

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

Lodge your vote:



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

 For your vote to be effective it must be received by 10.00am on Sunday, 8 November 2009

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 →



YOUR SECURITYHOLDER INFORMATION IS AVAILABLE ONLINE, SIMPLY VISIT:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



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

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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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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 Ross Human Directions 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, as the proxy sees fit) at the Annual General Meeting of Ross Human Directions Limited to be held in the Blaxland A Room of the Swissotel, 68 Market Street, Sydney NSW at 10.00am on Tuesday, 10 November 2009 and at any adjournment of that meeting.

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 elect Mr Tim Trumper as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect Mr Fergus Allan McDonald as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 That the Remuneration Report for the year ended 30 June 2009 be adopted.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected 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 ____/____/____

RHD

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Computershare

Notice of Annual General Meeting

Ross Human Directions Limited ABN 25 003 758 709

Notice is hereby given that the twenty-first Annual General Meeting of Ross Human Directions Limited will be held in the Blaxland A Room of the Swissotel, 68 Market Street NSW 2000 at 10.00am on Tuesday, 10 November 2009.

**Shareholders who did not elect to receive a copy of the Ross Human Directions Limited 2009 annual report may access this at the following web site:
www.rossjuliaross.com/files/RHD_AnnualReport2009.pdf**

ORDINARY BUSINESS

Financial report and directors' and audit reports

1. To receive and consider the financial report, including the directors' declaration, for the year ended 30 June 2009 and the related directors' report and audit report.

Re-election of a director

2. To elect a director. Mr Tim Trumper was appointed a director by the board on 21 September 2009. In accordance with the Constitution, Mr Trumper retires at the Annual General Meeting and, being eligible, offers himself for re-election.

Mr Tim Trumper joined the board in September 2009.

Tim Trumper is a media and marketing executive who has held senior positions in media, internet and consumer marketing organisations including PBL and Time Warner and has twice been elected Chairman of the Magazine Publishers of Australia.

Tim has experience in Australia raising capital including working with private equity. He is a board member of Real Insurance, one of Australia's fastest growing general insurance companies. He has also been invited onto the Southern Cross University Foundation and is Chairman of alumni development. In March 2009, Tim joined the advisory board of Wholesale Investor and in August 2009 was appointed Media Controller for Beiersdorf Australia and New Zealand.

Tim has an MBA with distinction in Strategic Management from Southern Cross University and as a Director of The Bestest Foundation assisted in the establishment of this charity for disadvantaged Australian children.

Notice of Annual General Meeting

Ross Human Directions Limited ABN 25 003 758 709

(Continued)

Re-Election of a Director

3. To re-elect a director. Mr Fergus Allan McDonald retires by rotation and, being eligible, offers himself for re-election.

Allan McDonald joined the board in April 2000 and was appointed to the Chair. He is a member of both the Audit and Remuneration Committees.

He has had an extensive career in the investment and commercial banking fields. He is presently Chairman of Babcock & Brown Japan Property Management Limited (appointed 2005 - Responsible Entity of Astro Japan Property Trust) and Brookfield Multiplex Funds Management Limited and is a director of Billabong International Limited. In the three years immediately before the end of the financial year, Allan was also a director of the following companies: DCA Group Limited (from 1988 to 2006); and Brookfield Multiplex Limited (director from 2003 to 2007 and Chairman from 2005 to 2007).

Allan has a Bachelor of Economics degree from the University of Sydney and has completed the Advanced Management Programme at Macquarie University. He is a Fellow of the Australian Society of Certified Practising Accountants, a Fellow of the AIM, a Fellow of the AICD, and a Fellow of the Chartered Institute of Company Secretaries in Australia.

Remuneration Report

4. To consider and if thought appropriate, pass the following Advisory Resolution:

“That the Remuneration Report for the year ended 30 June 2009 (set out in the Directors’ Report) is adopted.”

The Directors’ Remuneration Report can be found in the 2009 Ross Human Directions Limited Annual Report. The Remuneration Report sets out the remuneration of Directors and Executives of the Group. A Remuneration Committee consisting of only the Non-Executive Directors has been established to evaluate and make recommendations regarding remuneration policy. The Chair of the Remuneration Committee is Mr Hugh Henderson. The Remuneration Report is submitted to Members for consideration in accordance with section 250R(2) of the Corporations Act 2001. The vote on this Resolution does not bind the Directors or the Company.



By Order of the Board

Gregory J Coolahan

Secretary

9 October 2009

Proxies

If you are unable to attend and vote at the meeting and wish to appoint a person who is attending as your proxy, please complete the enclosed form of proxy. This form must be received by the Company’s share registrar, Computershare Investor Services Pty Limited, by 10.00 am on 8 November 2009.

This completed form of proxy may be:

- Mailed to the address on the form in the reply-paid envelope, or
- Faxed to Computershare Investor Services Pty Limited on 61 3 9473 2555
- Custodian Voting: For Intermediary Online Subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

A member entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member’s voting rights. A proxy need not be a member of the Company.

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Dear Securityholder,

We have been trying to contact you in connection with matters arising from your securityholding in Ross Human Directions Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notice of meeting.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- Security Reference Number (SRN);
- ASX trading code;
- Name of company in which security is held;
- Old address; and
- New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Ross Human Directions Limited

