



## **NOTICE OF ANNUAL GENERAL MEETING**

**TIME: 11.00 AM**

**DATE: Thursday 26 November 2009**

**PLACE: Level 2 Export House  
22 Pitt Street  
SYDNEY NSW 2000**

**To members:**

Notice is hereby given that the 2009 Annual General Meeting of Palamedia Limited ("**the Company**") will be held on Thursday 26 November 2009 at 11.00 am at the offices of the Company, Level 2 Export House 22 Pitt Street, Sydney NSW 2000.

Find enclosed a Proxy Form and an Explanatory Statement that provides additional information on each resolution which forms part of this notice of meeting.

**AGENDA**

The Company's 2009 Annual Report will be tabled at the meeting.

**Resolution 1 - Adoption of Remuneration Report**

To consider and if thought fit to pass, with or without amendment, the following as an **ordinary resolution**:

*"That the remuneration report included in the 2009 directors' report dated 30 September 2009 be adopted"*

**Resolution 2 - Election of Director**

To consider and if thought fit to pass, with or without amendment, the following as an **ordinary resolution**:

*"That, Mr Jon Osborne who retires as a director in accordance with the Constitution of the Company is re-elected as a director"*

**Resolution 3 - Election of Director**

To consider and if thought fit to pass, with or without amendment, the following as an **ordinary resolution**:

*"That, Ms Catharine Retter who retires as a director in accordance with the Constitution of the Company is re-elected as a director"*

**Resolution 4 - Election of Director**

To consider and if thought fit to pass, with or without amendment, the following as an **ordinary resolution**:

*"That, Ms David Brocklehurst who retires as a director in accordance with the Constitution of the Company is re-elected as a director"*

Members who do not wish to attend the meeting but wish to record their vote should complete the enclosed proxy and return to the Company no later than close of business on Tuesday 24<sup>th</sup> November 2008 by post or fax.

The directors have determined that the record date shareholders eligible to receive the notice of meeting is 28 October 2009 and that the record date for shareholders eligible to vote at the annual general meeting is the 20 November 2009.

Dated: 29 October 2009

By order of the Board of Director

Dominique Henry  
Company Secretary

**Voting Exclusion Note:**

Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a shareholder who is entitled to vote in accordance with the directions on the proxy or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### **Resolution 1 - Adoption of Remuneration Report**

1. The 2009 Annual Report which includes the Remuneration Report contained within the Director's Report dated 30 September 2009 will be tabled at the meeting or can be inspected by members at the Company's registered office (and place of business) during normal office hours.
2. Pursuant to section 250R(2) of the Corporations Act, members are required to pass a resolution to adopt the Remuneration report included in the Company's Annual Report. Notwithstanding that the resolution is non-binding on the Company, it provides feedback to directors from the shareholders with respect to remuneration issues.

#### **Resolutions 2 to 4 - Election of Directors**

3. Each of the directors standing for re-election have been appointed a director since the last AGM and in accordance with the Constitution of the Company hold office until the next AGM. Being eligible, they each offer themselves for re-election.

## ***Proxy***

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**To: The Company Secretary  
Palamedia Limited  
PO Box R1608  
ROYAL EXCHANGE NSW 1225  
or by fax on (02) 9004-8699**

For the Annual General Meeting of members of Palamedia Limited to be held at the offices of the Company, Level 2 Export House 22 Pitt Street, Sydney NSW 2000 on Thursday, 26 November 2009 at 11.00AM(EST).

I/We.....  
*Name of shareholder*

of.....  
*Address*

being a member of Palamedia Limited entitled to vote at meetings of Palamedia Limited

appoint.....  
*Name of proxy*

of.....  
*Address of proxy*

or in his/her absence the Chairman of the meeting as my/our proxy, to vote for me/us and on my/our behalf of the General Meeting and at any adjournment thereof.

If two proxies are being appointed, the proportion of voting rights this proxy represents is .....%

I/We direct my/our proxy to vote as follows (optional):

	<b>Resolution</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1	Adoption of Remuneration Report			
2	Re-election of Jon Osborne as a Director			
3	Re-election of Catharine Retter as a Director			
4	Re-election of David Brocklehurst as a Director			

## Proxy

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If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do **not** wish to direct your proxy how to vote as your proxy in respect above then please place a mark in the box below.

By marking this box, you acknowledge that the Chair may exercise your proxy even if he has an interest in the outcome of the resolutions and that your votes cast by the Chair of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

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If you do not mark this box, and you have not directed your proxy how to vote, the Chair will cast your vote in favour of each resolution.

Signed this      day of November 2009

.....  
*Appointor's Signature*

### INSTRUCTIONS FOR COMPLETING PROXY FORM:

1. Proxies must be in writing under the hand of the appointor or his/her attorney duly authorised in writing. Should a member desire to direct the proxy how to vote, the member should place a mark X in the appropriate box, otherwise the proxy may vote as he or she thinks fit or abstain from voting.
2. Proxies and the power of attorney or other authority (if any under which it is signed or a notarially certified copy of such power of attorney) must be deposited with The Secretary, Palamedia Limited, Level 2 Export House, 22 Pitt Street Sydney New South Wales, 2000 or mailed to PO Box R1608 ROYAL EXCHANGE NSW 1225 or faxed to Palamedia Limited on (02) 9004 8699 not less than 48 hours before the time appointed for holding the above meeting or adjournment meeting at which the proxy proposes to vote. **Proxy forms received later than this time will be invalid.**
3. A member entitled to attend and vote at the General Meeting 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. If a member appoints two proxies and the appointment does not specify the proportion or number of the members votes each proxy may exercise, each proxy may exercise half of the votes.
4. A proxy need not be a member of the company.
5. If this form of proxy is executed under power of attorney which has not been noted by the company, the instrument must accompany the form of proxy.
6. A proxy may be modified or withdrawn at any time before the meeting.
7. A member who appoints a proxy may attend the meeting but will invalidate his/her proxy if they vote.