to the use of discretion.
 - 70% of the outcome will be paid in cash; and 30% will be paid as DSRs.
 - The cash outcome only will be subject to acceleration of up to 175%, dependent on significant outperformance against the agreed metrics.
 - DSRs will vest in three equal tranches one, two and three years after the date of grant.

Effective remuneration governance has been exercised

- The responsibilities of the Remuneration and Nominations Committee as well as the full Board are clearly defined.
- Directors have the necessary expertise and independence to fulfil their responsibilities.
- Governance processes in relation to remuneration are effective.

In summary, while Veda's current remuneration has served it well as it emerged from private equity ownership, the revised approach will better align the interests of staff and shareholders in a publicly listed environment.

Remuneration of KMP: FY2014

	SHORT-TERM EMPLOYEE BENEFITS (\$)			
	SALARY AND FEES (INCLUDING SUPERANNUATION) (i) (ii)	PERFORMANCE RELATED REMUNERATION (iii)	TOTAL SHORT TERM EMPLOYEE BENEFITS	MANAGEMENT PERFORMANCE SHARES (iv)
Executive Director:				
Nerida Caesar	904,161	1,927,500	2,831,661	3,925,343
CEO&MD				
Other Key Management Personnel:				
James Orlando	480,631	695,920	1,176,551	535,916
Simon Bligh	435,890	882,390	1,318,280	571,337
Tim Courtright	404,161	207,900	612,061	488,376
John Wilson	462,804	317,625	780,429	518,433
Non-Executive Directors (current):				
Helen Nugent	332,512		332,512	
Bruce Beeren	177,767		177,767	
Diana Eilert	147,575		147,575	
Peter Shergold	146,305		146,305	
Anthony Kerwick	101,077		101,077	
Geoff Hutchinson	92,654		92,654	
Total	3,685,538	4,031,335	7,716,873	6,039,405

(i) Salary and fees include cash salary, superannuation, non-monetary benefits (including fringe benefits such as car parking) and accrued annual leave.

(ii) Non-executive Directors fees for 2014 were higher than standard fees during FY14 due to the per diem rates paid for the significant workload during the IPO and subsequent processes.

(iii) This amount represents the actual STI to be paid in September 2014 (for the 2014 financial year) and IPO bonus as detailed in Table 2.4 of the Remuneration Report. It also includes a \$100,000 additional cash retention bonus for Simon Bligh based on his initial contract from 2010.

(iv) This amount includes the expense associated with the MPS modification (as detailed in Table 2.3 of the Remuneration Report) and normal MPS expense up until modification (1 July 2013 to IPO date).

SHARE-BASED PAYMENTS (\$)		TOTAL REMUNERATION (\$)	% OF EQUITY- SETTLED REMUNERATION	% OF REMUNERATION PERFORMANCE RELATED
OPTIONS	TOTAL SHARE-BASED PAYMENTS			
1,520,000	5,445,343	8,277,004	66%	89%
137,156	673,073	1,849,624	36%	74%
241,396	812,733	2,131,013	38%	80%
192,848	681,225	1,293,286	53%	69%
231,418	749,851	1,530,280	49%	70%
		332,512	0%	0%
		177,767	0%	0%
		147,575	0%	0%
		146,305	0%	0%
		101,077	0%	0%
		92,654	0%	0%
2,322,818	8,362,223	16,079,096		

Item 4: Approval of potential termination benefits to Key Management Personnel

Overview

Shareholder approval is being sought for the provision of certain benefits on termination of employment to current or future key management personnel (KMP) of the Company or persons who hold a managerial or executive office (as that term is defined in the *Corporations Act 2001 (Cth)* (the Act)) in the Company or a related body corporate (a Relevant Executive).

The Act restricts benefits which can be given to Relevant Executives on leaving their employment with the Company. Under section 200B of the Act, a Company may only give a Relevant Executive a benefit in connection with their termination of employment if it is approved by shareholders or an exception applies.

Approval does not guarantee that Relevant Executives will receive termination benefits, but rather preserves the discretion of the Board and its Committees to determine the most appropriate termination package in accordance with a relevant employment agreement, within the confines of this approval. More specifically approval of Item 4 will not constitute:

- approval of any increase in the remuneration of any employee or officer outside of the Company's remuneration framework as described in the Remuneration Report;
- approval of the provision of any new benefits to any specific leaving employee or officer;
- approval of any variation to the existing discretion of the Board or its delegate under the remuneration arrangements described in the Remuneration Report; or
- a sanction of any change to the underlying employment arrangements or entitlements for any individual employee or officer.

If shareholder approval is obtained, it is the Board's intention that the only termination benefits which will be provided to a KMP or an individual who holds a managerial or executive office in the Company or a related body corporate in connection with their ceasing to hold a managerial or executive office, will be statutory benefits such as accrued annual leave and long service leave and those termination benefits which are covered by this approval. By approving this Item 4, shareholders will provide Veda with the ability to ensure its compliance with section 200B of the Act and to meet expectations in relation to best practice corporate governance.

Who does this approval affect?

Approval is being sought in respect of any current or future employee who at the time of his/her termination of employment, or at any time in the three years prior to that date, was a Relevant Executive, that is:

- a KMP of the Company, as disclosed in the Company's remuneration report; and
- a person who holds a "managerial or executive office" in the Company or a related body corporate. Typically, the only employees who fall into this category and who are not already a Relevant Executive because they are KMP under the first category are executives who serve as directors of subsidiary companies.

While the number will vary over time, there are currently 32 entities in the Veda Group and approximately 12 Veda Group employees who meet the definition of Relevant Executives, and therefore fall within the scope of the termination benefits provisions.

The Company does not pay termination or retirement benefits to Non-Executive Directors other than in accordance with the Company's statutory superannuation obligations. This approval does not apply to Non-Executive Directors.

Potential termination benefits

Under the termination benefits provisions of the Corporation Act, termination benefits cannot be provided to Relevant Executives unless approved by shareholders, or an exception applies.

Termination benefits are defined to include a range of payments or benefits in connection with a person ceasing to hold office or position of employment, including termination payments and other benefits such as the acceleration or automatic vesting of share-based payments or entitlements at or due to retirement.

Certain benefits are excluded from the termination benefits restrictions and include:

- certain types of "deferred bonuses", including a bonus which is attributable to the release of a deferred bonus from a restriction due to death or incapacity;
- genuine superannuation contributions paid by an employer or employee on or after 24 November 2009;
- genuine accrued benefits, such as accrued untaken annual leave, payable under an Australian law or the law of another country; and
- reasonable payments made in accordance with a policy that applies to all employees as a result of a genuine redundancy having regard to a person's length of service.

There is an exception to the prohibition of certain termination benefits where the value of all termination benefits does not exceed one year's worth of the Relevant Executive's base salary (as calculated in accordance with the Act).

The provision of any other benefit requires shareholder approval. At Veda these include:

- Deferred remuneration in the form of:
 - Deferred Share Rights
 - Options
 - Other awards
- Other superannuation and forms of retirement savings;
- Other leave benefits;
- Payments in lieu of notice (in certain circumstances); and
- Redundancy payments (in relevant jurisdictions).

For the purposes of seeking approval, shareholders must be provided with:

- Details of the amount or value of the payment or benefit; or
- Where the amount or value cannot be ascertained at the time of the disclosure:
 - The manner in which the amount or value of the benefit is to be calculated; and
 - Any matter, event or circumstance that will, or is likely to, affect the calculation of the amount or value.

In Veda's situation, the amount of any payment or value of any other benefit that may be given to a Relevant Executive in connection with the termination of his or her employment or removal from office depends on a number of factors, not all of which are within Veda's control. It is not possible to determine in advance the monetary value of the potential benefits that may be received by any particular executive at some point in the future. The following matters, events and circumstances may affect the calculation of the amount or value of the benefits:

- the circumstances in which the individual ceases employment and whether they serve all or part of any applicable notice period;
- the individual's base salary at the time they cease employment;

- the individual's base salary at the time the relevant awards are made;
- the individual's length of service and the portion of any relevant performance periods that have expired at the time they cease employment;
- any equity entitlements that the individual holds at the time they cease employment and the number that the Board determines to vest or lapse;
- the Company's share price when the value of any equity based termination entitlements is determined, and the terms of those entitlements (including performance conditions);
- any other factors that the Board considers relevant when exercising its discretions, including where appropriate its assessment of the performance of the individual up to the termination date;
- the jurisdiction and location in which the individual is based at the time they cease employment, and the applicable laws in that jurisdiction; and
- any changes in law between the date the Company enters into an employment agreement with the individual and the date they cease employment.

The table under "Value of Termination Benefits" sets out the manner in which the amount or value will be calculated, and the matters, events and circumstances that will affect the amount or value of a termination benefit paid to a Relevant Executive when they leave Veda.

Shareholder approval is being sought to allow the provision of all benefits under Veda's remuneration framework which may be defined as termination benefits for the purposes of the termination benefits legislation and which are set out in this Explanatory Memorandum. Accordingly, the amount and value of the benefits for which shareholder approval is sought is the maximum potential benefit that could be provided to a Relevant Executive in connection with the person ceasing to hold office or position of employment with Veda.

Remuneration framework

Veda's remuneration framework is set out in the Remuneration Report, which forms part of the 2014 Annual Report.

Veda's overarching remuneration objective is to align the interests of staff and shareholders, with a view to driving superior outcomes for shareholders.

This will be achieved by:

- Creating incentives for staff to grow Veda's revenue and NPAT, while having due regard to risk and the use of capital; and
- Attracting and retaining key staff to drive performance.

This approach emphasises a performance-based remuneration approach where a significant proportion of the performance-based remuneration is:

- Retained and deferred over a number of years;
- Delivered in equity;
- Subject to forfeiture, but can be released upon leaving Veda in the case of death, disability, genuine retirement, redundancy or other limited exceptional circumstances.

These arrangements could potentially result in Relevant Executives receiving termination benefits on termination of employment with Veda Group entities.

Value of the termination benefits

The shareholder approval sought will cover the benefits set out in the following table, which may be provided in the circumstances described in the table. The following table also describes the manner in which the amount or value of the benefit is to be calculated and the matters, events and circumstances that will, or are likely to, affect that amount or value.

Key matters, events and circumstances affecting the calculation of the amount or value of the termination benefits provided to the Relevant Executive

Benefit:

1. Deferred Remuneration – Deferred Share Rights (DSRs).

DSRs are awarded as part of Veda's Short Term Incentive Plan (STI).

1.1 A Relevant Executive's specific allocation of DSRs is a function of the following factors in varying proportions:	1.1.1 The Relevant Executive's Fixed Remuneration	The amount of Fixed Remuneration can and will change from year to year and will indirectly influence the value of DSRs that a Relevant Executive may receive on termination. The amount of Fixed Remuneration will reflect the Relevant Executive's role and responsibilities, including their level of seniority and whether their role is customer facing or whether they support staff who face Veda's customers.
	1.1.2 The percent of the Relevant Executive's Fixed Remuneration that is allocated to At-Target Potential Incentive payments	The dollar value of STI payments awarded to a Relevant Executive is based on their At-Target Potential and the amount of that potential that is actually awarded to them on an annual basis. Both factors have the ability to indirectly influence the value of DSRs that a Relevant Executive might receive on Termination. The percent of Fixed Remuneration that is designated as an At Target potential will reflect an individual's role and responsibilities, with the maximum being capped. In the case of members of the Senior Leadership Team (SLT), it typically will vary between 55% and 85%, but can be varied up or down at the Board's discretion. The proportion will be less for members of the Extended Leadership Team (ELT) within a year and over time. The percent allocation will be described in the Remuneration Report each year.

Key matters, events and circumstances affecting the calculation of the amount or value of the termination benefits provided to the Relevant Executive

		<p>The proportion of the At-Target that is awarded to the Relevant Executive will reflect specific performance criteria that will also vary dependent on the Relevant Executive's role and responsibilities reflecting the extent to which they can influence Veda's overall performance. Such performance criteria may include the following factors in varying proportions which can change from time to time:</p> <ul style="list-style-type: none"> • Veda's overall performance determined by Revenue, NPAT, EBITDA and cash generation after the use of capital; • Specific business unit outcomes, including people objectives; • Customer satisfaction; • Other objectives including customer and innovation objectives. <p>A different mix exists for the SLT member and any ELT in New Zealand, where the mix includes performance in New Zealand.</p> <p>The Board may also issue DSRs for retention purposes and/or to reflect the competitive landscape for specific staff.</p>
	1.1.3 The percent retained as a proportion of the At Target award	<p>The percent of At-Target STI deferred of that awarded affects the value of deferred remuneration that a Relevant Executive may receive on termination.</p> <p>More specifically, the amount of deferred remuneration in any one year reflects:</p> <ul style="list-style-type: none"> • The percent of At-Target STI that is designated as being retained. • For members of the SLT, it is currently designated as being 30%, although over time that amount is likely to increase. • The amount retained is lower for members of the ELT, but it might be varied up or down over time at the discretion of the Board. • The percent deferred may change over time and will be described in the Remuneration Report each year.
	1.1.4 The value of a DSR at the point of award	<p>The value of DSRs that a Relevant Executive may receive on termination will reflect the value of a DSR at the point of award. This will affect the number of DSRs that are granted from the specific dollar value of the award.</p> <p>The value of each DSR at the point of award will reflect the Volume Weighted Average Price (VWAP) of Veda's shares for a 30 day period prior to the allocation, discounted to fair value to reflect the fact that DSRs do not attract dividends.</p> <p>The basis of this allocation may change over time and will be described in the Remuneration Report each year.</p> <p>The VWAP of Veda's shares will vary in accordance with market conditions.</p>

Key matters, events and circumstances affecting the calculation of the amount or value of the termination benefits provided to the relevant executive

1.2 The value of DSRs retained for a Relevant Executive which is a function of the following factors in varying proportions:	1.2.1 The time to vest and release	<p>The length of vesting and the timing of release affects the value of deferred remuneration that a Relevant Executive may receive on termination.</p> <p>DSRs are released over a period that reflects the scope and nature of a Relevant Executive's role and responsibilities.</p> <p>For Relevant Executives who are members of the SLT, vesting periods are typically within the ranges of 1 to 3 years.</p> <p>For Relevant Executives who are members of the ELT, the vesting periods are typically within the 1 to 2 year time frame. Special one-off grants may sometimes be made for one year.</p> <p>The Board on the recommendation of the Remuneration and Nomination Committee has discretion to change the vesting period and release period on an annual basis to meet changing market conditions as well as to comply with regulatory and corporate governance guidance.</p> <p>In very limited circumstances, testing against the performance condition may be brought forward earlier than the original scheduled test date. Provided that the performance condition is then met, vesting may occur. The limited circumstances are:</p> <ul style="list-style-type: none"> • on a Control Event occurring, such as a Takeover Event, including when a bidder serves a bidder's statement on the Company; the Board recommends acceptance of an offer; and the Takeover Bid becomes unconditional, voluntary winding up of the Company, court approved arrangement or scheme; • if Pacific Equity Partners deals in its shares resulting in another person obtaining at least 30% of the shares on issue; • on termination of employment due to death, disability, genuine retirement or redundancy, as defined in the Veda Group Equity Incentive Plan Rules; or • in other rare circumstances where the Board determines it to be appropriate. <p>The applicable standard vesting and release period will be disclosed each year in Veda's Remuneration Report.</p>
	1.2.2 The change in the underlying value of shares	<p>Share price appreciation or reduction affects the value of DSRs upon vesting and therefore can impact the value at termination.</p>
	1.2.3 The number of years the Relevant Executive has participated in the DSR scheme	<p>The number of years that the Relevant Executive has participated in the DSR scheme impacts the quantum of unvested deferred share rights.</p>
1.3 Circumstances of leaving Veda		<p>DSRs will vest provided the employee is still employed at the point of vesting, with Directors having discretion to waive this provision in the case of death, disability, genuine retirement, redundancy and in other limited exceptional circumstances such as acquisitions and divestments.</p> <p>In all cases where discretion is exercised, the Board or its delegate may impose other such conditions as it considers appropriate.</p> <p>The Board's intention in exercising discretion is to generally exercise this discretion by balancing consideration for each individual's needs (including hardship) with the best interests of the Company and its shareholders.</p>

Key matters, events and circumstances affecting the calculation of the amount or value of the termination benefits provided to the relevant executive

Benefit:

2. Deferred Remuneration – Options. Options are awarded as part of Veda's Long Term Incentive Plan.

2.1 A Relevant Executive's allocation of Options is a function of the following factors:	2.1.1 The Relevant Executives Fixed Remuneration	<p>The amount of Fixed Remuneration can and will change from year to year and will indirectly influence the value of Options that a Relevant Executive may receive on termination.</p> <p>The amount of Fixed Remuneration will reflect the Relevant Executive's role and responsibilities, including their level of seniority and whether their role is customer facing or whether they support staff who face Veda's customers.</p>
	2.1.2 The percent of Fixed Remuneration allocated to Options for a Relevant Executive	<p>The dollar value of Deferred Remuneration allocated as Options to a Relevant Executive reflects the potential percent allocated to the Relevant Executive and the percent of that potential that is actually awarded. Both factors have the ability to indirectly influence the value of Options that a Relevant Executive might receive on Termination.</p> <p>The At Target allocation will reflect role and responsibilities as well as market trends for comparable roles.</p> <p>It is not possible to calculate the value of a Maximum Allocation for the following reasons:</p> <ul style="list-style-type: none"> • The exercise price payable for an Option is not set until allocation. • The maximum value that an executive will receive, assuming the Options vest, will be the extent of share price appreciation above the exercise price. <p>The At Target allocation is currently designated as being between 30% and 50% for members of the SLT. However, that amount is likely to change over time. The potential will be indicated each year in the Annual Report. It will change from year to year on the recommendation of the Remuneration and Nomination Committee and as approved by the Board of Directors.</p> <p>The At Target allocation for members of the ELT is currently designated as being up to 30%, but may also change over time.</p> <p>The actual percent awarded in any year will be a proportion of the Potential. The percent awarded will reflect both their performance in the year just past and their potential to make an ongoing significant contribution to Veda's future.</p>
	2.1.3 Number of Options awarded	<p>Based on the dollar value of the award, the number of Options awarded will reflect the relevant assumptions adopted to determine the fair value of each Option.</p> <p>The number is calculated by dividing the allocated value of the award for that individual by the independently-determined fair market value of the Option at the date of grant.</p> <p>The fair value is calculated using a Black-Scholes methodology with a Monte Carlo simulation model that takes into account the fact that dividends are not paid on the Options, performance hurdles are imposed and that an exercise price must be paid. The fair value also reflects market conditions at the point of Grant.</p> <p>Further detail is provided in Veda's 2014 Remuneration Report.</p> <p>These assumptions are subject to periodic review and any changes will be disclosed each year in the Remuneration Report.</p>

Key matters, events and circumstances affecting the calculation of the amount or value of the termination benefits provided to the relevant executive

2.2 Exercisability of Options		<p>The Options will be hurdled with that hurdle being TSR relative to the ASX-200 group of companies as comprised at the date of grant. Relative TSR is measured at the end of the third and fourth year after the grant is made. This performance is measured once only and cannot be re-tested. If the condition is not met when examined, the Options due to vest will not be exercisable upon vesting, resulting in a nil benefit to the individual.</p> <p>The hurdles are periodically reviewed by the Board, including the reference group, and the Board has discretion to change the performance hurdles in line with regulatory and corporate governance guidance.</p> <p>Option hurdles will be disclosed in the Remuneration Report each year.</p>
2.3 Time to vest		<p>Options will vest in equal tranches at the end of 3 and 4 years.</p> <p>The Board has the discretion to change the vesting period to meet changing market conditions as well as to comply with regulatory and corporate governance guidance. For each year's allocation, once the vesting period has been determined, it remains fixed for that allocation.</p> <p>In very limited circumstances, testing against the performance condition may be brought forward earlier than the original scheduled test date. Provided that the performance condition is then met, vesting may occur. The limited circumstances are:</p> <ul style="list-style-type: none"> • on a Control Event occurring, such as a Takeover Event, including when a bidder serves a bidder's statement on the Company; the Board recommends acceptance of an offer; and the Takeover Bid becomes unconditional, voluntary winding up of the Company, court approved arrangement or scheme; • if Pacific Equity Partners deals in its shares resulting in another person obtaining at least 30% of the shares on issue; • on termination of employment due to death, disability, genuine retirement or redundancy, as defined in the Veda Group Equity Incentive Plan Rules; or • in other rare circumstances where the Board determines it to be appropriate. <p>The applicable vesting period will be disclosed in the Remuneration Report each year.</p>
2.4 Change in the underlying value of shares		<p>Share price appreciation or depreciation affects the value of Options upon vesting.</p> <p>Vested Options only have value if they are above the strike price which is determined at the point of the award. Vested options that are below the strike price will have no value. Vested options that are above the Strike Price will have value to the extent that they are above the strike price after the point the Options have vested.</p>
2.5 Circumstances of leaving Veda		<p>In very limited circumstances, testing against the performance condition may be brought forward earlier than the original scheduled test date. Provided that the performance condition is then met, vesting may occur. The limited circumstances are:</p> <ul style="list-style-type: none"> • on termination of employment due to death or disability; or • redundancy; or • genuine retirement; or • in other limited exceptional circumstances such as acquisition or divestment.

Key matters, events and circumstances affecting the calculation of the amount or value of the termination benefits provided to the relevant executive

		<p>In all cases where discretion is exercised, the Board or its delegate may impose other such conditions as it considers appropriate.</p> <p>The Board's intention in exercising discretion is to generally exercise this discretion by balancing consideration for each individual's needs (including hardship) with the best interests of the Company and its shareholders.</p>
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Benefit:

3. Other awards

3.1 New hire or other award		<p>The Board may also issue DSRs for retention purposes and/or to reflect the competitive landscape for specific staff.</p> <p>These DSRs would be structured to reflect the DSR structure detailed in section 1 of this table. The value of such awards will be subject to the same matters, events and circumstances as those described in section 1 above.</p> <p>The Directors have the discretion to accelerate the vesting of DSRs in the same circumstances and in the same way as set out in section 1.</p>
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Benefit:

4. Superannuation and other forms of retirement savings

<p>4.1 The applicable minimum statutory contributions or established market practices, which may change over time</p> <p>4.2 The Relevant Executive's total remuneration over time</p> <p>4.3 Any earnings or capital gain or loss, on contributions by Veda</p> <p>4.4 The Relevant Executive's years of service</p>		<p>In Australia, Veda makes the compulsory superannuation contributions required by law (currently 9.5% - subject to the maximum contribution base which is indexed annually) on behalf of Relevant Executives. Currently Veda does not contribute more than the statutory amount as an employer superannuation contribution, although executives may choose to salary sacrifice additional contributions.</p> <p>Outside Australia, Veda employs staff in other countries with statutory requirements for employers and/or employees to make contributions to superannuation or other forms of retirement savings. Veda complies with these obligations and may also facilitate employee contributions through salary sacrifice or other means. In other jurisdictions there may be established market practices from time to time which may exceed the minimum statutory requirement and Veda's approach will be to follow reasonable market practice in these jurisdictions.</p> <p>It is possible that payment of superannuation benefits to a Relevant Executive upon termination of employment for reasons of death, disability, genuine retirement, redundancy is a termination benefit caught by the Act.</p> <p>The value of a Relevant Executive's benefits from such arrangements will be equal to the contributions made by Veda to the relevant superannuation fund or other arrangement over the period of employment and also earnings and capital growth or loss. The value of those benefits may also be a function of the terms of the particular scheme, years of service and salary upon termination of employment.</p>
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Key matters, events and circumstances affecting the calculation of the amount or value of the termination benefits provided to the relevant executive

Benefit:

5. Other leave benefits

5.1 The applicable statutory accruals or established market practices, which may change over time		<p>In Australia, Veda accrues annual leave for Relevant Executives over time as required by law.</p>
5.2 The Relevant Executive's salary upon termination of employment		<p>Outside Australia, Veda employs staff in other countries where local statutory requirements also require accruals for annual, holiday or vacation leave and Veda complies with these obligations. In other jurisdictions there may be established market practices from time to time which may exceed the minimum statutory requirement and Veda's approach will be to follow reasonable market practice in these jurisdictions. Depending on the statutory requirements and market practice of each jurisdiction, any such accrued but untaken annual leave benefit may become payable on termination of employment.</p>
5.3 The Relevant Executive's length of service		<p>The value of a Relevant Executive's benefit from such an arrangement will be equal to the level of accrued but untaken annual leave which is required to be paid out to the Relevant Executive on termination of employment pursuant to either legislation or market practice. The value will be a function of the Relevant Executive's length of service and salary upon termination of employment.</p>

Benefit:

6. Payments in lieu of notice (in certain circumstances)

6.1 The Relevant Executive's remuneration at the time of termination, or in some cases, the period leading up to the termination		<p>Relevant Executives have employment agreements which include notice periods. The majority of Relevant Executives have a contractual notice period of three or six months. Some executives have notice periods that are less or greater than this due to the nature of their role or other circumstances. The CEO has a notice period of twelve months.</p>
6.2 The length of the notice period for which payment is being made		<p>If the Relevant Executive serves their notice period, they will receive wages and accrued benefits which will be calculated up to that Relevant Executive's termination date, none of which will be a termination benefit.</p>
6.3 Whether Veda's operational requirements at the time require the Relevant Executive to work through part or all of their notice period		<p>However, there are circumstances where Veda may determine that it is more commercially appropriate to terminate the employment of a Relevant Executive and make a payment in lieu of the remuneration that the Relevant Executive would have received for the balance of their relevant notice period, or is entitled to receive under their contractual notice provision. This discretion exists both under Veda's employment arrangements and under employment law generally, and is common practice.</p>
		<p>If a payment is made in lieu of notice to a Relevant Executive, that payment is a benefit within the meaning of the Act. The amount of any such payments can only be determined once notice is given. The Board considers that having this flexibility is an important part of conducting its business.</p>

Key matters, events and circumstances affecting the calculation of the amount or value of the termination benefits provided to the relevant executive

Benefit:

7. Redundancy terms (in certain jurisdictions)

7.1 The applicable minimum statutory or contractual redundancy entitlements or established market practices, which may change over time		<p>In most cases, redundancy payments to Relevant Executives are exempt from the termination benefit restrictions in the Act.</p> <p>Veda's approach will align its redundancy policies in each jurisdiction with market practice, or where required, local regulations. In most cases, redundancy payments are a pro-rata amount based on the number of years of service and current base pay.</p>
7.2 The Relevant Executive's fixed remuneration over time		<p>Redundancy payments will normally be on the basis of 6 weeks base salary for the first year (or part thereof) of continuous service with an additional 2 weeks base salary for each additional year or part year, up to a maximum of 28 weeks. This applies unless a higher amount is required by law or a different payment is specified in an employment contract.</p>
7.3 The number of years the Relevant Executive has worked with Veda		<p>The relevant exemption applies to a reasonable payment made in accordance with Veda's redundancy policy (as outlined above) as a result of genuine redundancy, having regard to the length of a person's service with Veda. The approval sought under Item 4 will operate where the redundancy payment is not covered by this exemption, for example, where the payment is not made under Veda's standard redundancy policy for the relevant jurisdiction.</p>

Benefit:

8. Cash payments on termination (in certain circumstances)

8.1 The Relevant Executive's remuneration and level of at risk remuneration		<p>Relevant Executives have employment agreements which include, in some cases, that on termination or resignation with notice, the Company has the discretion to pay a pro rata amount of any unpaid cash component of the short term incentives which would be payable if the Relevant Executive remains employed.</p>
		<p>Whether the Board exercises its discretion will depend upon the circumstances of the Relevant Executive's termination or resignation.</p>
		<p>In exercising its discretion, where the Board allows payment of a pro rata amount, this will be on the basis of achievement or partial achievement for time period involved of the set KPIs.</p>

Other information

A summary of the key features of Veda's current remuneration framework is set out in the Explanatory Notes on Item 3 and described in more detail in the 2014 Remuneration Report. This includes specific information on the way Veda's remuneration framework operates, the way in which the various Equity Incentive Plans operate, and the vesting rules.

Shareholders should reasonably anticipate that aspects of Veda's remuneration arrangements, including Relevant Executives' deferred remuneration arrangements will be amended from time to time. This is in line with market practice and changing regulatory and governance standards as well as legal requirements. These changes will be reported in Veda's future Remuneration Reports.

Approval for a three year period

If approval under Item 4 is obtained, it will be effective from the date the resolution is passed and expire at the conclusion of the Company's Annual General Meeting in 2017. If considered appropriate, the Board will seek a new approval from shareholders at the Company's Annual General Meeting in 2017.

A new approval would be sought if the key matters, events or circumstances materially change.

Consequences of approval not being obtained

If the approval sought under Item 4 is not obtained, Veda's ability to align the interests of staff and shareholders will be impeded. This might create uncertainty for staff and impact Veda's ability to attract and retain high quality staff. It would also reduce the ability to align the interests of staff and shareholders and could reasonably be expected to result in Directors changing Veda's approach to remuneration.

Voting exclusion statement

A Voting Exclusion Statement is set out under Item 4 in the Notice of Meeting.

The Directors, with Nerida Caesar who has a material personal interest in this Resolution abstaining, recommend shareholders vote in favour of Item 4.

Venue map



Public transport and parking information

Bus

The nearest bus stop is on Phillip Street near Bridge Street which is a 2 minute walk to the Museum.

Train

The nearest train station is Circular Quay.

Parking

Parking is available at Governor Phillip Tower. Entry is via Young and Phillip Streets.

Mobility

There is level entry into the Museum from the street and forecourt (and lift access to all floors).



By mail:
Veda Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1800 628 703

SHAREHOLDER PROXY FORM

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

STEP 1

APPOINT A PROXY

☐

**the Chairman
of the Meeting
(mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at **10:30am (AEDT) on Thursday 16 October 2014 at the Museum of Sydney, Corner of Phillip and Bridge Streets, Sydney** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Items 3 and 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intentions below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Items 3 and 4 even though the Items are connected directly or indirectly with the remuneration of a member of the Key Management Personnel of Veda Group Limited.

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

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

STEP 2

VOTING DIRECTIONS

Item 2

Re-election of Anthony Kerwick

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item 3

Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Item 4

Approval of potential termination benefits to Key Management Personnel

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* 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 votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

VED PRX401R

HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy and vote on your behalf.

Votes on Items of Business - Proxy Appointment

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

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- (b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (AEDT) on Tuesday 14 October 2014**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE > www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



by mail:

Veda Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.



Please use this form to submit any questions about Veda Group Limited ("the Company") that you would like us to respond to at the Company's 2014 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **Thursday, 9 October 2014**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

Question(s)

My question relates to (please mark the most appropriate box)

- | | | |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Sustainability/Environment | <input type="checkbox"/> Other |
| <input type="checkbox"/> My question is for the auditor | <input type="checkbox"/> Future direction | |

- | | | |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Sustainability/Environment | <input type="checkbox"/> Other |
| <input type="checkbox"/> My question is for the auditor | <input type="checkbox"/> Future direction | |
