

## NOTICE OF 2011 ANNUAL GENERAL MEETING

Norfolk Group Limited ACN 125 709 971

Notice is given that the Annual General Meeting of shareholders of Norfolk Group Limited (the Company) will be held at Cavalier Room, Christie Conference Centre 56 Berry Street, North Sydney on Wednesday 3 August 2011 commencing at 11:00 am (AEST).

### **AGENDA**

#### **A. Consideration of Reports**

To receive and consider the financial report, the directors' report and the independent audit report of the Company for the financial year ended 31 March 2011.

Unless the Company's Share Registry has been notified otherwise, shareholders will not be sent a hard copy of the annual report. All shareholders can view the annual report, which contains the financial report for the year ended 31 March 2011 on the website of the Company ([www.norfolkgl.com](http://www.norfolkgl.com)), from 29 June 2011.

#### **B. Questions and Comments**

Following the consideration of the reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the auditor questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the independent audit report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

The Chairman will also give the auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the independent audit report or the conduct of the audit. A list of written questions, if any, submitted by shareholders will be made available at the start of the Annual General Meeting and any written answer tabled by the auditor at the Annual General Meeting will be made available as soon as practicable after the Annual General Meeting.

### **C. Items for Approval**

#### **1. Re-election of Peter Lowe**

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

*“That Peter Lowe, who retires in accordance with clause 6.1(f) of the Company’s Constitution and Listing Rule 14.4, and having offered himself for re-election and being eligible, is hereby re-elected as a Director of the Company.”*

#### **2. Re-election of Peter Richards**

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

*“That Peter Richards, who retires in accordance with clause 6.1(d) of the Company’s Constitution and Listing Rule 14.4, and having offered himself for re-election and being eligible, is hereby re-elected as a Director of the Company.”*

#### **3. Remuneration Report**

To consider and, if thought fit, to pass the following as an advisory resolution of the Company:

*“That, the Company’s Remuneration Report for the financial year ended 31 March 2011 (set out in the Directors’ Report) be adopted.”*

#### **4. Approval of Performance Rights Plan**

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

*“That approval is given for all purposes under the Corporations Act 2001 and the Listing Rules of ASX Limited for:*

- (a) the implementation of an employee plan, called the Norfolk Group Limited Performance Rights Plan (Plan), for the provision of incentives to eligible employees of the Company or any related body corporate of the Company (Participants);*
- (b) the grant of performance rights, and the subsequent issue or transfer of ordinary Norfolk Group Limited shares, to Participants under the Plan.”*

#### **Voting Exclusion Statement**

The Company will disregard any votes cast on Resolution 3 by:

- (a) key management personnel of the Company; and
- (b) closely related parties of the key management personnel.

The key management personnel of the Company are set out in the Remuneration Report.

However, the Company need not disregard a vote on Resolution 3 if:

- (a) it is cast by a person other than a person who is a key management personnel as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by a person who is a key management personnel as proxy for a person who is entitled to vote and the proxy is a directed proxy (that is, the proxy specifies how the proxy is to vote on the proposed resolution); or
- (c) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides and, if the proxy is not directed the shareholder expressly provides informed consent for the chair to exercise the proxy even if the resolution is connected, directory or indirectly, with the remuneration of the key management personnel.

The Company will disregard any votes cast on Resolution 4 by:

- (a) a director of the Company entitled to participate in the Plan in relation to that entity; and
- (b) an associate of those persons.

However, the Company need not disregard a vote on Resolution 4 if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.

By order of the Board



Fiona Lovell

**Company Secretary**

**Norfolk Group Limited**

22 June 2011

## ENTITLEMENT TO ATTEND AND VOTE

In accordance with Reg 7.11.37 of the Corporations Regulations 2001, the Board has determined that persons who are registered holders of shares of the Company as at 19:00 pm (AEST) on 1 August 2011 will be entitled to attend and vote at the Annual General Meeting as a shareholder.

If more than one joint holder of shares is present at the Annual General Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

### *Voting By Proxy*

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the Annual General Meeting.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received at the share registry of the Company no later than 11:00am (AEST) on 1 August 2011. Proxies must be received before that time by one of the following methods:

Online: Log onto the website [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) and click on "Proxy Voting" in the top right corner and follow the instructions. You will need to put your Security holder Reference Number (SRN) or Holder Identification Number (HIN), details and postcode.

By post: Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

By facsimile: In Australia (02) 9287 0309  
From outside Australia +61 2 9287 0309

By delivery: Link Market Services Limited  
Level 12, 680 George Street  
Sydney South NSW 2000

*Voting by Attorney*

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company or Link Market Services Limited no later than 11:00am (AEST) on 1 August 2011 being 48 hours before the Annual General Meeting.

*Corporate Representatives*

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Annual General Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the Meeting a properly executed letter or other document confirming its authority to act as the company's representative.

*Shareholder Questions*

If you wish a question to be put to the Chairman of the Annual General Meeting or auditor and you are not able to attend the Annual General Meeting, you may submit the question to the Registry prior to the meeting.

To allow time to collate questions and prepare answers, submitted questions are to be received by the Registry by 5:00pm, 27 July 2011.

## EXPLANATORY NOTES

This Explanatory Statement has been prepared for the information of shareholders of the Company (shareholders) in relation to the business to be conducted at the Company's 2011 Annual General Meeting.

The purpose of this Explanatory Statement is to provide shareholders with information that is reasonably required by shareholders to decide how to vote upon the resolutions. The Directors recommend that shareholders read this Explanatory Statement before determining whether or not to support the resolutions.

All of the resolutions to be voted on are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by shareholders entitled to vote on the resolution.

### ORDINARY BUSINESS

#### Resolution 1: Re-Election of Peter Lowe

Mr Peter Lowe retires by rotation pursuant to the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election as a Director. The Company's Constitution provides that one third of the non-executive directors of the Company must resign each year at the Annual General Meeting on a rotating basis. The directors who resign are eligible to stand for re-election.

Mr Lowe became a director of Norfolk on 8 April 2008. He is Chairman of the Audit and Risk Committee and a member of the Nomination and Remuneration Committee. Mr Lowe holds a Bachelor of Commerce and Master of Business Administration from the University of Melbourne and is a Member of the Australian Institute of Company Directors and a Fellow of CPA Australia. Mr Lowe's principal experience is in finance and corporate strategy in listed corporates. Mr Lowe has previously held senior manager positions with CPA Australia, UtiliCorp United Inc., United Energy Limited and Fosters Brewing Group Limited.

Mr Lowe is currently Chairman of United Energy Distribution Holdings Pty Ltd, Western Australia Network Holdings Pty Ltd and Multinet Group Holdings Pty Ltd and a director of Citywide Solutions Pty Ltd, Snowy Hydro Limited, Aurora Energy Pty Ltd and Meridan Energy Australia Pty Ltd. In the last three years Mr Lowe was also a director of Clever Communications Limited (formerly Access Providers Limited).

The Directors, with Mr Lowe abstaining, unanimously recommend that shareholders vote in favour of this Resolution.

#### Resolution 2: Re-Election of Peter Richards

Mr Peter Richards was appointed as a director on 1 September 2010. Mr Richards retires at this annual general meeting in accordance with the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election as a Director.

Mr Richards became a director of Norfolk on 1 September 2010 and has participated in all directors and committee meetings since that date. Mr Richards is Chairman of the Nomination and Remuneration Committee and a member of the Audit and Risk Committee. Mr Richards holds a Bachelor of Commerce from the University of

Western Australia. He has over 30 years of business and international experience with global companies including BP plc, Wesfarmers Ltd and Dyno Nobel Limited. Mr Richards retired as CEO of Dyno Nobel following its takeover in June 2008.

Mr Richards is currently Chairman of Kangaroo Resources Limited and Minbos Resources Limited, and a non-executive director of Bradken Limited, NSL Consolidated Limited, Emeco Group Limited and Sedgman Limited. In the last 3 years Mr Richards was also a director of Dyno Nobel Limited.

The Directors, with Mr Richards abstaining, unanimously recommend that shareholders vote in favour of this Resolution.

### **Resolution 3: Remuneration Report**

Section 250R(2) of the Corporations Act 2001 requires shareholders to vote on an advisory resolution that the remuneration report (the report) be adopted.

The report details the remuneration policy for the Company and reports the remuneration arrangements for key management personnel (identified for the purposes of the Accounting Standards) and other Norfolk employees. The report is available from page 53 of the Company's 2011 Annual Report.

The Chairman will give shareholders a reasonable opportunity to ask questions about or make comments on the report.

### **Resolution 4: Approval of Performance Rights Plan**

The Company seeks shareholder approval for the implementation of a new employee incentive plan, being the Norfolk Group Limited Performance Rights Plan (Plan), for the provision of incentives to eligible employees of the Company or any related body corporate of the Company and the grant of performance rights, and the subsequent issue or transfer of ordinary Norfolk Group Limited shares, to Participants under the Plan. The new Plan is being proposed to ensure Norfolk meets contemporary standards following the introduction of new taxation laws governing employee share scheme benefits in December 2009. Shareholder approval of the Plan also ensures issues under the Plan do not count towards the 15% limit on issues under ASX Listing Rule 7.1.

Norfolk's remuneration structure aims to align long term incentives for eligible employees with the interests of shareholders and to facilitate the retention of key personnel. The Plan aims to link the long term remuneration of eligible employees with the economic benefit derived by shareholders over the relevant measurement period and forms part of Norfolk's overall remuneration strategy.

The Plan is being introduced following a review of Norfolk's remuneration strategy and to address concerns about the tax effectiveness of the existing Long Term Incentive Plan (LTIP) which has been in operation since listing in 2007.

The Plan will allow the grant of performance rights (Performance Rights) to eligible employees of the Company or any related body corporate of the Company (Participants). A Performance Right is a right to acquire a cash bonus and fully paid ordinary shares in the Company, subject to specified service and performance conditions.



A summary of the rules for the Plan is set out below.

It is proposed that grants of Performance Rights will be made annually, following the announcement of Norfolk's full-year results. The Board will have discretion to make grants at other times.

### ***Overview***

The Plan allows Norfolk to issue Performance Rights to eligible employees which will automatically convert into a cash bonus and a number of shares after certain performance and service conditions have been satisfied or they will lapse.

### ***Who is eligible to participate?***

Participation in the Plan is by invitation only. That is, only those eligible employees invited by the board of Norfolk (Board) to apply will be able to participate. An employee includes a full or part time employee of Norfolk or any of its related bodies corporate. Executive directors may participate in the Plan. Non-Executive directors may not participate in the Plan. Casual employees and independent contractors are not eligible to participate in the Plan.

### ***Operation of the Plan***

The Plan is designed to provide Participants with an increased incentive to make a contribution to the long term growth and performance of Norfolk.

### ***Consideration for Performance Rights***

A Participant is not required to pay any consideration for the acquisition of a Performance Right or the vesting or exercising of a Performance Right (i.e. the shares allocated to the Participant on the exercising of the Performance Right are without consideration).

### ***Performance Rights vesting conditions***

Vesting of Performance Rights under the Plan will be subject to vesting conditions as determined by the Board and specified in the Participants' invitation(s), which may include service and/or performance conditions.

The Board may determine and specify in the invitation:

- (a) the time periods or other conditions, such as the achievement of performance hurdles, that must be satisfied before Performance Rights are vested; and/or
- (b) any other exercise conditions that must be satisfied before Performance Rights can be exercised.

The Board will determine the performance hurdles to be applied to awards under the Plan taking into account the Company's strategies and to ensure benefits are only delivered where the Company's performance has materially improved. Generally, any Performance Rights granted under the Plan for which performance hurdles are not met, will not vest. In this way, long-term incentive awards under the Plan will align employees' interests with those of shareholders. Details of the performance hurdles



determined by the Board for awards under the Plan will be set out in the Company’s annual Remuneration Report. Any grants of long-term incentive awards under the Plan to key management personnel will also be detailed in the Remuneration Report.

The quantum of awards granted to each Participant under the Plan will be determined taking into account the employee’s role, seniority and contribution to the Company, consistent with the Company’s remuneration philosophy.

***Vesting timeframes***

If Performance Rights have not lapsed and the performance conditions have been satisfied, Performance Rights will vest in accordance with the time frames set out in the Participants’ invitations(s).

***Lapsing of Performance Rights***

Subject to the Board determining otherwise, Performance Rights will lapse:

- (a) if the vesting conditions under the Plan have not been met at the vesting date; or
- (b) if the vesting conditions have not been met and the Board determines that the vesting conditions cannot be met by the vesting date; or
- (c) in accordance with the table below.

Column A: Termination Circumstances	Column B: Treatment of Unvested Performance Rights
Dismissal (termination for cause)	All unvested Performance Rights lapse on the date that employment terminates.
Resignation	All unvested Performance Rights lapse on the date that employment ceases unless the Board determines otherwise.
Termination as a result of death, total permanent disablement or for illness; or, Group Company initiated bona fide termination without cause (e.g. redundancy).	Performance Rights granted in the same financial year as the termination of employment will lapse in the same proportion as the remainder of the financial year bears to the full financial year.  Performance Rights that were granted in a financial year prior to the same financial year as termination of employment will not lapse on termination and will remain subject to the operation of the Plan.

### ***Transfer of Performance Rights***

A Participant is not entitled to assign, transfer, sell, encumber, hedge or otherwise deal with a Performance Right except in accordance with the Plan.

### ***Benefits under the Plan***

At the end of the vesting period relating to the Performance Rights the Company will pay the Participant a cash bonus of \$1,000. The Company will also perform a calculation to determine the value of the Performance Rights taking into account the volume weighted average price of ordinary shares of the Company on the vesting date and the number of the vested Performance Rights. If the value of the vested Performance Rights is less than \$1,000 no further action will be taken. If the value is greater than \$1,000, ordinary shares in the Company to the value of the Performance Rights less \$1,000 will be issued or transferred. In the event that ordinary shares are acquired on market and transferred to Participants an independent trust structure will be used to acquire and transfer the relevant shares.

### ***Rights attaching to Performance Rights Shares***

Ordinary shares issued or transferred on exercise of a Performance Right will rank pari passu with all existing Norfolk ordinary shares from the date of allocation and will be entitled in full to those dividends which have a record date for determining entitlements after the date of issue or transfer to the Participant. Participants cannot participate in new issues in relation to shares issued or transferred under the Plan unless the new issue has a record date after the date of issue or transfer of shares to the Participant.

### ***Quotation of Performance Right Shares***

Performance Rights will not be quoted on the Australian Stock Exchange (ASX). Norfolk will apply to the ASX for official quotation of shares issued on the exercise of the Performance Rights as soon as practicable after the shares are issued.

### ***Variation of the Plan***

The Board may alter the Plan or its application in accordance with the ASX Listing Rules and the Norfolk Constitution and otherwise in accordance with the terms of the Plan.

### ***Reorganisation of Capital***

If the Company undergoes a reorganisation of capital (other than by way of a bonus issue or issue for cash) of securities, the Company will adjust the terms of the Performance Rights and the rights of the Participants in compliance with the Listing Rules.

### ***Pro Rata Issue***

If the Company undertakes a pro rata issue (other than a bonus issue) of securities, the Company will, subject to the Listing Rules, adjust the terms of the Performance Rights and the rights of the Participants to ensure that the Participant is not advantaged or disadvantaged as a result of the pro rata issue.

### ***Change of Control***

If the Board reasonably believes that the Company will be subject to a change in control, whether by takeover bid, scheme of arrangement, de-merger, voluntary winding up or otherwise, the Board may in its discretion:

- (a) waive or accelerate any vesting conditions or any other restrictions on dealing;
- (b) require Performance Rights to be replaced with incentives in the new parent company which are, in its opinion, of a comparable value and on similar terms to the Performance Rights .

No shares have previously been issued under the Plan.

### ***Requirements for approval***

Shareholder approval of the Plan is sought for all purposes under the Corporations Act and the ASX Listing Rules.

Listing Rule 7.1 provides a formula that limits the number of equity securities Norfolk may issue without shareholder approval to 15% of each class of security within any 12 month period. There are no restrictions under the Plan on the maximum number of shares that may be issued under the Plan.

Exception 9 of Listing Rule 7.2 provides that the 15% restriction in Listing Rule 7.1 will not apply to an issue of shares under the Plan where the issue of securities under the Plan as been approved by a resolution of Shareholders made during the previous 3 years.

Resolution 4 provides for shareholder approval for the future issues of shares under the Plan for the purposes of Exception 9 of Listing Rule 7.2. Accordingly, if Resolution 4 is passed any shares issued under the Plan will be excluded from the calculation of the maximum number of new securities that can be issued by Norfolk in any 12 month period for a period of 3 years from the date of this approval. This will gave the Board the flexibility to issues shares under the Plan and also for other purposed.

For the purposes of ASX Listing Rule 10.14, it is envisaged that with respect to participation by executive directors, any shares to be delivered by the Company will be acquired on-market.

Section 260C(4) of the Corporations Act, which applies to the Company, permits the Company to provide financial assistance to persons for the purpose of acquiring shares in the Company under an employee share scheme provided shareholder approval is obtained.

The Directors, with Mr Wallace abstaining, unanimously recommend that shareholders vote in favour of this Resolution.



**By mail:**  
Norfolk Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



**By fax:** +61 2 9287 0309



**All enquiries to:** Telephone: 1300 881 079 Overseas: +61 2 8280 7506



**X99999999999**

**SHAREHOLDER VOTING FORM**

I/We being a member(s) of Norfolk Group Limited and entitled to attend and vote hereby appoint:

**STEP 1**

**APPOINT A PROXY**

the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 11:00am on Wednesday, 3 August 2011, at Cavalier Room, Christie Conference Centre, 56 Berry Street, North Sydney, NSW and at any adjournment or postponement of the meeting.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an **X**

**STEP 2**

**VOTING DIRECTIONS**

	For	Against	Abstain*		For	Against	Abstain*
<b>Resolution 1</b> Re-election of Director - Mr Peter Lowe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Resolution 3</b> Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b> Re-election of Director - Mr Peter Richards	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Resolution 4</b> Approval of Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**i** \* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**STEP 3**

**IMPORTANT - VOTING EXCLUSIONS**

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of Item 3 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he/she has an interest in the outcome of that Item and that votes cast by him/her for that Item, other than as proxyholder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 3 and your votes will not be counted in calculating the required majority if a poll is called on this Item.  
The Chairman of the Meeting intends to vote undirected proxies in favour of Item 3.

**STEP 4**

**SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED**

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).



## HOW TO COMPLETE THIS PROXY FORM

### Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

### Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

### Signing Instructions

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

### Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry.

## Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am on Monday, 1 August 2011**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



**ONLINE** > [www.investorcentre.linkmarketservices.com.au](http://www.investorcentre.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



**by mail:**

Norfolk Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



**by fax:**

+61 2 9287 0309



**by hand:**

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.  
This will assist in registering your attendance.**