

**NOTICE OF ANNUAL GENERAL MEETING  
RP DATA LTD  
A.C.N 087 759 171**

**NOTICE IS HEREBY GIVEN** that the **ANNUAL GENERAL MEETING** of **RP DATA LTD** (“the Company”) will be held at the Office of the Company, level 11, 70 Pitt Street, Sydney NSW 2000 on 27<sup>th</sup> October 2009 at 11:00am (AEDT).

**BUSINESS**

**1. Financial Report**

To receive and consider the financial statements, the Directors Reports, Directors Declarations and Auditor’s Report for the year ended 30 June 2009.

**2. Resolution 1 – Remuneration Report**

To consider and, if thought fit, pass the following as a non-binding resolution:

*“That the Remuneration Report, for the year ended 30 June 2009, be adopted.”*

**3. Resolution 2 – Re-election of Director**

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

*“That Mr. Jerald Hoerauf, who retires by rotation in accordance with the Company’s Constitution and being eligible, offers himself for re-election, be re-elected a Director of the Company.”*

**4. Resolution 3 – Re-election of Director**

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

*“That Mr. Ken DeGiorgio, who retires by rotation in accordance with the Company’s Constitution and being eligible, offers himself for re-election, be re-elected a Director of the Company.”*

**5. Resolution 4 – Amendment to the Constitution**

To consider and, if thought fit, pass the following as a special resolution:

*“That the following Article be inserted in the Constitution*

*‘Article 41A      Direct Voting*

*A Shareholder who is entitled to attend and vote on a resolution at a meeting may, where the directors so determine, vote by electronic or other means at that meeting. Any vote so admitted is referred to as a “direct vote”. The directors may, in their absolute discretion, determine the means by which a direct vote may be cast and without limiting the means for voting that may be determined by the directors, a direct vote may include a vote delivered to the Company by:*

- (i) post;*
- (ii) fax; or*
- (iii) other electronic means.*

*If the directors determine that a Shareholder may give a direct vote, the notice convening the meeting must specify the form, method and timing of giving such a direct vote.”*

**6. Resolution 5 – Ratification of shares to be issued to First American Core Logic, Inc.**

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

*“That the issue of up to 1,000,000 ordinary shares in the share capital of the Company (**Shares**) to First American Core Logic Inc. on the same terms and conditions as shares issued under the Dividend Reinvestment Plan (DRP) and at an issue price of \$0.80, being equal to the VWAP calculated in accordance with the DRP be approved.*”

**7. Resolution 6 – Approval of the grant of options under the Company’s Long Term Incentive Plan to the Managing Director Graham Mirabito**

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

*“That the grant of performance options to the Managing Director, Mr. Graham Mirabito or an entity controlled by him, under the Company’s Long Term Incentive Plans as described in the Explanatory Notes be approved”*

By Order of the Board

**Jonathan Kenny**

Company Secretary

Date: 21<sup>st</sup> September 2009

## VOTING INSTRUCTIONS

### Voting Entitlement

For the purpose of the Annual General Meeting, only those persons holding shares at 7.00pm (AEDT) on 25 October 2009 will be recognised as shareholders. This means that if you are not the registered shareholder at that time you will not be entitled to vote at the meeting.

### How to vote

You may vote by attending the meeting in person or by proxy, attorney or a body corporate can appoint a corporate representative.

### Voting in person

You may vote by attending the meeting. The meeting details are at the front of this Notice of Meeting.

### Voting by proxy

A shareholder who is entitled to attend and vote at the meeting may appoint a person as the shareholder proxy to attend and vote on behalf of the shareholder. Proxies need not to be shareholders of the company.

A shareholder who is entitled to attend and cast two or more votes at the meeting may appoint **not more than two proxies to attend and vote on behalf of the shareholder.**

Where two proxies are appointed, each proxy must be appointed to represent a specified portion of the shareholder's voting rights.

Any person who is a joint holder of shares may appoint a proxy by completing the proxy form attached to this notice of meeting. If more than one joint holder appoints a proxy or seeks to vote personally at the meeting, then the person whose name stands first on the register shall alone be entitled to vote.

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

If you wish to vote by proxy, please complete and sign the proxy form included with this notice of meeting and return it to RP Data Ltd's Share Registry, Computershare Investor Services Pty Limited, **so that it is received no later than 11:00am (AEDT) on 25 October 2009:**

**by mail** (use the reply paid envelope)

**by facsimile**  
within Australia 1800 783 447  
outside Australia +61 (3) 9473 2555

**by online voting** [www.investorvote.com.au](http://www.investorvote.com.au)

**for intermediary subscribers only (Custodians)** [www.intermediaryonline.com](http://www.intermediaryonline.com)

If the proxy form is not received by the time stated above it will be invalid.

## EXPLANATORY NOTES

### IMPORTANT NOTICE

*These Explanatory Notes are an explanation of, and contain information about, the Resolutions to be considered at the Annual General Meeting and are set out in the accompanying Notice of Annual General Meeting to assist Shareholders to determine how they wish to vote on the Resolutions.*

Shareholders should read these Explanatory Notes in full because individual sections do not give a comprehensive review of the Resolutions. These Explanatory Notes form part of the accompanying Notice of Annual General Meeting and should be read together with the Notice of Annual General Meeting.

If you are in doubt about what to do in relation to the Resolutions contemplated in the Notice of Annual General Meeting, you should consult your financial or other professional advisor.

### Financial Report

There is no requirement for the shareholders to pass a resolution on this item. The shareholders will be given an opportunity to ask questions or comments on the report at the meeting. The company's Auditors, KPMG, will be available to answer questions relating to the conduct of the audit and preparation and content of the Auditors Report.

### Resolution 1 – Remuneration Report

The Remuneration Report, set out on pages 6 to 13 in the Company's Annual Report 2009, explains the Board's policies in relation to the nature of remuneration paid to the directors and senior executives.

The shareholders will be given an opportunity to ask questions or comment on the report at the meeting. The Board unanimously recommends the shareholders vote in favour of this resolution.

The vote on this item is advisory only and does not bind the directors of the Company. However, the Board will take the outcome of this vote into consideration when reviewing its remuneration policies and practices of the Company.

#### *Directors' recommendation*

The Directors recommend that you vote in favour of this resolution. The Directors acknowledge they have a personal interest in some aspects of the Remuneration Report.

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

### Resolution 2 – Re-election of Director

Mr. Jerald Hoerauf retires by rotation in accordance with the Company's Constitution, and being eligible, offers himself for re-election as a director.

Mr. Hoerauf has over 30 years experience in the real estate and credit information services industry in the United States. In 1986 he launched and operated the predecessor company to the current First American Core Logic business while at TRW Information Systems & Services. During the past 20 years Mr. Hoerauf has led the acquisition and integration of more than 25 companies that have been consolidated into First American Core Logic Holdings Inc. He is currently the Executive Vice President of Business Development for First American Core Logic Holdings Inc. and is responsible for mergers and acquisitions for that group on a global basis.

#### *Directors' recommendation*

The Directors, other than Mr. Hoerauf who abstains because of his interest in this resolution, have resolved to recommend that you vote in favour of this resolution.

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

### **Resolution 3 – Re-election of Director**

Mr. Ken DeGiorgio retires by rotation in accordance with the Company's Constitution, and being eligible, offers himself for re-election as a director.

Mr. DeGiorgio has extensive legal expertise and knowledge of the information services industry and is currently Senior Vice President, General Counsel of The First American Corporation, a Fortune 500 company listed on the New York Stock Exchange, which is also the parent company of First American Core Logic Holdings Inc. Before joining The First American Corporation, Mr. DeGiorgio was an attorney in the Los Angeles office of White & Case LLP, an international law firm headquartered in New York City.

#### *Directors' recommendation*

The Directors, other than Mr. DeGiorgio who abstains because of his interest in this resolution, have resolved to recommend that you vote in favour of this resolution.

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

### **Resolution 4 – Amendment to the Constitution**

The Company reviews its constitution from time to time to ensure that it reflects current best practice and the law as it then stands.

Following extensive industry consultation in 2006 by Chartered Secretaries Australia the concept of direct voting was developed and has been embraced by many listed companies simply by implementing provisions in their constitution that allows shareholders to exercise their voting rights using this method.

The proposed amendment to the Constitution will enable shareholders to exercise their voting rights without the need to attend the meeting. It is an additional option to shareholders rather than appointing a proxy or representative over whom a shareholder may have little or no control. Your direct vote will be recorded in the same manner as a proxy vote and will be either for or against a resolution and the direct votes cast on resolutions at a meeting of shareholders will be detailed in the release to the Australian Securities Exchange as an additional line item to the details of proxies received.

A copy of the Company's constitution can be obtained before the meeting by requesting a copy from the Company, either by phoning (02)801 908100 or at [http://contact.rpdata.com/component/option,com\\_chronocontact/Itemid,108](http://contact.rpdata.com/component/option,com_chronocontact/Itemid,108) and fill in the required details and ask for a copy of the constitution to be forwarded to you. A copy of the constitution and proposed change will be available at the Annual General Meeting.

#### *Directors' recommendation*

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

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

### **Resolution 5 – Ratification of shares to be issued to First American Core Logic Inc.**

The Company is seeking shareholder approval in accordance with the Australian Securities Exchange (ASX) Listing Rules to allow it to refresh its ability to issue up to 15% of its issued capital under Listing Rule 7.1 without the need for shareholder approval.

Funds raised under this placement will be applied towards working capital thus alleviating the need for any further drawdown under current facilities.

*Information required under Listing Rule 7.1*

Number of securities to be allotted	Up to 1,000,000
Price at which the securities are to be allotted	At \$0.80 per share being the same price as shares issued under the Dividend Reinvestment Plan being the VWAP for the 10 day trading period commencing the second day after the Record Date which was 4 <sup>th</sup> September 2009
Terms of the securities	Shares rank equally in all respects from the date of allotment, which is expected to be 15 <sup>th</sup> October 2009 and in any case no later than 3 months after the date of the meeting, with the existing quoted ordinary shares of the Company at that time.
Name of allottee	First American Core Logic Inc
Use of funds	Working Capital
Voting Exclusion statement	<p>The Company will disregard any votes cast on this resolution by the allottee, First American Core Logic Inc., and a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any of its associates.</p> <p>However the Company does not need to disregard votes</p> <ul style="list-style-type: none"><li>• By such person as proxy for another person who is entitled to vote and the vote is cast in accordance with the directions on the proxy form; or</li><li>• If the vote is cast by the person chairing the meeting as a proxy for a person entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decided.</li></ul>

*Directors' recommendation*

The Directors other than Mr Digiorgio and Mr Hoerauf (who are both nominees of First American Core Logic Inc.) recommend that you vote in favour of this resolution.

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

**Resolution 6 – Grant of performance options to the Managing Director**

Under ASX Listing Rule 10.14 the Company must seek shareholder approval to the issue of performance options to Mr. Graham Mirabito or an entity controlled by him.

Accordingly the Company is now seeking shareholder approval to enable the Company to grant performance options under the Long Term Incentive Plan (LTIP). The Company's rewards and recognition are described in more detail in the Remuneration Report and in Note 23 to the consolidated financial statements. The Company has determined the balance between fixed and "at risk" remuneration with a view to attracting, retaining and motivating excellent performance from its executive team. The provision of options under the LTIP is part of the at risk component which will only deliver benefits to Mr. Mirabito upon attainment of sustainable returns to shareholders.

Number of options to be allotted	511,117
Price at which the options are exercisable	\$0.96 No price is payable by Mr. Mirabito or an entity controlled by him for the grant of the LTIP options.
Terms of the options	The options granted under the LTIP vest in the holder at 31 <sup>st</sup> August 2012 subject to meeting the performance hurdles and Mr. Mirabito remaining in the employment of RP Data Ltd.  Performance hurdles regarding the LTIP options are <ul style="list-style-type: none"> <li>Earnings per share growth of 8% per annum to 31<sup>st</sup> August 2012</li> </ul>
Date of allotment and lapse of the LTIP Options	Options to be issued with 3 months from the date of approval by shareholders and in any case no later than 12 months after the date of the meeting and will lapse on termination of Mr. Mirabito's employment with RP Data or 31 <sup>st</sup> August 2014 whichever is earlier.
Voting Exclusion statement	The Company will disregard any votes cast on this resolution by any director of the Company (except a director who is ineligible to participate in any employee incentive scheme in relation to the Company) and any of their associates.  However the Company does not need to disregard votes <ul style="list-style-type: none"> <li>By such person as proxy for another person who is entitled to vote and the vote is cast in accordance with the directions on the proxy form; or</li> <li>If the vote is cast by the person chairing the meeting as a proxy for a person entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decided.</li> </ul>

No options have been issued under the ESOP since its inception that would have required shareholder approval under Listing Rule 10.14 and Mr. Mirabito is the only person entitled to participate who requires shareholder approval prior to an issue under the ESOP.

In light of independent advice from remuneration advisors, the non executive Directors have concluded that Mr. Mirabito's remuneration package (including the proposed grant of options under the LTIP) is reasonable and appropriate having regard to the circumstances of the Company and Mr. Mirabito's duties and responsibilities.

*Directors' recommendation*

The Directors, other than Mr. Mirabito, recommend that you vote in favour of this resolution.

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

