



Notice of 2013 Annual General Meeting and Explanatory Memorandum

CIC AUSTRALIA LIMITED
ABN: 92 003 157 515



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Notice of Annual General Meeting of Shareholders

Notice is hereby given that the 2013 Annual General Meeting of Shareholders of CIC AUSTRALIA LIMITED (CIC) will be held at the CIC head office, Level 3, 64 Allara Street Canberra City ACT on Tuesday the 28th of May 2013 at 10.00am

BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Financial Report for the year ended 31 December 2012, together with the Directors' Report, Directors' Declaration and Auditor's Report thereon.

2. ELECTION OF DIRECTORS

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

That Mr Maurice William Loomes, who retires from the office of Director by rotation in accordance with Article 9.3 of the Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a Director of the Company.

That Mr Philip Adrian Tunstall, who retires from the office of Director by rotation in accordance with Article 9.3 of the Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a Director of the Company.

3. REMUNERATION REPORT

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

That the Remuneration Report, included in the Directors Report for the financial year ended 31 December 2012, be adopted by the Company.

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

Voting exclusion statement

A vote on Resolution 3 must not be cast (in any capacity) by or on behalf of the following persons:

- a) a member of the Key Management Personnel; or*
- b) a closely related party of such a member (such as close family members and any controlled companies).*

However, a person described above may cast a vote on this Resolution 3 if:

- the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and*
- the vote is not cast on behalf of a person described in (a) or (b) above.*

4. OTHER BUSINESS

To consider any other business that may be brought before the meeting in accordance with the Company's Constitution.

By Order of the Board

Melanie Andrews
Company Secretary
Canberra, 11 April 2013



PROXIES

A member who is entitled to attend and vote at the meeting may appoint a person, who need not be a member of the Company, as the member's proxy to attend and vote on behalf of the member.

If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes.

A proxy's authority to speak and vote for a member at the meeting is suspended if the member is present at the meeting. Unless the member specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.

A proxy form accompanies this notice. Should you wish to appoint a proxy, please complete the proxy form and return it (and any supporting documents attached) to the Company's registered office at least 48 hours prior to the meeting.

Chairman will vote undirected proxies in favour of all resolutions

If you appoint the Chairman as your proxy, or the Chairman is appointed your proxy by default, and the proxy form does not specify whether to vote "For", "Against" or "Abstain", your appointment will be taken as a direction to the Chairman to vote in accordance with his stated voting intention, which is to vote in favour of all resolutions.

Shareholders always have the ability to appoint the Chairman as their proxy and direct him to vote contrary to the Chairman's stated voting intention or to abstain from voting on a resolution.

The Chairman intends to vote any undirected proxies in favour of all resolutions including Resolution 3 (Adoption of the Remuneration Report).

Appointment of other Key Management Personnel as your proxy

Due to the voting exclusion referred to in the Notice of Meeting, if you intend to appoint any other Key Management Personnel or their closely related parties as your proxy, you are encouraged to direct your proxy on how to vote on Resolution 3 (Adoption of the Remuneration Report) by marking "For", "Against" or "Abstain" on the proxy form for the relevant item of business.

Attorney

If the appointment is signed by an attorney, a certified copy of the power of attorney must be sent with the proxy form, unless it has been provided previously.

Corporate Representatives

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



EXPLANATORY MEMORANDUM

Item 1 – Financial Statements

The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 31 December 2012 will be laid before the meeting in accordance with Section 317 of the *Corporations Act 2001*.

Neither the *Corporations Act 2001* nor the Company's Constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given the opportunity to raise questions or comments on the reports and statements at the meeting.

In addition, a reasonable opportunity will be given to members as a whole at the meeting to ask the Company's auditor, KPMG, 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

In accordance with Article 9.3 of the Company's Constitution and Listing Rule 14.4, at every Annual General Meeting, one third of the Directors for the time being or any Director who has held office for three years or more must retire from office by rotation, and is eligible for re-election.

Summary biographical data of Mr Loomes, who offers himself for re-election is set out below:

Mr M Loomes

*B.Comm (Econ Hons), F Fin
Chairman*

Independent Non-Executive Director

Mr Loomes has an extensive background in investment analysis and strategy and for a number of years was a senior executive with Guinness Peat Group plc. Mr Loomes has been a director of Ariadne Australia Limited since 2004 and Calliden Group Limited since 2000. He was appointed to the Board in 1994 and has been Chairman since 1995. Mr Loomes is also a member of the Audit and Remuneration Committees.

Directors' recommendation – The other members of the Board unanimously support the re-election of Mr Loomes, and recommend that shareholders vote in favour of the resolution.

Summary biographical data of Mr Tunstall, who offers himself for re-election is set out below:

Mr P Tunstall

*CA
Non-Executive Director*

Mr Tunstall has extensive expertise and experience in the financial, management and business sectors. He held the position of Chief Financial Officer of Guinness Peat Group (Australia) Pty Limited from August 2009 to June 2012. Mr Tunstall was appointed to the Board in 2009.

Directors' recommendation – The other members of the Board unanimously support the re-election of Mr Tunstall, and recommend that shareholders vote in favour of the resolution.

Item 3 – Remuneration Report

The Remuneration Report for the financial year ended 31 December 2012 is set out in the Directors' Report in the 2012 Annual Report.

The Remuneration Report sets out information relating to the following topics:

- the Company's philosophy, policies and practices with particular emphasis on linking and alignment of remuneration and corporate objectives and performance;
- structure of remuneration for Directors and executives, including short and long term performance based remuneration;
- information on equity schemes; and
- details of remuneration for Directors and executives for the year ended 31 December 2012.

S250R(2) of the *Corporations Act 2001* requires that at a listed company's Annual General Meeting a shareholders resolution that the Remuneration Report be adopted must be put to the vote.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting in accordance with section 250SA of the Corporations Act.

The vote on the Remuneration Report is advisory only and does not bind the Directors or the Company. However, Directors may take into account the outcome of the vote when considering relevant remuneration matters in future.

Directors' recommendation – The Directors unanimously recommend that you vote in favour of this advisory resolution.



AUSTRALIA
CIC Australia Limited
 ABN 92 003 157 515

Lodge your vote:

By Mail:

CIC Australia Limited
 PO Box 1000, Civic Square ACT 2608
 Level 3, 64 Allara Street, Canberra ACT 2601

By Fax:

02 6230 0811

For all enquiries call:

02 6230 0800

www.cicaustralia.com.au



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

Proxy Form

For your vote to be effective it must be received by 10.00am (AEST) on Sunday, 26 May 2013

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: I9999999999



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

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.



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IND

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 CIC Australia 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 CIC Australia Limited to be held at the CIC head office, Level 3, 64 Allara Street Canberra City ACT on Tuesday, 28 May 2013 at 10.00am 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 3 (except where I/we have indicated a different voting intention below) even though Item 3 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 3 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.

	For	Against	Abstain
2a. To re-elect Mr Maurice William Loomes as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2b. To re-elect Mr Philip Adrian Tunstall as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To adopt the Remuneration Report for the financial year ended 31 December 2012.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available 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

CNB

999999A

Computershare +