

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of Desane Group Holdings Limited will be held at the Staging Connections Theatre Room, at 68-72 Lilyfield Road, Rozelle NSW at 10.00 am on Friday, 7 November 2014.

### ITEMS OF BUSINESS

1. To receive, consider and adopt the financial report of the company and the consolidated group, for the year ended 30 June 2014 and the reports by the directors and auditors thereon.

### ORDINARY RESOLUTIONS

2. To declare a final dividend of 2 cents per share (100% franked) as recommended by Directors.
3. To re-elect a director, Mr John Bartholomew, who is retiring from office by rotation in accordance with the provision of the Constitution and, being eligible, offers himself for re-election.

Information about Mr Bartholomew is set out in the 2014 Annual Report.

4. To receive, consider, and pass as an ordinary resolution the remuneration report of the company and of the consolidated group for the year ended 30 June 2014 and that:
  - The non executive chairman's remuneration for 2014/2015 be \$55,000 per annum.
  - The non executive director's remuneration for 2014/2015 be \$40,000 per annum.

Note: In accordance with s250R(3) of the *Corporations Act 2001*, the vote on Item 4 is only advisory and will not bind the Directors of Desane Group Holdings Limited.

### Voting exclusion

A vote must not be cast (in any capacity) on Item 4 by or on behalf of a member of the Company's key management personnel (including the Directors), details of whose remuneration are included in the Remuneration Report (KMP), and their closely related parties, whether as a shareholder or as a proxy. However, a vote may be cast on Item 4 by a KMP, or a closely related party of a KMP, if:

- a. the vote is cast as a proxy;
- b. the appointment is in writing and specifies how the proxy is to vote on Item 4; and
- c. the vote is not cast on behalf of a KMP or a closely related party of a KMP.

If you have appointed the Chairman of the meeting as your proxy and you do not mark either "For", "Against" or "Abstain" on the proxy form, you expressly authorise the Chairman to exercise any proxies held by him. The Chairman intends to vote any undirected proxies in favour of Item 4 (Remuneration Report).

5. General: To transact any business which may be lawfully brought forward.

By Order of the Board,



J W Bartholomew  
Company Secretary  
23 August 2013

### Voting

*Individual members who are registered securityholders of the company as at 6.00 pm on Wednesday, 5 November 2014 will be entitled to vote in person or by proxy. Each registered securityholder has one vote by either a show of hands or a poll.*

### Proxies

*A member entitled to attend and vote is entitled to appoint a proxy to attend and vote in their stead. That person need not be a member of the company, but should be a natural person over the age of 18 years. Forms must be lodged at the registered office of the company no later than 10.00 am, Wednesday, 5 November 2014.*

### Documents

*The Annual Report of the Company, including the financial report, Directors' Report and the Auditor's Report for the year ended 30 June 2014, is available on the Company's website at [www.desane.com.au](http://www.desane.com.au) and will be available at the AGM and at the registered office of the Company. Copies will be forwarded to members by post upon request.*

**All Correspondence to:**  
Desane Group Holdings Limited  
PO Box 331, Leichhardt NSW 2040 Australia  
Enquiries 61 2 9555 9922  
Facsimile 61 2 9555 9944  
Email [info@desane.com.au](mailto:info@desane.com.au)

☐ **CHANGE OF ADDRESS.** If incorrect, mark this box and make the correction in the space below. Securityholders sponsored by a broker (securityholder number commences with "X") should advise your broker of any changes.

**All Correspondence to:**  
Desane Group Holdings Limited  
PO Box 331  
LEICHHARDT NSW 2040 Australia  
Enquiries 61 2 9555 9922  
Facsimile 61 2 9555 9944  
Email info@desane.com.au  
Website www.desane.com.au

Name & Address 1  
Name & Address 2  
Name & Address 3  
Name & Address 4  
Name & Address 5  
Name & Address 6

SECURITYHOLDER NUMBER: I9999999999

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1

### Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Desane Group 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 Desane Group Holdings Limited to be held at the Staging Connections Theatre Room, 68-72 Lilyfield Road, Rozelle, NSW, on Friday, 7 November 2014 at 10.00 am 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 Item 4 Remuneration Report (except where I/we have indicated a different voting intention below) even though Item 4 Remuneration Report is 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 Item 4 Remuneration Report 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.

#### ORDINARY BUSINESS

**Item 1** To adopt the financial and other reports

**For** **Against** **Abstain**

☐ ☐ ☐

**Item 2** To declare a final dividend

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**Item 3** To re-elect John Bartholomew as a director

☐ ☐ ☐

**Item 4** Remuneration Report

☐ ☐ ☐

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

### SIGN

### Signature of Securityholder(s)

This section **MUST** be completed.

**Individual or Securityholder 1**

Sole Director & Sole Company Secretary

**Securityholder 2**

Director

**Securityholder 3**

Director / Company Secretary

Contact Name

Contact Daytime Telephone

Date

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# How to complete the Proxy Form

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## 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 as they choose. 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

**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:** 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 Desane Group Holdings Limited.

## LODGEMENT OF A PROXY

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below **no later than 10.00 am, Wednesday, 5 November 2014**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

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## DOCUMENTS MAY BE LODGED AS FOLLOWS:

In person to:	Desane Group Holdings Limited, 68-72 Lilyfield Road, Rozelle NSW 2039 Australia
By mail to:	Desane Group Holdings Limited, PO Box 331, Leichhardt NSW 2040 Australia
By email to:	info@desane.com.au
By fax to:	61 2 9555 9944

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