

NOTICE OF ANNUAL GENERAL MEETING 2012

Notice is hereby given that the Annual General Meeting of Members of Cabcharge Australia Limited will be held at –

Sheraton on the Park Hotel 161 Elizabeth Street, Sydney, NSW 2000

On Wednesday, 28 November 2012 at 11:00am (Sydney time)

ITEM 1 – FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Cabcharge Group financial report and the report of the Directors and the Auditor for the financial year ended 30 June 2012.

ITEM 2 – DIRECTOR APPOINTMENTS

To consider and, if thought fit, pass the following resolutions 1 to 4 (inclusive) as ordinary resolutions.

Resolution 1: Election of Reginald Kermode

“That Reginald Kermode who retires from the office of Director pursuant to Rule 6.1(f)(iii) of the Constitution of the Company and being eligible and having offered himself for re-election, is re-elected as a Director of the Company.”

Resolution 2: Election of Neill Ford

“That Neill Ford who retires from the office of Director pursuant to Rule 6.1(f)(ii) of the Constitution of the Company and being eligible and having offered himself for re-election, is re-elected as a Director of the Company.”

ITEM 3 – REMUNERATION REPORT

Resolution 3: Adoption of the Remuneration Report

Note: The vote on Resolution 3 is advisory only and does not bind the Directors or the Company.

“That for the purposes of s250R(2) of the *Corporations Act 2001*, and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Directors’ Report for the year ended 30 June 2012.”

Resolution 4: Spill Resolution

Note: Resolution 4 is a conditional resolution and a contingent poll will be held. The resolution will be deemed to have been withdrawn and the result of the contingent poll will not be valid if Resolution 3 passes on a majority of 75% (ie more than 75%). Please refer to the Explanatory Memorandum for further information.

“That, subject to Resolution 3 not being passed by more than 75% of votes cast at the Annual General Meeting in accordance with the Constitution of the Company, within 90 days of the date of this resolution another meeting of shareholders (**Spill Meeting**) be held and those Directors of Cabcharge Australia Limited prescribed by s250V(1)(b) of the *Corporations Act 2001* shall cease to hold office immediately prior to the end of the Spill Meeting and resolutions to appoint persons to fill those vacancies be put at the Spill Meeting.”

ITEM 4 – OTHER BUSINESS

To transact any other business which may be brought forward in conformity with the Constitution of the Company and the *Corporations Act 2001*.

NOTES

DETERMINATION OF SHAREHOLDERS' RIGHTS TO VOTE

For the purpose of the meeting, the Directors have determined that those shareholders holding shares at 7.00pm (Sydney time) on 26 November 2012 will be voting members of the meeting.

EXPLANATORY MEMORANDUM

The Explanatory Memorandum, which accompanies this Notice of Meeting, forms part of this Notice.

APPOINTMENT OF PROXIES

Please note that:

- A member entitled to attend and vote is entitled to appoint not more than two proxies;
- Where more than one proxy is appointed, the proxy may be appointed to represent a specific proportion of the member's voting rights;
- A proxy need not be a member;
- A proxy can either be an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:
 - Appoints an individual as its corporate representative to exercise its power at meetings, in accordance with s250D of the *Corporations Act 2011* (Cwth);
 - Provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting;
- Proxy forms must be lodged at least 48 hours prior to the meeting;

A proxy form accompanies this Notice. If the proxy form is signed by a person as an attorney, the power of attorney (or a certified copy) under which the proxy was signed must be lodged with the proxy form.

Directed proxies (being those where the proxy has been directed to vote for, against or to abstain) not voted will default to the person chairing the meeting who must exercise those proxies as directed.

LODGEMENT OF PROXIES

- To be valid, the proxy form (together with any power of attorney) must be received by the Company's Share Registry, Link Market Services Limited by 11:00am on Monday, 26 November 2012. We request that you return the proxy form in the reply-paid envelope provided. Alternatively, please post the proxy form to Locked Bag A14, Sydney South, NSW 1235 in sufficient time so it reaches Link Market Services by that time and date.
- The proxy form can also be sent via facsimile by 11:00am (Sydney time) on Monday, 26 November 2012 to Link Market Services on 02 9287 0309 in Australia or +61 2 9287 0309 if you are overseas.

CORPORATE REPRESENTATION

Any corporate member wishing to appoint a person to act as its representative at the meeting may do so by providing that person with a letter or certificate, executed in accordance with the corporate member's Constitution, authorising that person to act as the company's representative; or a copy of the resolution, certified by the Secretary or Director of the corporate member, appointing the representative.

By order of the Board



ANDREW SKELTON
COMPANY SECRETARY

17 October 2012

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the accompanying Notice of Meeting.

ITEM 1 – FINANCIAL STATEMENTS AND REPORTS

The *Corporations Act 2001* requires Cabcharge Australia Limited's Financial Statements, Directors' Report and Auditor's Report for the last financial year to be laid before the Annual General Meeting. The Financial Statements and the reports are contained in the 2012 Annual Report. A copy accompanies this Notice of Meeting – unless you have elected not to receive a copy of the Annual Report. While no resolution is required for this item, shareholders will be given the opportunity to ask questions and make comments on the Financial Statements and reports. The Company's Auditor will be present at the meeting and shareholders will have the opportunity to ask the Auditor questions in relation to the conduct of the audit, the Auditor's Report, the Company's accounting policies and the independence of the Auditor.

ITEM 2 – DIRECTOR APPOINTMENTS

Resolutions 1 and 2: Election of Directors

Pursuant to Rule 6.1(f)(ii) of the Constitution of the Company, Mr Reginald Kermode and Mr Neill Ford, both being last elected by the shareholders at the 2009 Annual General Meeting will retire at the Annual General Meeting and each will offer himself for re-election.

Ms Sharon Doyle, who was elected by Directors on 12 December 2011, will not be standing for re-election and will retire as a Director at the Annual General Meeting under Rule 6.1(e) of the Constitution of the Company.

The retirements and any re-elections will take effect from the conclusion of the Annual General Meeting, pursuant to Rule 6.1(j) of the Constitution of the Company.

Information about the candidates is as follows:

Mr Reginald Kermode AM MBE JP FAICD FAIM

Executive Chairman
Chief Executive Officer

Mr Kermode was appointed to the Board on 27 July 1980.

Mr Kermode founded Cabcharge in 1976. He is the Deputy Chairman of ComfortDelGro Cabcharge Pty Ltd (CDC), a Director of Cabcharge Asia Pte Limited and a Director of CityFleet Networks Ltd. Mr Kermode is also a Director of other Cabcharge Group entities. He is a past President of the New South Wales Taxi Council (1974-2001) and retired Director of the NSW Taxi Industry Association (1974-2000). He is a Fellow of The Australian Institute of Company Directors, a Fellow of The Australian Institute of Management, and is a Justice of the Peace.

Mr Kermode's contribution to transport has been widely acknowledged and he was elected as the International Vice President of the Taxicab Limousine and Paratransit Association (USA) from 1997-2001. Initially an engineer with what has become Telstra, Mr Kermode has maintained a strong contribution to public service throughout his career as demonstrated by his membership of the NSW Transport Joint Consultative Committee from 1994-2001 and the NSW Government Public Transport Authority from 1997- 2001.

Mr Kermode was a Member of the Olympic Transport Working Committee from 1990-2000 and has many years' experience on Safety Committees formed for the benefit of taxi drivers and other transport workers. Mr Kermode sat on the Urban Transit Authority from 1981-1989 and is regarded as a major contributor towards the development of a system designed to address the needs of transport disadvantaged sections of the community following the NSW government's undertaking in 1980 to recognise the needs of people with disabilities. Mr Kermode has been awarded a Member of the Order of Australia as well as an MBE prior to the introduction of the Australian Honours Award System in recognition of his contribution to transport and in particular wheelchair accessible transport.

Mr Kermode has led the Australian taxi industry into its preeminent position in technology utilisation against its global peers and has successfully overseen the Company's diversification program. As a result, Mr Kermode has been instrumental in converting a cottage industry participant into a diversified transport and financial services company that takes its place in the ASX 200. The Board of Directors believes that his dual role as Chairman and CEO has enabled Mr Kermode to lead the Company with the authority and tenacity required to facilitate such success.

Mr Neill Ford

Non-Executive Director

Mr Ford was appointed to the Board on 21 March 1996. He is Chairman of the Remuneration Committee and a member of the Marketing Committee.

Mr Ford is the Managing Director of Yellow Cabs (Qld) Pty Limited, a company operating a fleet of 1200 taxis and courier vans and has in excess of 30 years experience in taxi company management. As Chairman of Taxis Australia Pty Limited, Mr Ford represents 10,000 taxis across Australia. Mr Ford is a Director of ComfortDelGro Cabcharge Pty Ltd. Mr Ford has also recently been appointed to the Board of the City of Brisbane Investment Corporation. Mr Ford is a Fellow of the Australian Institute of Company Directors and a Fellow of the Australian Institute of Management.

Notes:

- The other Directors unanimously support the re-election of Mr Reginald Kermode.
- The other Directors unanimously support the re-election of Mr Neill Ford.
- The Chairman of the Meeting intends to vote undirected proxies in favour of Mr Reginald Kermode's and Mr Neill Ford's re-election.

ITEM 3 – REMUNERATION REPORT

Resolution 3: Adoption of the Remuneration Report

Section 250R(2) of the *Corporations Act 2001* requires that the section of the Directors' Report dealing with the remuneration of Key Management Personnel be put to the Annual General Meeting for adoption by way of a non-binding vote.

The Remuneration Report is contained in the 2012 Annual Report (**2012 Remuneration Report**).

Resolution 4: Spill Resolution

Spill Resolution subject to result of Resolution 3

Resolution 4 (**Spill Resolution**) is required to be included in this Notice of Meeting by Division 9 of Part 2G.2 of the *Corporations Act 2001* because the adoption of the Remuneration Report contained in the Company's 2011 Annual Report was passed on a majority of less than 75% at the 2011 Annual General Meeting.

If, at this Annual General Meeting, Resolution 3 is not passed, or passes but not by more than 75% of the votes cast, then the Company is required to put the Spill Resolution to a vote.

To allow the Company to progress the business of this Annual General Meeting without the need for any adjournment to consider the results of the vote on Resolution 3, the Company will proceed to put the Spill Resolution to a vote on a conditional basis. A contingent poll will be held on this basis. **The result of the vote on the Spill Resolution will only be valid if Resolution 3 is not passed, or passes but not by more than 75% of the votes cast. Conversely, if Resolution 3 passes on a majority of 75% (ie more than 75%), the Spill Resolution will be deemed withdrawn and any votes cast on the Spill Resolution prior to the withdrawal of the Spill Resolution will be treated as invalid.**

Majority required for Spill Resolution

The Spill Resolution will be carried by ordinary majority (more than 50%). If the Spill Resolution is valid and carried, a Spill Meeting must be held within 90 days of the passing of the Spill Resolution.

The Spill Meeting

If a Spill Meeting is held, the Directors who will cease to hold office immediately before the end of the Spill Meeting (unless they resign before the Spill Meeting) will, pursuant to s250V1(b)(i) of the *Corporations Act 2001*, be:

- Mr Ian Armstrong
- Mr Russell Balding
- Mr Neill Ford*
- Mr Phillip Franet
- Mr Donald McMichael

*This assumes Mr Ford is re-elected at this Annual General Meeting.

[Each of these Directors is eligible to stand for re-election at the Spill Meeting and intends to seek re-election.]

Pursuant to s250V(1)(b)(iii) of the *Corporations Act 2001*, Mr Reginald Kermode, if re-elected at this Annual General Meeting, being the Company's Managing Director, will not cease to hold office at the Spill Meeting.

The Spill Meeting, if required, will be subject to separate notice in accordance with the Constitution of the Company and the *Corporations Act 2001*. Nominations for director appointments at the Spill Meeting may be made in accordance with the Constitution of the Company and may include the Directors listed above.

The voting exclusions described below will not apply to the Spill Meeting and all shareholders will be entitled to vote on the Director appointments at the Spill Meeting.

Voting Exclusion:

The Company will disregard any votes cast on Resolution 3 in contravention of ss250R(4) and (5) of the *Corporations Act* or on Resolution 4 in contravention of s250V(2) of the *Corporations Act*:

- by or on behalf of a member of the Key Management Personnel whose remuneration is included in the 2012 Remuneration Report;
- by or on behalf of a closely related party (such as close family members and any controlled companies) of a member of Key Management Personnel whose remuneration is included in the 2012 Remuneration Report; or
- as a proxy of any of the above.

However, the Company need not disregard a vote cast on Resolution 3 or 4 if it is cast as a proxy for a person who is entitled to vote:

- in accordance with the directions (for, against or abstain) on the proxy appointment; or
- by the person chairing the meeting and the proxy appointment has not directed the proxy how they are to vote but has expressly authorised the person to exercise the proxy even if the resolution is connected directly or indirectly to the remuneration of a member of the Key Management Personnel.

Notes:

- The Directors do not give any recommendation in respect to Resolution 3 or 4.
- Where the Chairman of the Meeting is appointed as proxy for a member entitled to vote, the Chairman of the Meeting intends to vote, where authorised, all undirected proxies:
 - IN FAVOUR of all the proposed resolutions to be considered at this Annual General Meeting, other than Resolution 4 (Spill Resolution); and
 - AGAINST Resolution 4.