

PAYCE Consolidated Limited

Extraordinary General Meeting – 4 May 2015

Disclosure of Proxy Votes

In accordance with section 251AA of the Corporations Law, the following information is provided to Australian Securities Exchange Limited in relation to resolutions passed by members of PAYCE Consolidated Limited at an extraordinary general meeting held on 4 May 2015. No votes were received or processed for or on behalf of Lanox Pty Limited or Ruz Pty Limited, entities associated with Mr Brian Boyd, Managing Director of PAYCE Consolidated Limited.

Resolution Number	Resolution 1 (Approval of Share Buy-Back)	Resolution 2 (Approval for the Issue of Preference Shares)
Decided by show of hands (S) or poll (P) ¹	S	S
Total number of proxy votes excluded from voting	0	0
Total number of proxy votes exercisable by proxies validly appointed	17,061,361	17,061,361
Total number of proxy votes in respect of which the appointments specified that: <ul style="list-style-type: none"> - the proxy is to vote for the resolution - the proxy is to vote against the resolution - the proxy is to abstain on the resolution - the proxy may vote at the proxy's discretion 	17,010,107	17,011,005
	41,762	40,464
	0	0
	9,492	9,892
Total votes cast on a poll in favour of the resolution ²		
Total votes cast on a poll against the resolution ²		
Total votes cast on a poll abstaining on the resolution ²		
Total votes exercisable by proxies which were not cast ²		

Company Secretary
PAYCE Consolidated Limited
4 May 2015

¹ Indicate whether the resolution was decided on a show of hands or poll

² Only complete these additional items if the resolution was decided on a poll