



27 September 2013

Dear Shareholder,

I am pleased to invite you to attend the Annual General Meeting ("AGM") of Scott Corporation Limited.

The AGM will be held at 10:30am on Thursday, 7 November 2013 at the Sydney offices of Johnson, Winter & Slattery located at Level 25, 20 Bond Street, Sydney NSW 2000.

Your Notice of AGM and Proxy Form, together with your Annual Report, for those that elect to receive it, for the Company for the year ended 30 June 2013 are enclosed.

Shareholder participation in the AGM is a valuable component of the Company's corporate governance system and we look forward to your attendance.

For further information or other enquiries, please contact me at your convenience on 02 9792 9400.

Yours faithfully

A handwritten signature in black ink, appearing to read "Karl E Cope", written in a cursive style.

Karl E Cope
Company Secretary

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Scott Corporation Limited

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the shareholders of Scott Corporation Limited (the "Company") will be held at The Offices of Johnson Winter & Slattery, Level 25, 20 Bond Street, Sydney NSW 2000 on Thursday, 7 November 2013 at 10.30am.

ITEMS OF BUSINESS

Accounts and Reports

1. To receive and consider the Financial Statements of the Company and its controlled entities for the year ended 30 June 2013 and the related Directors' Report, Directors' Declaration and Independent Audit Report.

Remuneration Report

To consider and if thought fit, to pass the following non-binding, **ordinary resolution**:

2. That the Remuneration Report for the year ended 30 June 2013 (as included in the Directors' Report) is adopted.

Re-election of Director

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

3. That Mr. Brett S. Johnson, who retires by rotation in accordance with Article 18.2 of the Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company.

Other Business

4. To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act 2001.

A handwritten signature in black ink, appearing to read 'Karl E Cope', is written over a white background.

By order of the Board

Karl E Cope
Company Secretary

VOTING EXCLUSIONS

Voting Exclusion Statement – Item 2

The Corporations Act provides that a member of the Company's key management personnel (KMP) (as disclosed in the Remuneration Report) or a closely related party of such KMP cannot cast a vote on Item 2. However, such a person may cast a vote on Item 2 if he or she does so as a proxy for a person who is permitted to vote, in accordance with a direction on the proxy form.

EXPLANATORY NOTES

ITEM 1 - ACCOUNTS AND REPORTS

In accordance with the Corporations Act, the Financial Statements of the Company and its controlled entities for the year ended 30 June 2013 and the related Directors' Report, Directors' Declaration and Independent Audit Report will be put before the Annual General Meeting.

There is no requirement for a formal resolution on this matter. Accordingly, there will be no formal resolution put to the meeting. Shareholders will be given a reasonable opportunity at the meeting to ask questions about these reports, or on general Company matters.

ITEM 2 - REMUNERATION REPORT

In accordance with s250R(2) of the Corporations Act, the Board is presenting the Company's Remuneration Report for the financial year ended 30 June 2013 for consideration. The Remuneration Report is contained in the Directors' Report included in the Company's 2013 Annual Report. The report explains the Company's remuneration policies and philosophies and sets out remuneration details for Directors and certain executives.

The resolution on the Remuneration Report (Item 2) is advisory only and does not bind the Company or its Directors. The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting for reviewing the Company's future remuneration arrangements.

The Board unanimously recommends that shareholders vote in favour of this resolution on the Remuneration Report.

Important: As noted above, the vote on the Remuneration Report is advisory only and does not bind the Company or its Directors. As a result of amendments to the Corporations Act known generally as the "two strikes rule", shareholders should note that the result of the vote on the Remuneration Report may affect next year's Annual General Meeting – if 25% or more of the votes cast on this resolution are "against", a resolution to spill the Board will be included on the 2014 Notice of AGM as required by the Corporations Act, if there are 25% or more of the votes cast on the remuneration report resolution in 2014 as well.

The Directors encourage shareholders to apply the same level of diligence as for the binding resolutions below in casting their vote on this resolution.

ITEM 3 - RE-ELECTION OF DIRECTOR

Brett S. Johnson

Mr. Brett Johnson retires in accordance with Article 18.2 of the Company's Constitution and, being eligible, offers himself for re-election.

Mr. Brett Johnson is a professional company director, aged 55, and joined the Board in March 2005. Mr. Brett Johnson has worked in the commercial legal field since 1981 and was the General Counsel of Qantas Airways Limited from 1995 to 2012. Mr. Brett Johnson is a non-executive director of Jetset Travelworld Limited and a former non-executive Director of Kai Medical Inc and Air Pacific Limited. In addition, Mr. Brett Johnson is a Fellow of the Australian Institute of Company Directors.

Mr Johnson is an independent non-executive Director, the Chairman of the Audit Committee, and a member of the Safety, Health and Environment Committee.

The Board (other than Mr Brett Johnson who abstained because of his interest in the resolution) unanimously recommends that shareholders vote in favour of this resolution (Item 3).

VOTING ENTITLEMENTS

Directors have determined that the shareholding of each shareholder for the purpose of ascertaining the voting entitlements for the Annual General Meeting will be as it appears in the share register at 7:00pm (AEDT) on 5 November 2013.

PROXIES

The Company encourages you to actively direct your proxy how to vote on each item by marking the appropriate boxes on the proxy form.

The Chairman of the Meeting intends to vote all available proxies, which have not directed him how to vote, in favour of all resolutions.

A shareholder has the right to appoint a proxy, who need not be a shareholder of the Company. If a shareholder is entitled to cast two or more votes, they may appoint no more than two proxies and specify the percentage of votes each proxy is appointed to exercise. Neither proxy is entitled to vote on a show of hands if more than one proxy attends. If it is desired to appoint two proxies, an additional proxy form can be obtained from Computershare (see below).

A proxy may be either an individual or a body corporate. If you wish to appoint a body corporate as your proxy, you must specify on the proxy form:

- the full name of the body corporate appointed as proxy; and
- the full name or title of the individual representative of the body corporate at the meeting.

If you appoint the Chairman of the Meeting as your proxy, you should note that the Chairman is a member of the Company's key management personnel and may only exercise your vote on Item 2 if you direct him how to vote, or authorise him to vote your undirected proxy as he sees fit.

The proxy form can be deposited with Computershare by doing one of the following:

- by lodging it online at Computershare's website www.investorvote.com.au; or
- faxing it to: (03) 9473 2555; or
- posting it by using the reply paid envelope to: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001, Australia; or
- delivering it to: Computershare Investor Services Pty Limited, Level 4, 60 Carrington Street, Sydney NSW 2000;
- Custodian voting - for Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Proxy forms must be received no later than Tuesday 5 November 2013, 10.30am (AEDT).

Scott Corporation Limited
ABN 74 003 707 499

Annual General Meeting Location:
The Office of Johnson, Winter & Slattery (Sydney)
Level 25, 20 Bond Street
Sydney NSW 2000
Thursday 7 November 2013, 10.30am

Registered Office:
55 Davies Road
Padstow NSW 2211
Telephone: (02) 9792 9400
Facsimile: (02) 9792 9410

Share Registry:
Computershare Investor Services Pty Ltd
GPO Box 242
Melbourne VIC 3001
Telephone: 1300 850 505
Facsimile: (03) 9473 2555

SCOTT

Scott Corporation Limited
ABN 74 003 707 499

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

Lodge your vote:



Online:
www.investorvote.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au



Cast your proxy vote



Access the annual report



Review and update your securityholding

Your secure access information is:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999



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

For your vote to be effective it must be received by 10.30am (Sydney time) on Tuesday 5 November 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 for Postal Forms

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. Delete titles as applicable.

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.investorcentre.com under the information tab, "Downloadable Forms".

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.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

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.



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 Scott Corporation 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 Scott Corporation Limited to be held at The Offices of Johnson Winter & Slattery, Level 25, 20 Bond Street, Sydney NSW 2000 on Thursday, 7 November 2013 at 10.30am 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 2 (except where I/we have indicated a different voting intention below) even though Item 2 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 2 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
2	To Adopt the Remuneration Report for the year ended 30 June 2013	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To re-elect Mr Brett S. Johnson as a Director of the Company	<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 ____ / ____ / ____

SCC

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Computershare +