



NOTICE OF ANNUAL GENERAL MEETING 2009

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Pacifica Group Limited ABN 69 006 530 641

The 2009 Annual General Meeting of Pacifica Group Limited will be held as follows:

Date: Friday 15 May 2009

Time: 11.00am

Venue: Latitude Theatre, Hemisphere Conference Centre & Hotel, 488 South Road, Moorabbin, Melbourne, Australia.

GENERAL BUSINESS

1 Financial Report

To receive and consider the financial report of the Company and the reports of the Directors and auditor for the year ended 31 December 2008.

2 Election of Director

To re-elect Mr Michael Kopka as a Director.

Mr Kopka retires by rotation in accordance with rule 35(c) of the Constitution and, being eligible, offers himself for re-election.

OTHER BUSINESS - NON-BINDING ADVISORY VOTE

3 Adoption of Remuneration Report

To adopt the Remuneration Report for the year ended 31 December 2008.

Note: the vote on this item is advisory only and does not bind the Directors or the Company.

By order of the Board

P H Rose

Company Secretary

3 April 2009

VOTING INFORMATION

Voting by Proxy

- A shareholder entitled to attend and vote at the meeting has a right to appoint a proxy to attend and vote instead of the shareholder. An Appointment of Proxy Form is enclosed with this notice. A proxy is entitled to vote on a poll and, subject to no more than one proxy attending the meeting, on a show of hands.
- A proxy need not be a shareholder of the Company.
- You cannot appoint yourself as your own proxy.
- A proxy may be an individual or a body corporate.
- A shareholder who is entitled to cast two or more votes may appoint two proxies. If you wish to appoint more than one proxy, please telephone Link Market Services Limited on 1300 554 474 (international +61 2 8280 7761) for an additional Appointment of Proxy Form.
- Where two proxies are appointed, you should specify the proportion or number of votes each proxy is entitled to exercise. If the appointments do not specify the proportion or number of the shareholder's votes each proxy may exercise, then each proxy may exercise half of the shareholder's votes. Where more than one proxy is appointed and attends the meeting, neither proxy is entitled to vote on a show of hands.
- To be effective, an Appointment of Proxy Form and the original (or a certified copy) of the power of attorney or any other instrument under which it is signed, must be received by Pacifica Group Limited c/- Link Market Services Limited by 11.00am (Melbourne time) on Wednesday 13 May 2009 at Locked Bag A14, Sydney South, NSW 1235/Level 12, 680 George Street, Sydney, NSW 2000
or if by facsimile:
at (02) 9287 0309 (international +61 2 9287 0309).

If you propose to attend and vote at the meeting, please bring the enclosed Appointment of Proxy Form with you. This will assist in registering your attendance.

Voting Rights

For the purposes of the meeting, shares will be taken to be held by the persons who are the registered holders at 7.00pm (Melbourne time) on Wednesday 13 May 2009. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

The voting rights attaching to the shares are set out on page 91 of the 2008 Annual Report, which can be accessed at www.pacifica.com.au.

EXPLANATORY NOTES TO SHAREHOLDERS

Item 1 - Financial Report

The Corporations Act 2001 requires:

- the reports of the Directors and auditor; and
- the annual financial report, including the financial statements of the Company for the year ended 31 December 2008,

to be laid before the Annual General Meeting. Neither the Corporations Act 2001 nor the Constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given ample opportunity to raise questions or comments on the management of the Company.

Also, a reasonable opportunity will be given to shareholders as a whole at the meeting to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Item 2 - Election of Director

To re-elect Mr Michael Kopka as a Director

Michael Kopka was appointed to the Board on 7 March 2007.

He has extensive experience in strategic and operational roles in both Europe and North America. He is currently responsible for co-ordinating all post-merger integration activities between the Company and Bosch.

Mr Kopka is a member of the Audit Committee.

The Board, with Mr Kopka abstaining, recommends that shareholders vote in favour of Mr Kopka's re-election.

Item 3 - Adoption of Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out on pages 17 to 29 of the 2008 Annual Report and is also available from the Company's website (www.pacifica.com.au).

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the 2008 remuneration arrangements in place for each Director and for those members of the senior management team with greatest authority within the Group; and
- explains the differences between the bases for remunerating Non-Executive Directors and senior executives.

A reasonable opportunity for discussion of the Remuneration Report will be provided at the Annual General Meeting.

The vote on this item is advisory only and does not bind the Directors or the Company. The Company will take into account the discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.

The Board recommends that shareholders vote in favour of adopting the Remuneration Report.