



BUDERIM GROUP LIMITED

2016 NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of shareholders of BUDERIM GROUP LIMITED (the "Company") will be held at The Ginger Factory, 50 Pioneer Road, Yandina, Queensland on Tuesday 29 November 2016 at 10.00am (Brisbane time).

Note: For the purposes of the *Corporations Act 2001* (Cth) ("Corporations Act"), the Company has determined that the voting entitlements for the purposes of the Annual General Meeting will be based on the registered holdings as at 7.00pm (Sydney time) on Sunday 27 November 2016. Accordingly, those persons will be entitled to attend and vote at the Annual General Meeting.



ORDINARY BUSINESS

1 Financial Statements and Reports

To receive and consider the following reports in respect of the financial year of the Company ended 30 June 2016:

The Financial Report (which includes the Statement of Financial Position, Statement of Comprehensive Income, Cash Flow Statement and Directors' Declaration); and The Directors' Report and the Auditor's Report.

2 Resolution 1 – Re-election of Director – Mr Shane Tyson Templeton

To consider and, if thought fit, to pass the following Ordinary Resolution:

That Mr Shane Tyson Templeton, who retires by rotation in accordance with the Constitution and, being eligible for re-election, be re-elected as a Director.

3 Resolution 2 – Remuneration Report included in the Directors' Report

To consider and, if thought fit, to pass the following Ordinary Resolution under section 250R of the *Corporations Act*:

That the section of the Directors' Report dealing with the remuneration of the Company's Directors and senior executives ('Remuneration Report') be adopted.

Notes:

- (1) *This resolution is advisory only and does not bind the Company or the directors.*
- (2) *If 25% or more of votes that are cast are voted against the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's directors must stand for re-election.*

Voting exclusion

The Company will disregard and not count any votes cast (in any capacity) on Resolution 2 by or on behalf of either or both the following persons:

- (a) *a member of the Company's Key Management Personnel; or*
- (b) *a Closely Related Party of a member of the Company's Key Management Personnel.*

unless:

- (c) *the person*
 - (i) *does so in relation to a resolution where they hold a Directed Proxy Form; or*
 - (ii) *is the Chairman of the Meeting and is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution; and*
- (d) *the vote is not cast on behalf of a person described in paragraph (a) and (b) above.*

SPECIAL BUSINESS

4 Resolution 3 – Constitution - Proportional Takeover Provisions Renewal

To consider and if thought fit, pass the following resolution as a Special Resolution:-

That the proportional takeover approval provisions contained in clause 10 of the Constitution of the Company be hereby renewed for a further period of 3 years from the date of this resolution pursuant to section 648G of the *Corporations Act 2001*.

Notes:

This resolution must be passed by at least 75% of members voting in person or by proxy at the meeting. An Explanatory Note as to the renewal of the provisions accompanies this Notice.

5 Other Business

To transact any other business which may be brought forward in conformity with the Company's Constitution.

By order of the Board

Andrew Bond
Company Secretary
Brisbane – 26 October 2016

Copies of the Constitution are available upon request from the Company Secretary of Buderim Group Limited.

Andrew Bond
Company Secretary
Buderim Group Limited

Telephone: (07) 3726 3400
Facsimile: (07) 3876 3010
Email: abond@buderimginger.com
(Proxy Information - Over)

EXPLANATORY NOTE TO ITEM 2 (RESOLUTION 1)

Clause 18.1 of the Company's Constitution states that an election of Directors shall take place each year. A Director (other than a Managing Director) must not retain office for more than 3 calendar years or beyond the third annual general meeting following his appointment, without submitting himself/herself for re-election. Clause 18.3 of the Company's Constitution states The Directors to retire by rotation at each annual general meeting are those who have been longest in office and the length of time a Director has been in office shall be computed from his last election. As between Directors who have been in office an equal length of time, the Directors to retire shall in default of agreement between them be determined by drawing lots in any manner determined by the Chairman of Directors, or if he is not able and willing to act, by the Deputy Chairman.

Mr Templeton was last re-elected as a Director at the AGM in October 2014 and accordingly retires at this Meeting, and offers himself for re-election.

The Directors (with Mr Templeton abstaining) recommend that shareholders vote in favour of this resolution.

EXPLANATORY NOTE TO ITEM 3 (RESOLUTION 2)

The Corporations Act requires that the section of the Directors' Report dealing with the remuneration of Directors and senior executives ('Remuneration Report') be put to the vote of shareholders for adoption.

Following consideration of the Remuneration Report, the Chairman will give shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report.

The vote on this resolution is advisory only and does not bind the Company or its Directors.

The Board 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.

A voting exclusion applies to Key Management Personnel and their Closely Related Parties in certain circumstances – please see the notes to Resolution 2.

Under the *Corporations Act 2001*, if 25% or more of the votes that are cast are voted 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 (a 'spill' resolution) that another meeting be held within 90 days at which all of the Company's directors must go up for re-election.

As the directors have a personal interest in the proposed Resolution 2, they make no recommendations as to how shareholders should vote on the Resolution.

The Chairman intends to vote all open proxies in favour of this resolution.

EXPLANATORY NOTE TO ITEM 4 (RESOLUTION 3)

Constitution - Proportional Takeover Provisions Renewal

Under clause 10 of the Constitution, the Company is prohibited from registering a transfer resulting from the acceptance of an offer made under a proportional takeover bid unless and until an ordinary resolution approving the proportional takeover bid is passed by the holders of the bid class shares.

In accordance with section 648G(1) of the Act and the Constitution, the proportional takeover provisions automatically cease to have effect on the third anniversary of the date of most recent renewal, but can be renewed by the Company in general meeting. The proportional takeover provisions were most recently renewed on 29 November 2013, and so will terminate in November 2016 unless renewed. Accordingly, the Directors consider that it is convenient to seek shareholder approval to renew the provisions at this general meeting rather than allowing them to lapse.

Reasons for the renewing proportional takeover provision

A proportional takeover bid is an off-market bid to buy a specified portion of each shareholder's shares. Without the provision, a proportional takeover bid for the company might enable a bidder to obtain control of the Company without shareholders having an opportunity to sell all their shares.

The provision gives shareholders the opportunity to decide whether a proportional takeover bid should proceed. If a meeting of shareholders approves such

a bid, individual shareholders can make separate decisions as to whether or not they wish to accept that bid for the specified proportion of their shares.

Advantages and disadvantages of provisions during current period

As far as the Directors are aware, from 29 November 2013 to the date of this Notice of Meeting, there have not been any actual advantages or disadvantages to either the Directors or shareholders arising from the proportional takeover provisions.

Potential advantages of renewal - shareholders

The proportional takeover provisions give shareholders a mechanism to decide whether any proportional takeover bid should proceed or not.

The provisions ensure that all shareholders have an opportunity to consider a proportional takeover bid and vote on whether it should be permitted to proceed. This should ensure that any future proportional takeover bid is structured to be attractive to a majority of independent shareholders.

Potential disadvantages of renewal - shareholders

The approval provisions may make a proportional takeover more difficult to achieve and therefore discourage proportional bids. This in turn, may reduce opportunities that shareholders may have to sell shares in the Company at an attractive price to persons seeking control of the Company and may therefore eliminate any element of takeover speculation from the Company's share price.

The provisions may also be seen to constitute an additional restriction on the ability of shareholders to deal freely with their shares.

Potential advantages and disadvantages of renewal - Directors

There are no specific advantages or disadvantages for the Directors (in their capacity as Directors of the Company) of the proportional takeover provisions.

At the date of this notice, the company is not engaged in any discussions in relation to any proportional bid, or aware of any pending proposal involving a proportional bid.

The Directors recommend that shareholders vote in favour of this resolution.

APPOINTMENT OF PROXIES

A proxy form is enclosed for your use if required. Please note the following:

- 1 If a member is entitled to attend and vote at this meeting:
 - The member may appoint any person as his or her proxy to attend and vote for the member at the meeting.
 - A proxy need not be a member of the Company.
 - A member who is entitled to cast 2 or more votes at the meeting may appoint 2 proxies to attend on the same occasion. If 2 proxies are appointed and the appointment does not specify the proportion or number of the member's votes each proxy may exercise half of the member's votes, however, the appointment may specify the proportion of number of the votes that the proxy may exercise.
- 2 It is not necessary to fill in the name of the person appointed proxy unless it is desired to appoint some person other than the Chairman.
- 3 Where only one proxy is to be appointed complete the proxy form attached.
- 4 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 and return it to Computershare Investor Services Pty Limited at the address below.
- 5 The form must be signed personally by the member or his/her attorney. A corporation must sign in accordance with its Constitution.
- 6 Where the proxy form is signed by an attorney, the power of attorney must be produced at the share registry or registered office not less than 24 hours before the time appointed for holding the Meeting.
- 7 If you desire your proxy/proxies to vote in a certain way, place an 'x' in the appropriate box beside each resolution. If you do not direct your proxy/proxies on any resolution, your proxy/proxies may vote as he/she/they think fit.
- 8 Proxies must be received by our Share Registry, Computershare Investor Services Pty Limited, at least 24 hours before the time of the holding of the meeting. Proxies can be:
 - delivered by post to the Share Registry of Buderim Group Limited, Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001; or
 - sent by fax to the Share Registry of Buderim Group Limited, Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or + 61 3 9473 2555 (outside Australia).
 - online by scanning the QR code or by visiting www.investorvote.com.au and entering the control number found on the front of your accompanying proxy form. Intermediary Online subscribers (Institutions/Custodians) may lodge their proxy instruction online by visiting www.intermediaryonline.com.



ABN 68 010 978 800



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

BUG

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: I999999999

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 10:00am (Brisbane Time) Monday, 28 November 2016

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 Buderim Group 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 Buderim Group Limited to be held at **The Ginger Factory, 50 Pioneer Road, Yandina, Queensland on Tuesday, 29 November 2016 at 10:00am (Brisbane 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 2** (except where I/we have indicated a different voting intention below) even though **Item 2** 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 2** 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

	For	Against	Abstain
1 Re-election of Director – Mr Shane Tyson Templeton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Remuneration Report included in the Directors' Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS

3 Constitution - Proportional Takeover Provisions Renewal	<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