

Strategic Pooled Development Limited

ABN 71 062 187 893

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

Lodge your vote:



By Mail:

Strategic Pooled Development Limited
Suite 903, Exchange Tower
530 Little Collins Street
Melbourne Victoria 3000 Australia

Alternatively you can fax your form to
+61 3 9614 0919

For all enquiries call:

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

Proxy Form

For your vote to be effective it must be received by 11:00am Wednesday 25 November 2009

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 as they choose. 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

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.

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.computershare.com.

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.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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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 Strategic Pooled Development 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, as the proxy sees fit) at the Annual General Meeting of Strategic Pooled Development Limited to be held at Minter Ellison Lawyers, Level 23, 525 Collins Street, Melbourne on Friday 27 November 2009 at 11:00am and at any adjournment of that meeting.

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	Re-election of Director - Mr. John Lawson Walker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	The remuneration report for 30 June 2009 be adopted	<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.

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 ____/____/____

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Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the shareholders of Strategic Pooled Development Limited ('the Company') will be held at the offices of Minter Ellison Lawyers, Level 23, 525 Collins Street, Melbourne on Friday 27 November 2009 commencing at 11:00am.

ORDINARY BUSINESS

A. Financial Accounts

To receive and consider the Financial Statement of the Company for the year ended 30 June 2009 and the related Directors' Report, Directors' Declaration and Auditor's Report.

ORDINARY RESOLUTIONS

1. Re-election of Director

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

"That Mr. John Lawson Walker, being eligible for re-election, be re-elected a Director of the Company."

2. Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2009 be adopted."

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

OTHER BUSINESS

B. To transact any other business which may be legally brought forward at the meeting.

BY ORDER OF THE BOARD

JOHN L. WALKER
Company Secretary
23 October 2009

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

INFORMATION FOR SHAREHOLDERS

VOTING ENTITLEMENTS

The Directors of the Company have determined that the shareholding of each securityholder for the purposes of ascertaining voting entitlements for the Annual General Meeting will be as it appears on the Register of Securityholders at 7:00pm Wednesday 25 November 2009.

PROXIES

If you are unable to attend and vote at the meeting, and wish to appoint a person who is attending as your proxy, please complete the enclosed proxy form. This form must be completed and returned to the Company either by mail or by facsimile, not less than 48 hours before the time for holding the meeting. Full details concerning the appointment of proxies is set out below.

1. A member who is entitled to attend and vote at the meeting may appoint not more than two proxies.
2. A member who is entitled to cast two or more votes at the meeting may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise one half of the member's votes. If the member appoints two proxies, neither may vote on a show of hands.
3. A proxy need not be a member of the Company.
4. The proxy form must be signed by the member or the member's attorney. In the case of joint holdings all joint holders must sign the proxy form.
5. Proxies given by corporations may be executed in accordance with Section 127 of the Corporations Act 2001 or by the appointer's attorney duly authorised in writing. Should the constitution of the company permit the execution of documents without using a common seal, the document must be signed by:
 - (a) two Directors of the company; or
 - (b) a Director and either a Company Secretary of the company or other authorised signatory; or
 - (c) for a proprietary company that has a Sole Director who is also the Sole Company Secretary - that Director and noting both positions.
6. To be valid the form appointing the proxy and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it), must be lodged with the Company:
 - (a) at its registered office at Suite 903 Exchange Tower, 530 Little Collins Street, Melbourne, Victoria, 3000; or
 - (b) by faxing it to the registered office on fax number (03) 9614 0919.

not less than 48 hours before the time for holding the meeting.

7. Unless a member specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting. Historically the overwhelming number of non-directed or open proxy votes have been given to the Chairman of the Meeting or other directors. Traditionally, where directors have either a direct or deemed interest in the passing of a resolution any open proxy votes given to directors have been disregarded and not voted. As such, members giving the open proxy votes are dis-enfranchised. Accordingly, your Board of Directors request that members when completing the proxy form direct the proxy by indicating a vote for either "For" or "Against" or "Abstain".
8. Proxy appointments in favour of the Chairman of the meeting, the Company Secretary or any Directors of the Company which do not contain a direction will be voted in favour of all resolutions.

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

EXPLANATORY MEMORANDUM

The following is provided to assist the shareholders in their understanding of the Agenda Items to be considered at the Annual General Meeting.

Ordinary Business

A. Financial Accounts

The first item of business is to receive and consider the financial report of the company for the year ended 30 June 2009. There is no requirement to formally approve the financial report.

It is at this Agenda Item the Managing Director will discuss the operations of the Company and the Board will take questions from the shareholders.

Ordinary Resolutions

1. Re-election of Director

Mr. John Lawson Walker, a Director who retires in accordance with the Constitution of the Company and, being eligible for re-election, be re-elected a Director of the Company.

2. Remuneration Report

The Directors' Report for the year ended 30 June 2009 contains a Remuneration Report, which sets out the policy for the remuneration of the Directors and specified Executives of the Company.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted.

The Corporations Act expressly provides that the vote is advisory only and does not bind the Directors or the Company.

Shareholders attending the Annual general meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.