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

Proxy Form



Vote and view the annual report online

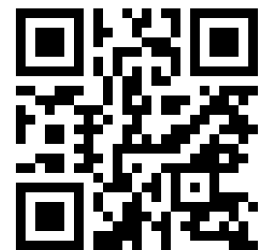
- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: 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 4:00pm (Melbourne time) on 29 October 2014.

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 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
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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

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Fantastic Holdings 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 Fantastic Holdings Limited to be held at Rydges Hotel Bankstown, Corner Hume Highway and Strickland Street Bass Hill Sydney on Friday 31 October 2014 at 10:30am 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 Items 1 and 4 (except where I/we have indicated a different voting intention below) even though Items 1 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 Items 1 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
1 Adoption of the Remuneration Report for the year ended 30 June 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Ms Margaret Haseltine as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Peter Brennan as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of previous issue of Shares to Executive Share Trust	<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 / /

FAN

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Computershare +

All correspondence to:
Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne VIC 3001
Enquiries (within Australia) 1300 855 080
(outside Australia) 61 3 9415 4000
web.queries@computershare.com.au
www.computershare.com
Fax number: 03 9473 2500



000001 000 FAN
MR SAM SAMPLE
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SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Dear Shareholder

I have pleasure in inviting you to attend our Annual General Meeting. Enclosed is the Notice of Meeting which sets out the items of business. The meeting will be held at Rydges Hotel Bankstown, Corner Hume Highway and Strickland Street, Bass Hill, Sydney on Friday 31 October 2014, commencing at 10:30am.

If you can attend this meeting, please bring this letter with you to facilitate registration and entry. If you are unable to attend the meeting, you are encouraged to complete the enclosed proxy form. The proxy form should be returned in the envelope provided or faxed to our share registry on (03) 9473 2555 so that it is received no later than 4pm on Wednesday 29 October 2014. Alternatively, you can lodge your vote or appoint your proxy online via www.investorvote.com.au.

Corporate shareholders will be required to complete a "Certificate of Appointment of Representative" form to enable a person to attend the Annual General Meeting on their behalf. This form may be obtained from the Company's share registry, and will be available at registration at the Annual General Meeting.

In accordance with section 314(1AA)(c) of the Corporations Act 2001 (Cth), we are required to advise those shareholders who have not elected to receive a hard copy of the Annual Report of Fantastic Holdings Limited that a copy of the Fantastic Holdings Limited Annual Report for the year ended 30 June 2014 is accessible from the company's website at <http://www.fantasticholdings.com.au/home>. By electing to receive correspondence electronically you enable the company to save on printing and mailing costs which ultimately benefits you, the shareholder.

In future, you may elect at anytime to receive a hard copy of the company's Annual Report for each financial year. You may change your election by contacting 1300 850 505. If you do not make an election, you will continue to be able to access these reports on the company's website at <http://www.fantasticholdings.com.au/home>.

I look forward to either seeing you at the meeting, or receiving your proxy form by the due date.

Yours sincerely

George Saoud
Company Secretary

**Fantastic Holdings Limited
(ACN 004 000 775)
Notice of Annual General Meeting**



ABN: 19 004 000 775

Notice is given that the Annual General Meeting of Shareholders of Fantastic Holdings Limited (**Fantastic** or the **Company**) will be held at:

Date: Friday 31 October 2014

Time: 10:30am

Venue: Rydges Hotel Bankstown - Corner of Hume Highway and Strickland Street Bass Hill NSW

Business

Financial statements and reports

To receive and consider the Company's annual financial report, including the Directors' report and audit report for the financial year ended 30 June 2014.

Note: there is no requirement for Shareholders to approve these reports.

Resolution 1 - 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 2014 be adopted."

Notes:

- (a) The vote on this resolution is advisory only and does not bind the Directors or the Company.
- (b) The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.
- (c) If 25% or more of votes cast are against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a resolution that another meeting be held within 90 days at which all of the Directors (other than the Managing Director) must stand for re-election.
- (d) The Chairman intends to vote all available proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

Resolution 2 - Election of Ms Margaret Haseltine as a Non-Executive Director

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

"That Ms Margaret Haseltine be elected as a Non-Executive Director."

Without limitation, Rule 6.3 of the Company's Constitution is relevant to this resolution.

Resolution 3 – Re-election of Mr Peter Brennan as a Non-Executive Director

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

"That Mr Peter Brennan be re-elected as a Non-Executive Director."

Without limitation, Rule 6.3 of the Company's Constitution is relevant to this resolution.

Resolution 4 – Ratification of previous issue of Shares to Executive Share Trust

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of 275,000 Shares on 8 September 2014 at a deemed price of \$1.79 per Share and otherwise as described in the Explanatory Memorandum be ratified and approved.”

Without limitation, ASX Listing Rule 7.4 is relevant to this resolution.

Other business

To consider any other business that may lawfully be brought forward in accordance with the Constitution of the Company or the law.

Other information

An Explanatory Memorandum accompanies and forms part of this notice of Annual General Meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety.

Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

Voting exclusion statement

The Company will disregard any votes cast on:

- Resolution 1 (Remuneration Report):
 - by or on behalf of a member of the Key Management Personnel (whose remuneration is disclosed in the Remuneration Report), and any of their Closely Related Parties; and
 - as a proxy by a member of the Key Management Personnel, or any of their Closely Related Parties
- Resolution 4 (Ratification of previous issue of Shares):
 - by any person who is a participant in the Fantastic Holdings Limited Performance Hurdles Executive Share Trust and any of their Associates; and
 - As a proxy by a member of the Key Management Personnel, or any of their Closely Related Parties.

However, the Company need not disregard a vote cast as a proxy for a person who is entitled to vote on the resolution:

- in accordance with their directions of how to vote on the proxy form; or
- by the Chairman of the Meeting under the authorisation on the proxy form.

Voting by proxy

Any Shareholder entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder.

The proxy does not need to be a Shareholder.



A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

Due to the voting exclusions that apply to Resolutions 1 and 4, the Company's Key Management Personnel and their Closely Related Parties will not be able to vote your proxy on those Resolutions unless you have directed them how to vote on the proxy form, or in the case of the Chairman of the Meeting, if you authorise him or her.

If you intend to appoint a member of the Key Management Personnel or one of their Closely Related Parties, you are encouraged to direct them how to vote on Resolutions 1 and 4 by marking the proxy form accordingly for those Resolutions.

If you appoint the Chairman of the Meeting as your proxy, he or she can cast your votes on Resolutions 1 and 4 under the authorisation to do so on the proxy form. The Chairman of the Meeting will vote available proxies on, and in favour of, all of the proposed resolutions.

Completed proxy forms must be:

- (e) lodged at the Company's share registry, Computershare Investor Services Pty Limited, or
- (f) faxed to the fax number specified below,

no later than 4pm (Melbourne time) on 29 October 2014.

Address (hand deliveries): Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street, Sydney NSW 2000

Address (postal deliveries): Computershare Investor Services Pty Limited
GPO Box 242, Melbourne VIC 3001

Online voting: www.investorvote.com.au
For Intermediary Online subscribers only www.intermediaryonline.com

Fax number for lodgement: (within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

The proxy form has been enclosed with this Notice. Please read all instructions carefully before completing the proxy form.

Entitlement to Vote

The Company has determined that for the purposes of this Meeting all Shares will be taken to be held by the persons who held them as registered Shareholders at 7pm (Melbourne time) on 29 October 2014. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

By order of the Board
Fantastic Holdings Limited

George Saoud
Company Secretary
24 September 2014

**Fantastic Holdings Limited
(ACN 004 000 775)
Explanatory Memorandum**



ABN: 19 004 000 775

This Explanatory Memorandum relates to and forms part of the Notice and sets out further information regarding the proposed resolutions to be considered by Shareholders of Fantastic Holdings Limited (**Fantastic** or **Company**) at the 2014 Annual General Meeting to be held commencing at 10:30am on Friday 31 October 2014 at Rydges Hotel – Bankstown, corner of Hume Highway and Strickland Street Bass Hill, Sydney NSW

The Directors recommend that Shareholders read this Explanatory Memorandum in full before determining whether or not to support the resolutions.

Financial statements and reports

Under Section 317 of the Corporations Act, Fantastic is required to lay its annual financial report; directors' report (which includes remuneration report) and auditor's report (together comprising the Annual Report) before its Shareholders at its annual general meeting. Neither the Corporations Act nor the Company's constitution requires a vote of Shareholders on the reports or statements. However, the annual financial report is submitted for Shareholders' consideration and discussion at the annual general meeting. Meeting attendees are invited to direct questions to the Chairman in respect of any aspect of the report they wish to discuss.

Representatives of Fantastic's auditor, Accru Felser's Chartered Accountants, will be present for discussion purposes on matters of relevance to the audit.

Resolution 1 - Remuneration report

Resolution 1 provides Shareholders the opportunity to vote on Fantastic's Remuneration Report. The Remuneration Report is contained in the directors' report. Under Section 250R(2) of the Corporations Act, Fantastic must put the adoption of its Remuneration Report to a vote at its annual general meeting.

This vote is advisory only and does not bind the Directors or Fantastic. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this Meeting when reviewing Fantastic's remuneration policies.

If 25% or more of the votes cast are against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of Fantastic's directors other than the managing director stand for re-election. The Remuneration Report for the 2013 financial year was approved at the 2013 annual general meeting by more than 75% of votes cast on the corresponding resolution to Resolution 1.

Key Management Personnel (including Directors) whose remuneration details are included in the Remuneration Report and their closely Related Parties must not cast a vote on the Remuneration Report, unless as holders of directed proxies for Shareholders eligible to vote on Resolution 1.

Fantastic encourages all Shareholders to cast their votes on this resolution. The Chairman will vote all available proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the Key Management Personnel (whose remuneration is disclosed in the Remuneration Report), and any of their closely Related Parties; and
- as a proxy by a member of the Key Management Personnel, or any of their closely Related Parties,

unless the vote is cast as a proxy for a person who is entitled to vote on Resolution 1:

- in accordance with their directions of how to vote on the proxy form; or
- by the Chairman of the Meeting under the authorisation on the proxy form.

Resolution 2 - Election of Ms Margaret Haseltine as a Non-Executive Director

Under Rule 6.2 of the Constitution the Directors may at any time appoint another Director. Any Director so appointed holds office only until the end of the next following general meeting and is eligible for re-election at that meeting.

Under Rule 6.3 of the Constitution, any person appointed by the Directors to fill a casual vacancy on the Board or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the company. Ms Margaret Haseltine was appointed as a Non-Executive Director on 26 November 2013 by the Board, that is, in the period since the last annual general meeting of the Company.

The Board considers Ms Haseltine to be a valuable addition to the Board. A profile of Ms Haseltine is included in the Directors' Report contained in the 2014 annual report. The Directors (excluding Ms Margaret Haseltine) unanimously recommend that Shareholders vote in favour of Resolution 2.

The Chairman of the Meeting will vote all available proxies in favour of Resolution 2.

Resolution 3 - Re-election of Mr Peter Brennan as a Non-Executive Director

Under Rule 6.7 of Fantastic's Constitution and Listing Rule 14.4, a Director (other than the Managing Director) must not hold office after the later of:

- i) the third annual general meeting held after the Director was appointed or elected; and
- ii) 3 years after the date on which the Director was last appointed or elected.

Mr Peter Brennan retires by rotation. Being eligible, and having the full support of the Board, Mr Peter Brennan offers himself for re-election. Resolution 3 provides for the re-election of Mr Peter Brennan as a Non-Executive Director of Fantastic in accordance with Rule 6.3 of the Constitution.

The Board considers Mr Brennan to be a valuable member of the Board. A profile of Mr Brennan is included in the Directors' Report contained in the 2014 annual report.

The Directors (excluding Mr Peter Brennan) unanimously recommend that Shareholders vote in favour of Resolution 3.

The Chairman of the Meeting will vote all available proxies in favour of Resolution 3.

Resolution 4 – Ratification of previous issue of Shares to Executive Share Trust

The Company's remuneration policy seeks to ensure that remuneration packages properly reflect the duties and responsibilities of key executives. In addition to fixed salary and superannuation, senior executive remuneration typically includes a significant "at risk" component paid in cash or shares based on the achievement of specific goals related to the performance of the business units within the group.

The Fantastic Holdings Limited Performance Hurdles Executive Share Trust (**Trust**) was established to recognise the contribution of key executives to the growth of the Company in accordance with its long term incentive remuneration strategies. The Trust acquires and holds shares on behalf of the participants. When specified performance hurdles are met, the shares will vest to the participant.

Mr Stephen Heath is currently the only Director eligible to participate in the Trust. The Company will seek shareholder approval for Stephen Heath or any other Director to acquire shares from the Trust.

On 8 September 2014, the Company issued 275,000 Shares on the above terms to the Trust at a deemed issue price of \$1.79 per Share for which it is seeking approval under Resolution 4 for the purposes of ASX Listing Rule 7.4.

Listing Rule 7.1 of the ASX Listing Rules restricts the number of equity securities that a listed company may issue in any 12 month period, without the approval of shareholders, to 15% of the number of ordinary securities on issue at the start of the period, subject to certain adjustments and permitted exceptions. The entity does not need to include within the 15% limit any ordinary securities issued in the 12 month period that were issued with the approval of shareholders for the purposes of Listing Rule 7.1.

Under Listing Rule 7.4 of the ASX Listing Rules an issue of securities without approval under Listing Rule 7.1 will be treated as having been made with shareholder approval for the purposes of Listing Rule 7.1 if the original issue did not breach the 15% limit under Listing Rule 7.1 and shareholders subsequently approve the issue.

If the Share issue is approved in accordance with Resolution 4, that issue will not be included within the Company's 15% limit.

These Shares are fully paid ordinary shares in the Company and rank equally with and are on the same terms as other Shares in the Company.

No funds were raised by the issue of these Shares.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 4:

- by any person who is a participant in the Trust and any of their Associates; and
- as a proxy by a member of the Key Management Personnel, or any of their Closely Related Parties.

However, the Company need not disregard a vote if it is cast as a proxy for a person who is entitled to vote on the resolution:

- in accordance with their directions of how to vote on the proxy form; or
- by the Chairman of the Meeting under the authorisation on the proxy form.



Glossary

In this Explanatory Memorandum, and the Notice:

Associate has the same meaning as that under the Corporations Act.

Board means the board of directors of the Company.

Closely Related Party has the meaning given to it in section 9 of the Corporations Act.

Company means Fantastic Holdings Limited.

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Memorandum means this explanatory memorandum which forms part of the Notice of Meeting.

Key Management Personnel has the meaning given to it in section 9 of the Corporations Act.

Listing Rules means the listing rules of the ASX Limited.

Meeting means the annual general meeting of the Company the subject of this Notice of Meeting scheduled to occur on 31 October 2014.

Notice means this notice of meeting.

Remuneration Report means the remuneration report for the financial year ended 30 June 2014 set out in the directors' report to be adopted by the Company under Resolution 1.

Shareholder means a holder of a Share.

Share means an ordinary share in the capital of the Company