



VIENTO GROUP LIMITED
ABN 79 000 714 054

**NOTICE OF GENERAL MEETING OF SHAREHOLDERS
EXPLANATORY MEMORANDUM AND PROXY FORM**

DATE OF MEETING

23 June 2011

TIME OF MEETING

2.30 pm Perth Time

PLACE OF MEETING

Celtic Club, 48 Ord Street, West Perth, Western Australia, 6005

This Notice of General Meeting and Explanatory Memorandum should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

NOTICE OF GENERAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the General Meeting of Viento Group Limited ("**Company**") will be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia, 6005 on Thursday, 23 June 2011 at 2.30 pm (Perth Time) ("**Meeting**").

The Explanatory Memorandum to this Notice of General Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice of General Meeting.

The following ordinary resolutions are requisitioned by Mariner Corporation Limited, being a Shareholder holding more than 5% of shares in the Company, pursuant to sections 249D and 203D(2) of the *Corporations Act 2001 (Cth)* ("**Corporations Act**").

ORDINARY BUSINESS

1. **RESOLUTION 1 – Election of Director, Mr Darren Olney-Fraser**

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

"That Mr Darren Olney-Fraser be appointed as a Director of the Company with effect from the close of this meeting"

2. **RESOLUTION 2 – Election of Director, Mr Donald Christie**

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

"That Mr Donald Christie be appointed as a Director of the Company with effect from the close of this meeting"

3. **RESOLUTION 3 – Election of Director, Mr Matthew Fletcher**

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

"That Mr Matthew Fletcher be appointed as a Director of the Company with effect from the close of this meeting"

4. **RESOLUTION 4 – Removal of Director, Mr Robert Nichevich**

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

"That Mr Robert Nichevich be removed as a Director of the Company with effect from the close of this meeting, subject to there being at least 3 directors if the director is removed"

5. **RESOLUTION 5 – Removal of Director, Mr Shane Heffernan**

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

"That Mr Shane Heffernan be removed as a Director of the Company with effect from the close of this meeting, subject to there being at least 3 directors if the director is removed"

6. **RESOLUTION 6 – Removal of Director, Mr Ray King**

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

"That Mr Ray King be removed as a Director of the Company with effect from the close of this meeting, subject to there being at least 3 directors if the director is removed"

7. RESOLUTION 7 – Removal of any other Directors

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

“That any persons appointed as Directors of the Company between 4 May 2011 and the date of this meeting be removed as a Director of the Company with effect from the close of this meeting, subject to there being at least 3 directors if the director is removed”

HOW TO VOTE

Voting in Person (or by attorney)

Shareholders or their attorneys who plan to attend the General Meeting are asked to arrive at the venue 10 minutes before the time designated for commencement of the General Meeting so that their attendance can be noted. Attorneys should bring with them original or certified copies of the power of attorney under which they have been authorised to attend and vote at the General Meeting.

Proxies

1. A shareholder who is unable to attend and vote at the meeting may appoint a proxy by completing and returning the attached proxy form in the manner provided below. The proxy need not be a shareholder of the Company.
2. A shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the shareholder's votes.
3. Forms to appoint proxies, and a power of attorney (if any) under which they are signed, must be lodged not less than 48 hours before the time of the general meeting as follows:
 - by hand:
Viento Group Limited
Level 3
11 Queens Road
Melbourne, Victoria 3004; or
 - by mail:
Viento Group Limited
Locked Bag 105
South Melbourne, Victoria 3205; or
 - by facsimile:
+61 3 9866 7029; or
 - by email:
info@vientogroup.com

Proxy forms must be returned by 4.30 pm Melbourne time (2.30 pm Perth time) on Tuesday, 21 June 2011 to be effective. Proxy forms received later than this time will be invalid.

Corporate Representatives

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed.

Attendance and Voting Eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that the persons eligible to vote at the General Meeting are those who are registered shareholders of the Company at 4.30 pm Melbourne time (2.30 pm Perth time) on Tuesday, 21 June 2011.

To vote in person, attend the Meeting on the date and at the place set out in this Notice of Meeting and Explanatory Memorandum.

BY ORDER OF THE BOARD OF DIRECTORS



Damian Wright
Company Secretary
17 May 2011

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum is intended to provide shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of General Meeting of the Company.

The Directors recommend shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

2. Requisition of Meeting

This General Meeting has been called by Viento Group in response to a request by the requisitioning shareholder in accordance with section 249D and 203D(2) of the *Corporations Act 2001* ("Corporations Act"). The requisitioning shareholder holds 9.22% of the votes that may be cast at a general meeting of Viento Group. The Directors are required to call the General Meeting under section 249D(5) of the Corporations Act.

At the date of the Notice of Meeting, the requisitioning shareholder has not provided the Company with any statement setting its reasons for requisitioning this meeting.

3. Resolutions 1–3: Election of Directors

In accordance with section 249N of the Corporations Act, the requisitioning shareholder, who holds 9.22% of the votes that may be cast at the General Meeting of Viento Group, has proposed the appointment of Mr Darren Olney-Fraser, Mr Donald Christie and Mr Matthew Fletcher as Directors of Viento Group.

No information was provided by the requisitioning shareholder about the skills, experience or education of its three nominee directors.

3.1. Resolution 1: Election of Director, Mr Darren Olney-Fraser

The appointment of Mr Olney-Fraser as a Director of Viento Group has been proposed by the requisitioning shareholder in accordance with section 249N of the Corporations Act.

Biography of Mr Olney-Fraser from the Mariner Corporation website:

Mr Olney-Fraser is a founding Director and Chief Executive Officer of Australian Public Trustees Limited. He holds Bachelors of Science and Laws from Monash University and a Master of Laws from the University of Melbourne. Mr Olney-Fraser was a corporate lawyer with Baker & McKenzie and Blake Dawson Waldron, and was a partner at Andersen Legal. He has grown business interests of over \$200M over the last 10 years and is also CEO of Mariner's largest shareholder, Stanfield Funds Management Limited.

Recommendation:

For the reasons set out in the covering letter to shareholders, the Directors of Viento Group recommend that shareholders vote **AGAINST** the election of Mr Olney-Fraser.

The Chairman of the Meeting intends to vote undirected proxies **AGAINST** this resolution.

3.2. Resolution 2: Election of Director, Mr Donald Christie

The appointment of Mr Christie as a Director of Viento Group has been proposed by the requisitioning shareholder in accordance with section 249N of the Corporations Act.

Biography of Mr Christie from the Mariner Corporation website:

Don Christie is a lawyer who has experience in business and compliance. Don holds the degrees of Bachelor of Laws, Masters degrees in Law and Tax and a Diploma from the Securities Institute of Australia. He has worked in compliance and regulatory roles (for ASIC's predecessors, the NCSC and ASC, including a period seconded to the Tricontinental Royal Commission). Don was Managing Director of Equity Trustees Ltd from 1999 to 2002 and is a former President of the Australian Trustee Corporations Association. He currently holds a number of non-executive directorships.

Recommendation:

For the reasons set out in the covering letter to shareholders, the Directors of Viento Group recommend that shareholders vote **AGAINST** the election of Mr Christie.

The Chairman of the Meeting intends to vote undirected proxies **AGAINST** this resolution.

3.3. Resolution 2: Election of Director, Mr Matthew Fletcher

The appointment of Mr Fletcher as a Director of Viento Group has been proposed by the requisitioning shareholder in accordance with section 249N of the Corporations Act.

Biography of Mr Fletcher from the Mariner Corporation website:

Matt Fletcher is an investment banker with a background in commercial/corporate finance and funds management. His previous roles have included CEO of boutique fund manager, Astrum Funds Management Ltd and senior management positions with Lloyds Banking Group plc, National Australia Bank Ltd (London) and St. George Bank Ltd. Matt holds a Bachelor of Business (Banking & Finance), a Post Graduate Diploma in Applied Finance & Investment and Diplomas in Property Development, Property Investment & Finance and Financial Services (Financial Planning). He is a Fellow of Financial Services Institute of Australasia and a Member of Australian Institute of Company Directors.

Recommendation:

For the reasons set out in the covering letter to shareholders, the Directors of Viento Group recommend that shareholders vote **AGAINST** the election of Mr Fletcher.

The Chairman of the Meeting intends to vote undirected proxies **AGAINST** this resolution.

4. Resolutions 4–6: Removal of Directors

The removal of three Directors, Mr Robert Nichevich, Mr Shane Heffernan and Mr Ray King has been proposed by the requisitioning shareholder in accordance with section 203D of the Corporations Act.

Brief details of their roles and responsibilities on the Board and their skills and background are set out below.

4.1. Resolution 4: Removal of Director, Mr Robert Nichevich

Mr Nichevich is the Chairman of Viento Group. He is a Fellow of the Institute of Chartered Accountants and Fellow of the Australian Institute of Company Directors.

Mr Nichevich started his own public accounting practice in 1973 and built it to 35 staff and three partners over 13 years before selling his interest in 1986.

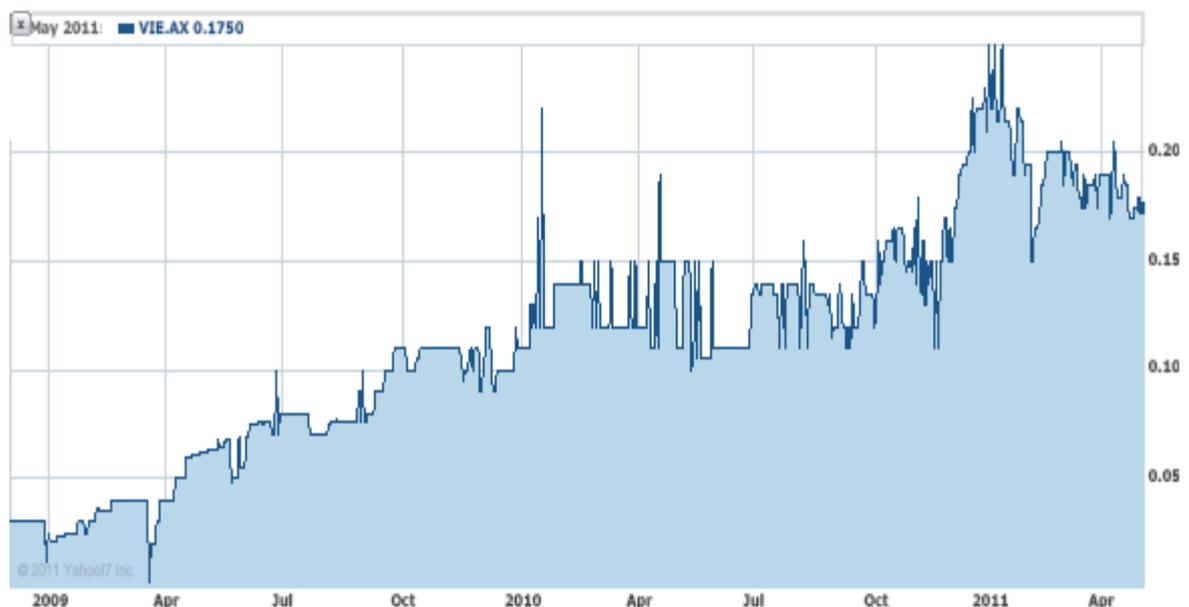
Mr Nichevich was on the Board of the Company Directors Association (now known as Australian Institute of Company Directors) between 1985 and 1990. He was responsible for establishing the Company Directors education course for aspiring company directors and training documents for business planning and marketing.

In 1984 Mr Nichevich was involved in the successful recapitalisation of Western Reefs Limited before becoming Managing Director in 1991. He successfully led the company through the exploration phase to gold production from two mines.

In 2000 Mr Nichevich established WRF Securities, the property and funds management company that has become Viento. Under his leadership WRF amassed funds under management of \$335 million until Mr Nichevich retired from his role of Managing Director and became a non-executive director in November 2007.

Coming out of retirement to return to Viento in an executive role in the midst of the Global Financial Crisis, Mr Nichevich was appointed Executive Chairman in December 2008.

The share performance of Viento Group since December 2008 is detailed in the graph below.



Recommendation:

For the reasons set out in the covering letter to shareholders, the Directors of Viento Group recommend that shareholders vote **AGAINST** the removal of Mr Nichevich.

The Chairman of the Meeting intends to vote undirected proxies **AGAINST** this resolution.

4.2. Resolution 5: Removal of Director, Mr Shane Heffernan

Mr Heffernan has been a Director since December 2010. He holds tertiary qualifications in Real Estate and Valuations. He is a Licensed Real Estate Agent and a Fellow of the Australian Property Institute.

Mr Heffernan is a director of Tranzact Property and has 30 years' experience in managing retail and commercial property transactions exceeding \$850 million in Australia and New Zealand. He is the Officer in Effective Control for the company's Victorian estate agent's licence and currently oversees Viento's property team and capital transactions.

Mr Heffernan is a former Director of Raine & Horne Victoria (now Savills).

Recommendation:

For the reasons set out in the covering letter to shareholders, the Directors of Viento Group recommend that shareholders vote **AGAINST** the removal of Mr Heffernan.

The Chairman of the Meeting intends to vote undirected proxies **AGAINST** this resolution.

4.3. Resolution 6: Removal of Director, Mr Ray King

Mr King is an Independent Non-Executive Director of Viento Group and holds a Bachelor of Economics (Honours). He has been a director since November 2007.

Mr King has 17 years' experience in the financial services industry in a range of investment advisory roles. He is currently Managing Director of Sovereign Investment Research providing specialist investment advice and management consulting to institutional investors on alternative asset classes and investments.

Prior to this role, Mr King was manager of asset consulting services at Towers Perrin before moving to Head of Wholesale Business at Industry Fund Services, where he managed the investment advisory services to a range of major industry superannuation funds and several corporate and public sector superannuation funds and authorities.

Mr King commenced his career in market research with Broken Hill Proprietary Co Ltd (now BHP-Billiton) before moving into a principal economist role with Australia Post. He was then appointed to chief economist roles at both Telecom Australia and the State Electricity Commission of VIC, prior to becoming director of financial policy and operations for the Victorian State Department of Management and Budget/Treasury.

Recommendation:

For the reasons set out in the covering letter to shareholders, the Directors of Viento Group recommend that shareholders vote **AGAINST** the removal of Mr King.

The Chairman of the Meeting intends to vote undirected proxies **AGAINST** this resolution.

5. Resolution 7: Removal of any other Directors

Mr John Farrell is an Independent Non-Executive Director (appointed on 12 May 2011).

Mr Farrell has significant management experience in the property sector, including sourcing suitable land for subdivision developments, construction and investment. He also has extensive experience in senior management roles in mining-related industries.

From 2003 until 2009 Mr Farrell joined what was to become VDM Group Ltd as its Managing Director. At that time the company had revenues of less than \$20M per annum. The company was listed on the Australian Stock Exchange in 2006. At the time of his departure VDM had representation throughout Australia & offices in the UAE, Vietnam & India had revenues approaching \$500M per annum and over 1000 staff.

Mr Farrell will add significantly to Viento's ability to raise wholesale funds for property syndicates and introduce new property transactions to the business, which will contribute to the Company's growth and profitability.

He now represents and invests with corporate partners in a range of companies involved in transport, construction, mining camp accommodation, quarrying, property investment and marine activities of current combined revenues in excess of \$100 million and rapidly growing.

Recommendation:

For the reasons set out in the covering letter to shareholders, the Directors of Viento Group recommend that shareholders vote **AGAINST** the removal of Mr Farrell.

The Chairman of the Meeting intends to vote undirected proxies **AGAINST** this resolution.

GLOSSARY

ASX	means ASX Limited (ABN 98 008 624 691)
Board	means the Board of Directors of the Company
Company or Viento or Viento Group	means Viento Group Limited ABN 79 000 714 054
Corporations Act	means the <i>Corporations Act 2001 (Cth)</i>
Directors	means the directors of the Company
Explanatory Memorandum	means the explanatory notes accompanying the Notice of Meeting prepared for the information of shareholders in connection with the business to be transacted at the General Meeting
Melbourne time	means Australian Eastern Standard Time
Notice of Meeting	means the notice of meeting which accompanies this Explanatory Memorandum
Perth time	means Western Standard Time
resolution	means a resolution proposed pursuant to the Notice of Meeting
shares	means a fully paid ordinary share in the capital of the Company
shareholder	means a holder of a share in the Company

PROXY FORM

COMPANY ADDRESS:

Locked
Box 105

South
Melbour

«Holder_Name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPLECROSS WA 6953
770 Canning Highway,
APPLECROSS WA 6153
T: (08) 9315 2333
F: (08) 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

HIN/SRN No.: «Number»

SECTION A: Appointment of Proxy

I/We being a member(s) of VIENTO GROUP LIMITED and entitled to attend and vote hereby appoint:

OR

The meeting Chairperson
(mark with an "X")

Name of the person you are appointing if this person is someone other than the Chairperson of the meeting.

or failing the person named, or if no person is named, the Chairperson 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 General Meeting of the Company to be held at 2.30 pm Perth time on Thursday 23 June 2011 at Celtic Club, 48 Ord Street, West Perth, Western Australia and at any adjournment of that meeting.

SECTION B: Voting Directions to Your Proxy

Please mark with "X" in the box to indicate your voting directions to your Proxy:

Resolution	For	Against	Abstain*
1. Election of Director – Mr Darren Olney-Fraser	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Director – Mr Donald Christie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Director – Mr Matthew Fletcher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Removal of Director – Mr Robert Nichevich	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Removal of Director – Mr Shane Heffernan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Removal of Director – Mr Ray King	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Removal of any other Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

* 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.

SECTION C: Please Sign Below

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder 1

Security Holder 2

Security Holder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

My/Our contact details in case of enquiries are:

Contact Name

Contact Number

2. NOTES

1. Name and Address

This is the name and address on the Share Register of VIENTO GROUP LIMITED. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. Appointment of a Proxy

If you wish to appoint the Chairperson of the Meeting as your Proxy please mark 'X' in the box in Section A. Please also refer to Section B of this proxy form and ensure you mark the box in that section if you wish to appoint the Chairperson as your Proxy.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a Shareholder of VIENTO GROUP LIMITED.

3. Directing your Proxy how to vote

To direct the Proxy how to vote place an 'X' in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. 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 VIENTO GROUP LIMITED (03) 9866 7019 or you may photocopy this form.

To appoint a second Proxy you must:

- (a) On each of the Proxy forms, state the percentage of your voting rights or number of securities 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 of your votes; and
- (b) Return both forms in the same envelope.

5. Signing Instructions

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

Joint Holding: where the holding is in more than one name all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Share 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the company is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's Share Registry.

3. 6. Lodgement of Proxy

This proxy form (and any power of attorney under which it is signed) must be received no later than 4.30 pm Melbourne time (2.30 pm Perth time) on Tuesday 21 June 2011 being 48 hours before the time for holding the meeting. Any proxy form received after that time will not be valid for the scheduled meeting. Please lodge the proxy form with the Company. You are encouraged to submit your proxy by mail or fax. The addresses and fax number of the Company are as follows:

By mail:	Viento Group Limited Locked Box 105 South Melbourne VIC 3205
By Hand:	Viento Group Limited Level 3 11 Queens Road Melbourne VIC 3004
By Fax:	+ 61 3 9866 7029

PROXY FORM

COMPANY ADDRESS:

Locked
Box 105

South
Melbour

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPLECROSS WA 6953
770 Canning Highway,
APPLECROSS WA 6153
T: (08) 9315 2333
F: (08) 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

**Your directors
recommend you vote
as indicated below.**

SECTION A: Appointment of Proxy

I/We being a member(s) of VIENTO GROUP LIMITED and entitled to attend and vote hereby appoint:



OR

[Empty grid for name entry]

The meeting Chairperson
(mark with an "X")

Name of the person you are appointing if this person is someone other than the Chairperson of the meeting.

or failing the person named, or if no person is named, the Chairperson 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 General Meeting of the Company to be held at 2.30 pm Perth time on Thursday 23 June 2011 at Celtic Club, 48 Ord Street, West Perth, Western Australia and at any adjournment of that meeting.

SECTION B: Voting Directions to Your Proxy

Please mark with "X" in the box to indicate your voting directions to your Proxy.

Resolution

- 1. Election of Director – Mr Darren Olney-Fraser
- 2. Election of Director – Mr Donald Christie
- 3. Election of Director – Mr Matthew Fletcher
- 4. Election of Director – Mr Robert Nichevich
- 5. Election of Director – Mr Shane Heffernan
- 6. Removal of Director – Mr Ray King
- 7. Removal of any other Director

For	Against	Abstain*
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

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This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder 1
[Signature line]
Sole Director and Sole Company Secretary

Security Holder 2
[Signature line]
Director

Security Holder 3
[Signature line]
Director / Company Secretary

My/Our contact details in case of enquiries are:

Contact Name

Contact Number

[Empty grid for contact name]

[Empty grid for contact number]

NOTES

6. Name and Address

This is the name and address on the Share Register of VIENTO GROUP LIMITED. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

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If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a Shareholder of VIENTO GROUP LIMITED.

8. Directing your Proxy how to vote

To direct the Proxy how to vote place an 'X' in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

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To appoint a second Proxy you must:

- (b) On each of the Proxy forms, state the percentage of your voting rights or number of securities 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 of your votes; and
- (b) Return both forms in the same envelope.

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If a representative of the company is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's Share Registry.

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By Hand:	Viento Group Limited Level 3 11 Queens Road Melbourne VIC 3004
By Fax:	+ 61 3 9866 7029