



Fantastic Holdings
Limited
ACN 004 000 775

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

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

XX



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: I999999999

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 10:30am (Sydney time) Sunday 25 October 2015

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
THE SAMPLE HILL
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 Tuesday 27 October 2015 at 10:30am (Sydney time) 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 1 (except where I/we have indicated a different voting intention below) even though Item 1 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 1 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 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Ms Robyn Watts as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Geoffrey Squires as a Non-Executive Director	<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

201241A

Computershare +



ABN: 19 004 000 775

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

23 September 2015

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 Tuesday 27 October 2015, commencing at 10:30am (Sydney time).

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 10:30am on Sunday 25 October 2015. 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 2015 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 any time 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>.

The Directors support the resolutions contained in the Notice of Annual General Meeting. They recommend that you vote in favour of all resolutions, full details of which are contained in the Notice of Annual General Meeting.

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



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

ABN: 19 004 000 775

Notice is given that the 2015 Annual General Meeting (AGM) of Shareholders of Fantastic Holdings Limited (**Fantastic** or the **Company**) will be held on:

Date: Tuesday 27 October 2015

Time: 10:30am (Sydney time)

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

Ordinary Business

Financial statements and reports

To table and consider the Company's annual financial report, including the Directors' report and auditor's report for the financial year ended 30 June 2015, as set out in the 2015 Annual Report.

Note: The annual financial report, Directors' report and auditor's report for the Company for the year ended 30 June 2015 will be laid before the meeting. There is no requirement for Shareholders to approve these reports. Shareholders will be given an opportunity to raise questions of the Directors and the Company's auditor on the annual financial report and auditor's report at the Annual General Meeting.

Resolution 1 - Adoption of 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 2015 which is attached to the annual financial report as required under section 300A of the Corporations Act 2001 (Cth), be adopted by the Company."

Notes:

- (a) The Remuneration Report is set out in the Directors' report, specifically on pages 11 to 21 of the Annual Report.
- (b) In accordance with section 250R(3) of the Corporations Act, the votes cast in respect of this resolution is advisory only and do not bind the Directors or the Company.
- (c) 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.
- (d) 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.
- (e) 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 Robyn Watts as a Non-Executive Director

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

“That, pursuant to Rule 6.3(b) of the Company's Constitution, Ms Robyn Watts be elected as a Non-Executive Director.”

Resolution 3 – Re-election of Mr Geoffrey Squires as a Non-Executive Director

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

“That, Mr Geoffrey Squires having retired from his office as a Non-Executive Director in accordance with Rule 6.3(a) and Rule 6.7(a) of the Constitution and, being eligible, having offered himself for re-election, be re-elected as a Non-Executive Director.”

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) (including the Directors and the Chairman), 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

However, the Company need not disregard a vote cast as a proxy for a person who is entitled to vote on the resolution and the appointment of the proxy specifies the way the proxy is to vote on the resolution.

Votes of members

On a show of hands, each member present in person or by proxy (or, in the case of a body corporate, by a representative) at the Annual General Meeting will have one vote.

On a poll, every member present in person or by attorney or by proxy (or, in the case of a body corporate, by a representative) shall have one vote for each Share held by him, her or it, provided that all Shares are fully paid.

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 Resolution 1, 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 Resolution 1 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 Resolution 1 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:

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

no later than 10:30am (Sydney time) on **Sunday, 25 October 2015**.

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 Friday, 23 October 2015. 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
23 September 2015

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 2015 Annual General Meeting to be held commencing at 10:30am on Tuesday 27 October 2015 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 - Adoption of 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. The Remuneration Report of the Company for the financial year ended 30 June 2015 is set out in the Directors' report, specifically on pages 11 to 21 of the Annual Report.

The Annual Report may be accessed on the ASX company announcements platform using the ASX code: FAN. Shareholders will be given a reasonable opportunity to raise questions of the Directors and make comments on the Remuneration Report prior to the resolution being put to Shareholders.

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 a separate general 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 2014 financial year was approved at the 2014 annual general meeting by more than 75% of votes cast on the corresponding resolution to Resolution 1.

The Company 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.

Resolution 2 - Election of Ms Robyn Watts 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 annual 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 following annual general meeting of the Company. Ms Robyn Watts was appointed as a Non-Executive Director on 10 November 2014 by the Board, that is, in the period since the last annual general meeting of the Company.

The Board considers Ms Watts to be a valuable addition to the Board. A profile of Ms Watts is included in the Directors' Report contained in the 2015 annual report and a brief summary of Ms Watts' qualifications and experience is set out below.

Ms Robyn Watts has over 27 years experience as a CEO of various businesses, most recently as CEO of ABC Enterprises which includes ABC shops and was previously CEO at Southern Star. Ms Watts brings specialist skills and knowledge in the areas of business strategy and marketing.

Ms Robyn Watts is currently a director of publicly listed The Vita Group (VTG) which operates various stores including Telstra stores, Next Byte and Fone Zone. Ms Watts is also a director of private company Geyer as well as the Australian School of Performing Arts.

Resolution 2 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

The Directors (excluding Ms Robyn Watts) 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 Geoffrey Squires 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 Geoffrey Squires retires by rotation. Being eligible, and having the full support of the Board, Mr Geoffrey Squires offers himself for re-election at the Annual General Meeting. Resolution 3 provides for the re-election of Mr Geoffrey Squires as a Non-Executive Director of Fantastic in accordance with Rule 6.3 of the Constitution.

The Board considers Mr Squires to be a valuable member of the Board. A profile of Mr Squires is included in the Directors' Report contained in the 2015 annual report.

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

Resolution 3 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

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

Glossary

In this Explanatory Memorandum, and the Notice:

Associate has the meaning given to in Part 1.2, Division 2 of the Corporations Act.

Board means the board of directors of the Company.

Chairman means the chairman of the Company, who is currently Julian Tertini.

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

Company or **Fantastic** means Fantastic Holdings Limited ACN 004 000 775.

Constitution means the constitution of the Company, as amended from time to time.

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 ACN 008 624 691, as amended from time to time.

Meeting or **Annual General Meeting** means the annual general meeting of the Company the subject of this Notice of Meeting scheduled to occur on 27 October 2015.

Notice means this notice of annual general meeting.

Remuneration Report means the remuneration report for the financial year ended 30 June 2015 set out in the directors' report to be adopted by the Company under Resolution 1.

Shareholder means a holder of a Share.

Share means a fully paid ordinary share in the capital of the Company.