

000001 000 MCU
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 11.00am (Melbourne time) Saturday 28 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.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.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- ☒ Review your securityholding
- ☒ Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



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.



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 Mitchell Communication Group 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 Mitchell Communication Group Limited to be held at the Sebel Albert Park, 65 Queens Road, Melbourne, Victoria on Monday 30 November 2009 at 11.00am (Melbourne time) 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
Item 2 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Stuart James Mitchell as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Re-election of Stephen Alexander Cameron as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Re-election of Robert James Stewart as a Director of the Company	<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 / /

Notice of Annual General Meeting

MITCHELL COMMUNICATION GROUP LIMITED (“COMPANY”)

ABN 59 088 110 141

The Annual General Meeting of the Company will be held:

at: **11.00am** (Melbourne time) at the Sebel Albert Park, 65 Queens Road, Melbourne, Victoria

on: **Monday 30 November 2009.**

Business

The business of the meeting is to consider and if thought fit, to pass the following ordinary resolutions.

Accounts and Reports

1 Accounts and Reports

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.

2 Adoption of Remuneration Report

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

“That, in accordance with section 250R(2) of the Corporations Act, the Remuneration Report for the financial year ended 30 June 2009 be adopted.”

Election of Directors

3 Re-election of Stuart James Mitchell as a Director of the Company

Stuart James Mitchell retires by rotation in accordance with clause 57 of the Company’s Constitution and, being eligible, offers himself for re-election.

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

“That for the purposes of Article 57 of the Constitution, Stuart James Mitchell is re-elected as a Director of the Company.”

4 Re-election of Stephen Alexander Cameron as a Director of the Company

Stephen Alexander Cameron retires by rotation in accordance with clause 57 of the Company’s Constitution and, being eligible, offers himself for re-election.

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

“That for the purposes of Article 57 of the Constitution, Stephen Alexander Cameron is re-elected as a Director of the Company.”

5 Re-election of Robert James Stewart as a Director of the Company

Robert James Stewart retires by rotation in accordance with clause 57 of the Company’s Constitution and, being eligible, offers himself for re-election.

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

“That for the purposes of Article 57 of the Constitution, Robert James Stewart is re-elected as a Director of the Company.”

Other Business

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

Voting other information

Voting

The Board has determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the register of shareholders as at 7:00pm (Melbourne time) on Thursday 26 November 2009. Accordingly, transactions registered after that time will be disregarded in determining shareholders' entitlement to attend and vote at the meeting.

Required majority

The resolutions described in Item 2 to 5 above are ordinary resolutions and will be passed if at least 50% of votes cast by shareholders entitled to vote on the resolutions are cast in favour of the resolutions.

Proxies

Please note that:

- (a) a shareholder entitled to attend and vote at a meeting of shareholders may appoint:
 - (i) an individual or a body corporate; or
 - (ii) if the shareholder is entitled to cast two or more votes at the meeting, two persons,
as the shareholder's proxy or proxies to attend and vote for the shareholder at the meeting;
- (b) a proxy need not be a shareholder of the Company;
- (c) if the shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes (in which case any fraction of votes will be disregarded);
- (d) if the shareholder appoints two proxies, neither proxy may vote on a show of hands. If a shareholder appoints one proxy, that proxy may, subject to the Corporations Act, vote on a show of hands;
- (e) the shareholder or the shareholder's power of attorney who has not received any notice of revocation of the authority must sign the proxy form. If the shareholder's attorney executes the authority, the original power of attorney or a notarially certified copy of it must be forwarded with the appointment;
- (f) proxies given by a body corporate must be signed by a Director, Company secretary, sole Director and sole Company secretary or under the hand of a duly authorised officer or attorney;
- (g) the proxy form (and any power of attorney or other authority (if any) under which the proxy is signed, or a certified copy of it) must be lodged by 11.00am (Melbourne time) on Saturday 28 November 2009 at the share registry of the Company, Computershare Investor Services Pty Limited, located at PO Box 242, Melbourne Victoria 3001 or by facsimile to Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Other information

Accompanying this Notice of Meeting is an Explanatory Memorandum. The Explanatory Memorandum contains important explanatory and other information for shareholders in relation to the resolutions.

Shareholders should read and consider this information carefully in conjunction with this notice.

Capitalised terms used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary at the end of the accompanying Explanatory Memorandum

By order of the Board



Dion Cust
Company Secretary
21 October 2009

Explanatory Memorandum

This Explanatory Memorandum contains important explanatory and other information for shareholders in relation to the resolutions set out in the attached Notice of Meeting.

Shareholders should read and consider this information carefully in conjunction with this notice.

Terms used in this Explanatory Memorandum are defined in the Glossary at the end of this Explanatory Memorandum.

Item 1: Accounts and Reports

A Accounts and Reports

Section 317 of the Corporations Act requires the Company to lay before the Annual General Meeting:

- (a) the financial report;
- (b) the Directors' report; and
- (c) the auditor's report,

for the last financial year that ended 30 June 2009.

There is no requirement for a formal resolution to approve such reports. However, an opportunity will be provided for shareholders to ask questions of Directors and the auditors in relation to the reports.

Item 2: Adoption of Remuneration Report

A Background: Remuneration Report

The Remuneration Report forms part of the Company's Annual Report and is available for shareholders to access and download from www.mitchells.com.au.

The Remuneration Report includes:

- (a) an explanation of the Company's policy for determining the remuneration of Directors and executives;
- (b) a discussion of the relationship between that policy and the Company's performance; and
- (c) details of the performance conditions associated with the remuneration of the Directors and executives.

B Why is shareholder approval required?

Section 250R(2) of the Corporations Act requires that the Company put a resolution to adopt the Remuneration Report to vote at the Annual General Meeting.

However, the vote on the proposed resolution in Item 2 is advisory only and will not bind the Directors or the Company. The Board will, however, take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Shareholders will be given a reasonable opportunity at the meeting to comment on and ask questions about the Company's Remuneration Report.

The Chairman of the meeting intends to vote undirected proxies in favour of the adoption of the Remuneration Report.

C Board Recommendation

The Board unanimously recommend that shareholders who are eligible to vote, vote in favour of the resolution.

Item 3: Re-election of Stuart James Mitchell as Director of the Company

A Background

Re-election of Director retiring by rotation

On 23 November 2006, Stuart James Mitchell was re-elected at a general meeting of the Company as a Director of the Company.

Article 57.1 of the Constitution requires that at each annual general meeting one-third of the Directors in office (or the number nearest to it but not more than one-third), and any other Director not in such one-third who has held office for 3 years or more (except the Managing Director), retire from office. Under article 57.4 of the Constitution, a retiring Director is eligible for re-election. Whilst not compulsory, but for the purposes of strong corporate governance, Stuart James Mitchell retires in accordance with article 57 of the Company's Constitution and offers himself for re-election.

The purpose of the resolution set out in Item 3 of the Notice of Meeting is to seek shareholder approval of the re-election of Stuart James Mitchell as Director of the Company.

B Why is shareholder approval required?

ASX Listing Rule 14 and Article 57 of the Constitution require the Company to hold an election of Directors each year to fill vacancies created by those Directors that have retired by rotation.

C Recommendation

Mr Mitchell is the Chief Executive Officer of the Company. Mr Mitchell has more than 17 years experience with the Company across all aspects of media from planning to negotiation of annual buying deals with major media organisations. Mr Mitchell has led the diversification of the Company from a traditional and digital focus to cover all communication channels, incorporating more than 20 separate but integrated businesses across Australia and New Zealand. Further, during his tenure as Chief Executive Officer, the Company has reported double digit revenue and profit growth in the financial years ended 30 June 2008 and 2009. Moreover, the company has maintained its position as Australia's leading media buyer and number 1 full service digital company and during the last financial year became Australia's number 1 search marketing company. The Board believes that Mr Mitchell's knowledge of the Australian media industry, and his standing within the industry, provides invaluable experience and knowledge to the Board and the Company as a whole. The Board, with Mr Mitchell abstaining, unanimously recommend that shareholders who are eligible to vote, vote in favour of the resolution.

Item 4: Re-election of Stephen Alexander Cameron as Director of the Company

A Background

Re-election of Director retiring by rotation

On 23 November 2006, Stephen Alexander Cameron was re-elected at a general meeting of the Company as a Director of the Company.

Article 57.1 of the Constitution requires that at each annual general meeting one-third of the Directors in office (or the number nearest to it but not more than one-third), and any other Director not in such one-third who has held office for 3 years or more (except the Managing Director), retire from office. Under article 57.4 of the Constitution, a retiring Director is eligible for re-election. Stephen Alexander Cameron retires in accordance with article 57 of the Company's Constitution and offers himself for re-election.

The purpose of the resolution set out in Item 4 of the Notice of Meeting is to seek shareholder approval of the re-election of Stephen Alexander Cameron as Director of the Company.

B Why is shareholder approval required?

ASX Listing Rule 14 and Article 57 of the Constitution require the Company to hold an election of Directors each year to fill vacancies created by those Directors that have retired by rotation.

C Recommendation

Mr Cameron has over 35 years experience in the advertising and marketing industry, including senior management positions at major advertising agencies, along with senior marketing positions in major Australian businesses. The Board believes that Mr Cameron's significant and extensive experience enables him to make a valuable contribution to the board as an independent non-executive Director. The Board, with Mr Cameron abstaining, unanimously recommend that shareholders, who are eligible to vote, vote in favour of the resolution.

Item 5: Re-election of Robert James Stewart as Director of the Company

A Background

Re-election of Director retiring by rotation

On 28 November 2007, Robert James Stewart was re-elected at a general meeting of the Company as a Director of the Company.

Article 57.1 of the Constitution requires that at each annual general meeting one-third of the Directors in office (or the number nearest to it but not more than one-third), and any other Director not in such one-third who has held office for 3 years or more (except the Managing Director), retire from office. Under article 57.4 of the Constitution, a retiring Director is eligible for re-election. Robert James Stewart retires in accordance with article 57 of the Company's Constitution and offers himself for re-election.

The purpose of the resolution set out in Item 5 of the Notice of Meeting is to seek shareholder approval of the re-election of Robert James Stewart as Director of the Company.

B Why is shareholder approval required?

ASX Listing Rule 14 and Article 57 of the Constitution require the Company to hold an election of Directors each year to fill vacancies created by those Directors that have retired by rotation.

C Recommendation

Mr Stewart has over 10 years experience as a company director and management consultant. He has been a director of a number of public and private companies in a diverse range of industries. Prior to this, Mr Stewart was national managing partner of Minter Ellison, one of Australia's leading law firms. The Board believes that Mr Stewart's significant and extensive boardroom and legal experience enables him to make a valuable contribution to the board as lead independent non-executive Director. The Board, with Mr Stewart abstaining, unanimously recommend that shareholders, who are eligible to vote, vote in favour of the resolution.

Glossary

ASX	Australian Securities Exchange or ASX Limited, as the context requires
ASX Listing Rules	Rules of the Official List of ASX
Company	Mitchell Communication Group Limited (ABN 59 088 110 141)
Constitution	The constitution of the Company
Corporations Act	Corporations Act
Director	A director of the Company
Remuneration Report	The remuneration report forming part of the Company's Annual Report for the period ending 30 June 2009 and dated 23 September 2009 which is available for shareholders to access and download from www.mitchells.com.au