

Annual General Meeting of Aveo Group Limited and General Meeting of Unitholders of Aveo Group Trust

Aveo Group Limited ABN 28 010 729 950
Aveo Funds Management Limited ABN 17 089 800 082
AFSL No. 222273 as Responsible Entity for
Aveo Group Trust ARSN 099 648 754

Notice is hereby given that the Annual General Meeting of shareholders of Aveo Group Limited (**Company**) will be held in conjunction with a General Meeting of unitholders of Aveo Group Trust (**Trust**) (together, **Aveo Group**). The meetings will be held on:

Date: Tuesday, 17 November 2015
Time: 10.00 am (Sydney time)
Place: Intercontinental Hotel,
117 Macquarie Street, Sydney, NSW



BUSINESS

Financial Statements and Report

As required by section 317 of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Annual Financial Report, including the Directors' Report and Financial Statements for the year ended 30 June 2015, together with the Independent Auditor's Report, will be laid before the meetings. The combined reports of the Company and the Trust for the year ended 30 June 2015 will also be laid before the meetings. No resolution is required for this item of business.

Election of Directors

To consider and, if thought fit, to pass the following ordinary resolutions:

1. 'That Mr Leonard McKinnon, who retires by rotation in accordance with clause 10.3 of the Company's Constitution, is re-elected as a director.'
2. 'That Mr Walter McDonald, who retires by rotation in accordance with clause 10.3 of the Company's Constitution, is re-elected as a director.'

Remuneration Report (Non-binding Resolution)

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

3. 'That for the purpose of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report for the year ended 30 June 2015 be adopted.'

The Remuneration Report is set out on pages 21 to 31 of the 2015 Annual Report. Please note that the vote on this resolution is advisory only, and does not bind the directors of Aveo Group.

Voting Exclusion Statement

Aveo Group will disregard any votes cast on this resolution by certain persons. Details of the voting exclusions applicable to this resolution are set out in the 'Voting exclusions' on page 4 of this Notice of Meetings.

Approval of the Aveo Group Performance Rights Plan

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

4. 'That for the purpose of the Corporations Act (including Chapter 2J), ASX Listing Rules (including for the purpose of ASX Listing Rule 7.2, Exception 9, as an exception to ASX Listing Rule 7.1), and for all other purposes, the Aveo Group Performance Rights Plan, and the issue of Performance Rights under that Plan, the principal terms of which are summarised in the Explanatory Notes, be approved.'

Voting Exclusion Statement

Aveo Group will disregard any votes cast on this resolution by certain persons. Details of the voting exclusions applicable to this resolution are set out in the 'Voting exclusions' on page 4 of this Notice of Meetings.

Approval of the Aveo Group Short Term Incentive Plan

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

5. 'That for the purpose of the Corporations Act (including Chapter 2J), ASX Listing Rules (including for the purpose of ASX Listing Rule 7.2, Exception 9, as an exception to ASX Listing Rule 7.1), and for all other purposes, the Aveo Group Short Term Incentive Plan and the issue of Short Term Incentive Deferred Securities under that Plan, the principal terms of which are summarised in the Explanatory Notes, be approved.'

Voting Exclusion Statement

Aveo Group will disregard any votes cast on this resolution by certain persons. Details of the voting exclusions applicable to this resolution are set out in the 'Voting exclusions' on page 4 of this Notice of Meetings.

Approval of the Issue of Short Term Incentive Deferred Securities to the Executive Director Under the Aveo Group Short Term Incentive Plan

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

6. 'That for the purpose of the Corporations Act, ASX Listing Rules, and for all other purposes, the issue of 102,641 Short Term Incentive Deferred Securities to Geoffrey Grady in accordance with the Aveo Group Short Term Incentive Plan, details of which are set out in the Explanatory Notes to this Notice of Meetings, be approved.'

Voting Exclusion Statement

Aveo Group will disregard any votes cast on this resolution by certain persons. Details of the voting exclusions applicable to this resolution are set out in the 'Voting exclusions' on page 4 of this Notice of Meetings.

Approval of the Issue of Performance Rights to the Executive Director in Accordance with the Aveo Group Performance Rights Plan Under the Aveo Group Long Term Incentive Plan

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

7. 'That for the purpose of the Corporations Act, ASX Listing Rules and for all other purposes, the issue of 124,166 Performance Rights to Geoffrey Grady in accordance with the Aveo Group Performance Rights Plan under the Aveo Group Long Term Incentive Plan, details of which are set out in the Explanatory Notes to this Notice of Meetings, be approved.'

Voting Exclusion Statement

Aveo Group will disregard any votes cast on this resolution by certain persons. Details of the voting exclusions applicable to this resolution are set out in the 'Voting exclusions' on page 4 of this Notice of Meetings.

Reapproval of the One-off Grant of Performance Rights to the Executive Director in Accordance with the Aveo Group Long Term Retention Plan Under the Aveo Group Long Term Incentive Plan

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

8. 'That for the purpose of the Corporations Act, ASX Listing Rules, and for all other purposes, the one-off grant of 701,439 Performance Rights to Geoffrey Grady in accordance with the Aveo Group Long Term Retention Plan under the Aveo Group Long Term Incentive Plan, details of which are set out in the Explanatory Notes to this Notice of Meetings, be approved.'

Note: This resolution is in the same terms as Resolution 7 of the Notice of Meetings held on 12 November 2014. As the Performance Rights approved pursuant to that resolution do not vest, and therefore Aveo Group stapled securities can not be issued, until 1 July 2018 which is after the expiry of the three-year time limit for the issue of securities pursuant to the resolution, Aveo Group is seeking reapproval of the grant of the Performance Rights.

Voting Exclusion Statement

Aveo Group will disregard any votes cast on this resolution by certain persons. Details of the voting exclusions applicable to this resolution are set out in the 'Voting exclusions' on page 4 of this Notice of Meetings.

Ratification of Placement of Stapled Securities to Institutional Investors

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

9. 'That for the purpose of ASX Listing Rule 7.4, and for all other purposes, the previous issue of 15,946,571 stapled securities to institutional investors announced by Aveo Group in May 2015, details of which are set out in the Explanatory Notes to this Notice of Meetings, be approved.'

Voting Exclusion Statement

Aveo Group will disregard any votes cast on this resolution by certain persons. Details of the voting exclusions applicable to this resolution are set out in the 'Voting exclusions' on page 4 of this Notice of Meetings.

Other Business

To transact any other business which may legally be brought before the meetings.

Explanatory Notes accompany and form part of this Notice of Meetings and securityholders should read this document in full.



Nicole Moodie
Company Secretary
14 October 2015

NOTES

Voting exclusions

The Corporations Act and the ASX Listing Rules require that certain persons must not vote, and Aveo Group must disregard any votes cast by certain persons, on some of the resolutions to be considered at the meetings.

For the purpose of these voting exclusions:

- The **Key Management Personnel (KMP)** of Aveo Group are those persons having authority and responsibility for planning, directing and controlling the activities of Aveo Group either directly or indirectly. It includes all directors (executive and non-executive) and selected members of the management team. The KMP of Aveo Group during the financial year ended 30 June 2015 are listed in section 1.1 of the Remuneration Report as set out in the 2015 Annual Report.

- A **Closely Related Party (CRP)** of a member of the KMP means:
 - a spouse or child of the member;
 - a child of the member's spouse;
 - a dependant of the member or of the member's spouse;
 - anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with Aveo Group; or
 - a company the member controls.
- The relevant interpretation of **associate** is in accordance with the ASX Listing Rules.

You may be liable for breach of the voting restrictions in the Corporations Act if you cast a vote that Aveo Group disregards.

These voting exclusions are described in the table set out below.

Resolution No.	Resolution description	Who is excluded from voting on the resolution?		
		As a shareholder?	As holder of a directed proxy?	As holder of an undirected proxy?
1 and 2	Election of Directors	No exclusions	No exclusions	No exclusions
3	Remuneration Report	KMP named in the Remuneration Report and their CRP	Proxy holder for KMP named in the Remuneration Report or their CRP	Proxy holder for KMP named in the Remuneration Report or their CRP Proxy holder who is a KMP or a CRP of a KMP (subject to Note 1 below)
4 and 5	Approval of the Aveo Group Performance Rights and Short Term Incentive Plans	Any director (except one who is ineligible to participate in any employee incentive scheme of the Company) and their associates (Excluded Persons)	Proxy holder for any Excluded Person	Proxy holder for any Excluded Person Proxy holder who is an Excluded Person (subject to Note 2 below) Proxy holder who is a KMP or a CRP of a KMP (subject to Note 1 below)
6, 7 and 8	Approval of the Issue of Performance Rights and Short Term Incentive Deferred Securities to the Executive Director	Mr Geoffrey Grady and his associates (Excluded Persons)	Proxy holder for any Excluded Person	Proxy holder for any Excluded Person Proxy holder who is an Excluded Person (subject to Note 2 below) Proxy holder who is a KMP or a CRP of a KMP (subject to Note 1 below)
9	Ratification of Placement to Institutional Investors	Telstra Super Pty Ltd as trustee for the Telstra Superannuation Scheme, Macquarie Investment Holdings No. 2 Pty Ltd and BSCL ACF Macquarie Financial Products Management Limited ATF RVG Sophisticated Investor Trust and any of their associates (Excluded Persons)	Proxy holder for any Excluded Person	Proxy holder for any Excluded Person Proxy holder who is an Excluded Person (subject to Note 2 below)

Note 1: The chair of the meeting (the **Chair**) will be entitled to vote an undirected proxy if the proxy appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Note 2: The Chair will be entitled to vote an undirected proxy if the proxy appointment includes a direction to vote as the proxy decides.

EXPLANATORY NOTES

Annual General Meeting of Aveo Group Limited and General Meeting of Unitholders of Aveo Group Trust

These Explanatory Notes have been prepared to assist securityholders to understand the business to be put to securityholders at the meetings detailed in the accompanying notice.

How to vote

Determination of securityholders' right to vote

For the purpose of ascertaining voting entitlements at the meetings, persons who are registered holders of securities as at 7.00 pm (Sydney time) on Sunday, 15 November 2015 will be voting members. This means that if you are not the registered holder of securities at that time, you will not be entitled to attend and vote in respect of those securities at the meetings.

Voting in person

Individual securityholders may attend and vote in person at the meetings. Corporate securityholders may appoint an individual to act as their representative to vote at the meetings, in accordance with section 250D of the Corporations Act.

If you wish to attend the meetings, please arrive 20 minutes before the start of the meetings and bring the enclosed proxy form to the meetings, to assist in registering your attendance and number of votes.

Voting by proxy

Securityholders who do not wish to attend the meetings may appoint a proxy to attend and vote on their behalf. A proxy need not be a securityholder.

Securityholders are entitled to appoint up to two proxies to attend the meetings and vote on their behalf. If you wish to appoint a second proxy, you may copy the enclosed proxy form. To appoint a second proxy, you must follow the instructions on the proxy form.

If the Chairman of the meetings is appointed, or taken to be appointed, as a proxy, but the appointment does not specify the way to vote on a resolution, then the Chairman intends to exercise all available votes in favour of the relevant resolution.

To be valid, your proxy form must be received no later than 10.00 am (Sydney time) on Sunday, 15 November 2015 (being 48 hours before commencement of the meetings). Further details in relation to voting by proxy are contained on the enclosed proxy form.

Resolutions

Ordinary resolutions are to be considered at the meetings. To validly pass an ordinary resolution, more than 50% of the votes cast by securityholders entitled to vote on the resolution must be in favour of the resolution.

FINANCIAL STATEMENTS AND REPORTS

Pursuant to the Corporations Act, the directors of a public company that is required to hold an annual general meeting must table the financial statements and reports (including the directors' report and auditor's report) for the previous year, before its securityholders at that annual general meeting.

The Financial Report, Directors' Report and Auditor's Report for Aveo Group, the Company and the Trust for the year ended 30 June 2015 will be laid before the meetings. There is no requirement for securityholders to approve those reports. However, the Chairman will allow a reasonable opportunity for securityholders to ask questions or make comments about those reports and the management of Aveo Group. Securityholders will be given a reasonable opportunity to ask the auditor questions about

the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the meetings, written questions to the auditor about the content of the Auditor's Report or the conduct of the audit must be submitted no later than Tuesday, 10 November 2015 to:

The Company Secretary
Aveo Group
Level 5, 99 Macquarie Street
Sydney NSW 2000
Facsimile: (02) 9270 6199
Email: nicole.moodie@aveo.com.au

A list of any relevant written questions received will be made available to securityholders attending the meetings. The auditor will either answer the questions at the meetings or table written answers to them at the meetings. If written answers are tabled at the meetings, they will be made available to securityholders as soon as practicable after the meetings.

Securityholders have been provided with all relevant information concerning the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2015. A copy of the Annual Report has been forwarded to each securityholder who has elected to receive a paper copy of the Annual Report. Any securityholder who has not made this election and now wishes to receive a paper copy of the Annual Report should contact our registry, Computershare Investor Services, on 1300 658 814 (within Australia) or +61 3 9415 4316 (outside Australia). The Annual Report can also be viewed, printed and downloaded from the Aveo Group website: www.aveo.com.au.

RESOLUTIONS 1 AND 2: ELECTION OF DIRECTORS

Resolutions 1 and 2 relate to the election of directors.

Mr McKinnon and Mr McDonald were last re-elected as directors at the annual general meeting held on 1 November 2013.

Under the ASX Listing Rules and the Company's Constitution, a director must not hold office without re-election past the third annual general meeting following the director's appointment, or three years, whichever is longer. Further, under the Company's Constitution, at each annual general meeting one-third of the directors (or, if their number is not three nor a multiple of three, then the number nearest to one-third of all directors, excluding any directors who have been appointed since the previous annual general meeting) must retire from office.

A director who retires in accordance with these requirements is eligible for re-election. Accordingly, Messrs McKinnon and McDonald each retire at the end of the Annual General Meeting and offer themselves for re-election.

A summary of the qualifications and experience of Messrs McKinnon and McDonald is provided below:

Leonard McKinnon – Non-Executive Director

BA, LLB, MCom

Mr McKinnon joined the Aveo Group Board (**Board**) in May 2005. He has extensive experience in property financing and investment gained through approximately 30 years in banking and finance. Mr McKinnon established the property financing business of Bankers Trust Australia in 1993. In 2000, in partnership with Gresham Partners, he established the first institutionally supported property mezzanine debt funds in Australia. He was the managing director of the funds until 2005 and continues as a non-executive member of the Investment Committee on Gresham's follow-on funds. In 2010, he was appointed as Chair of the Investment Committee of AsheMorgan and was instrumental in the establishment of the group's asset syndication business. He has stepped down as Chairperson. In 2014, Mr McKinnon was appointed as Chair of an independent committee by Parramatta City Council to report on the use of Council owned land in third party developments. This includes the development of a number of projects to deliver the vision of a revitalised city centre in Parramatta Square. Mr McKinnon was appointed Chairman of the Audit Committee in December 2010.

Mr McKinnon is 62 years of age and has served on the Board for 10 years. The Board considers Mr McKinnon to be an independent director despite the length of his tenure.

Recommendation

The re-election of Mr McKinnon is unanimously recommended by the Board (other than Mr McKinnon who is seeking re-election).

Walter McDonald – Non-Executive Director

BEC, LLB (Hons)

Mr McDonald joined the Board in August 2012. He is recognised as one of Australia's leading legal practitioners with many years' experience in advising major government and corporate clients. Currently, Mr McDonald is a partner in the Corporate Division at Piper Alderman. During his career, Mr McDonald has gained experience across a wide range of areas of law including government, corporate, mergers and acquisitions, energy and resources, corporate finance, intellectual property, workout/recovery, major projects and technology, media and telecommunications. He is the Chair of RVNZ Investments Limited, one of the head entities of Retirement Villages Group. Mr McDonald was appointed as Chair of the Nomination and Remuneration Committee in June 2014.

Mr McDonald is 58 years of age and has served on the Aveo Group Board for three years. The Board considers Mr McDonald to be an independent director.

Recommendation

The re-election of Mr McDonald is unanimously recommended by the Board (other than Mr McDonald who is seeking re-election).

RESOLUTION 3: REMUNERATION REPORT (NON-BINDING RESOLUTION)

Resolution 3 relates to the Remuneration Report.

The Directors' Report for the year ended 30 June 2015 contains the Remuneration Report which sets out the policy for the remuneration of the directors and key management personnel. The Remuneration Report is set out on pages 21 to 31 of the 2015 Annual Report.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory only and does not bind the directors or the Company. Securityholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

However, under the Corporations Act, if at least 25% of the votes cast on the resolution at the annual general meeting are against adoption of the report, then:

- if comments are made on the report at the annual general meeting, the Remuneration Report for the financial year ending 30 June 2016 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if, at the 2016 annual general meeting, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report for the relevant financial year are against its adoption, a resolution (**Spill Resolution**) proposing that a general meeting (**Spill Meeting**) be called to consider the election of directors will be required to be put to members. For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the directors (other than any managing director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

The Remuneration Report forms part of the Directors' Report, made in accordance with a unanimous resolution of the directors.

Recommendation

Each of the directors recommends the Remuneration Report to securityholders for adoption.

RESOLUTIONS 4 AND 5: APPROVAL OF THE AVEO GROUP PERFORMANCE RIGHTS AND SHORT TERM INCENTIVE PLANS

Background and rationale

Resolutions 4 and 5 relate to the approval of the Aveo Group Performance Rights Plan (**Performance Rights Plan**) and the Aveo Group Short Term Incentive Plan (**STI Plan**). The Group's remuneration policy is to ensure that remuneration packages properly reflect the person's duties and responsibilities, and that remuneration is competitive in attracting, retaining and motivating people of the highest quality.

Performance Rights Plan

The Performance Rights Plan allows the Board to award rights to acquire Aveo Group stapled securities in the future (**Performance Rights**), subject to satisfaction of certain conditions, and has previously been approved by Aveo Group securityholders at the 2012 meetings. That approval provided the Board with maximum flexibility in managing its capital requirements. The approval, to the extent given for the purposes of ASX Listing Rule 7.2, will expire in November 2015 and needs to be renewed if the approval is to remain effective for the purpose of ASX Listing Rule 7.2. The purpose of Resolution 4 is to renew that approval.

STI Plan

The STI Plan allows the Board to award a short term incentive equity participation (payable in Aveo Group stapled securities) (**STI Deferred Securities**), subject to the satisfaction of certain conditions. The STI Plan does not itself require approval by Aveo Group securityholders. However, approval of the STI Plan by securityholders will provide the Board with additional flexibility in implementing the STI Plan by allowing it to satisfy its obligations under the STI Plan by either, or a mixture of, the issue of new Aveo Group stapled securities or the acquisition on-market of existing Aveo Group stapled securities. The purpose of Resolution 5 is to receive securityholder approval of the STI Plan for those purposes.

Terms of the Plans

A summary of the principal terms of the Performance Rights Plan and the STI Plan (together, the **Plans**) are set out in the Annexure to these Explanatory Notes. A copy of the Performance Rights Plan Rules is available on the Company's website: www.aveo.com.au.

Regulatory requirements

Under Chapter 2J of the Corporations Act, certain financial assistance given and self-acquisitions of shares under an employee incentive scheme are permitted, if the employee incentive scheme is approved by a resolution passed at a general meeting. Securityholder approval is being sought in respect of the STI Plan to enable existing Aveo Group stapled securities to be acquired on-market to satisfy obligations under the STI Plan.

Listing Rule 7.1 of the ASX Listing Rules provides that without the approval of the holders of ordinary securities, an entity must not issue or agree to issue equity securities, which amount to more than 15% of its issued share capital in any rolling 12-month period. However, ASX Listing Rule 7.2 sets out a number of exceptions to ASX Listing Rule 7.1. These exceptions include Exception 9, which is an issue under an employee incentive scheme if within three years before the date of issue, the holders of ordinary securities have approved the issue of securities under the scheme, as an exception to this rule. This approval continues for three years, at which time it must be renewed, or it will expire.

Securityholder approval is being sought to approve the issue of Performance Rights and STI Deferred Securities under the Plans in order to preserve the Company's capacity to issue up to 15% of its issued share capital without securityholder approval by allowing the Company to exclude any equity securities issued under the Plans (including those proposed to be issued pursuant to Resolutions 6-8) from the 15% calculation.

If Resolutions 4 and 5 are passed, the Company may rely on this exception for issues under the Plans during the period of three (3) years from the date of the meeting. In the absence of such approval, issues of STI Deferred Securities and Performance Rights under the Plans may be made, but must fall within and be permitted by the 15% calculation at the time of issue.

Since the approval of securityholders of the Performance Rights Plan in November 2012, 2,906,731 Performance Rights have been issued under the Performance Rights Plan.

A voting exclusion statement is contained on page 4 of the Notice of Meetings.

Recommendation

The non-executive directors of Aveo Group unanimously recommend the approval of the Plans. The executive director, Mr Grady, does not make a recommendation in respect of Resolutions 4 and 5 in view of his current and prospective participation in the Plans.

RESOLUTIONS 6, 7 AND 8: APPROVAL OF THE ISSUE OF PERFORMANCE RIGHTS AND SHORT TERM INCENTIVE DEFERRED SECURITIES TO EXECUTIVE DIRECTOR

Resolutions 6, 7 and 8 relate to the issue of 102,641 Short Term Incentive Deferred Securities under the STI Plan, the approval of the issue for 124,166 Performance Rights in accordance with the Performance Rights Plan and the reapproval of the issue of a one-off grant for 701,439 Performance Rights in accordance with the Aveo Group Long Term Retention Plan under the Aveo Group Long Term Incentive Plan (**Long Term Retention Plan**), to Mr Geoffrey Grady.

RESOLUTION 6: SHORT TERM INCENTIVE DEFERRED SECURITIES (Short Term Incentive Plan)

Mr Grady's remuneration package includes STI Deferred Securities comprising 19% of total potential remuneration, subject to the satisfaction of certain performance conditions. Details of the performance conditions used to calculate the STI Deferred Securities to which Mr Grady may be entitled in respect of the year to 30 June 2015, and the estimated value of the STI Deferred Securities, are set out in the Remuneration Report. The Nomination and Remuneration Committee determined on 21 July 2015 that the Group financial and operational performance conditions for the grant of the STI Deferred Securities had been met.

If Mr Grady completes a service period from 1 July 2015 to 30 June 2016 then, subject to the grant of those securities being approved at this meeting, the STI Deferred Securities will vest. If the grant of those securities is not approved at this meeting then, subject to him completing the required service period, Mr Grady will be entitled to receive a cash amount of equivalent value to the STI Deferred Securities. This cash amount is set out in the Remuneration Report.

RESOLUTION 7: PERFORMANCE RIGHTS (Long Term Incentive Plan)

Mr Grady's remuneration package includes a long-term incentive participation of 19% of total potential remuneration (issued as Performance Rights), subject to performance hurdles. If Mr Grady completes a service period from 1 July 2015 to 30 June 2018 and certain performance conditions are met, then the Performance Rights will vest. The performance conditions will be measured over the same three-year period (i.e. from 1 July 2015 to 30 June 2018) utilising the following performance hurdles:

- Relative Total Shareholder Return (RTSR) hurdle to apply to 50% of the Performance Rights; and
- Underlying Profit after Tax (UPT) hurdle to apply to 50% of the Performance Rights.

RTSR

Up to 50% of the total number of Performance Rights are exercisable if the RTSR reaches the level set out below:

RTSR relative to Total Securityholder Returns for a comparator group of entities	Proportion of Performance Rights that may be able to be exercised if RTSR hurdle is met
Less than the 50th percentile	Nil
50th percentile	25%
Above 50th percentile but less than or equal to 75th percentile	Pro-rata vesting from 25.1% to 49.9%
Higher than 75th percentile	50%

Total Securityholder Return (TSR) means the change in the price of Aveo Group stapled securities plus dividends and distributions of income or equity, over the three years commencing 1 July 2015 and ending on 30 June 2018 (RTSR Comparison Period), expressed as a percentage of the price of Aveo Group stapled securities at the commencement of the RTSR Comparison Period.

For the purposes of calculating TSR:

- the price of Aveo Group stapled securities will be the average closing price on the ASX over the 20 trading days up to the end of the relevant date of determination;
- the dividends and distributions are assumed to have been reinvested on the relevant ex-date;
- tax and franking credits (or equivalent) will be ignored;
- local currencies will be used so the impact of currency changes can be ignored; and
- any other aspects of the calculations are as determined by the Board in its discretion from time to time.

RTSR measures TSR for Aveo Group relative to the TSR of the following comparator group of entities:

- those included in the S&P/ASX 300 A-REIT Index as at 1 July 2015; and
- Lend Lease Group, Peet Limited, AVJennings Limited, Cedar Woods Properties Limited, Sunland Group Limited and Devine Limited,

over the RTSR Comparison Period.

If the S&P/ASX 300 A-REIT Index ceases to be published, any of the entities listed above cease to exist, or the Board determines that entities included in the index or listed above cease to provide an appropriate comparator group for TSR of Aveo Group stapled securities, the Board may, in its discretion, determine a more appropriate comparator group for determining RTSR.

UPT

The UPT target for each financial year will be determined by the Board annually. The UPT grant will vest 100% if total UPT over the period from 1 July 2015 until 30 June 2018 (UPT Comparison Period) equals or exceeds the total of the UPT targets for the UPT Comparison Period.

The grant of the Performance Rights to Mr Grady, subject to the approval of securityholders at this meeting, was approved by the Nomination and Remuneration Committee on 7 August 2015. If the grant of the Performance Rights is approved at this meeting, then the Performance Rights will be deemed to have been granted to Mr Grady on the date of this meeting. The Performance Rights will be granted to Mr Grady at no cost. In addition, there will be no amount payable for the allocated Aveo Group stapled securities when the applicable performance conditions are met. Each Performance Right carries an entitlement to receive one Aveo Group stapled security.

RESOLUTION 8: REAPPROVAL OF THE ONE-OFF GRANT OF PERFORMANCE RIGHTS THAT WAS APPROVED AT THE 12 NOVEMBER 2014 AVEO GROUP ANNUAL GENERAL MEETING (Long Term Incentive Plan)

The one-off grant of 701,439 Performance Rights to Mr Grady was originally considered and approved by Aveo Group securityholders at the 12 November 2014 meetings as part of the Long Term Retention Plan. This was more than three years before the earliest date on which any stapled securities will issue in respect of the Performance Rights which vest under the Long Term Retention Plan (i.e. 1 July 2018). Pursuant to ASX Listing Rule 10.15A.9, an approval to issue securities under an employee incentive scheme expires three years after the meeting at which the approval is granted. Accordingly, Aveo Group is now seeking reapproval of the grant of the 701,439 Performance Rights first approved at the 2014 meetings under the Long Term Retention Plan. **Please note that this is not a further grant of Performance Rights with respect to Mr Grady's participation in the Long Term Retention Plan.** The following explanatory material with respect to Resolution 8 is set out below and is materially the same as the explanatory note for Resolution 7 included in the Notice of Meetings held on 12 November 2014.

If Resolution 8 is not reapproved at this meeting, then, subject to Mr Grady meeting the required service and performance conditions, Mr Grady will be entitled to receive a cash amount of equivalent value to these Performance Rights, pursuant to the Long Term Retention Plan.

Mr Grady's remuneration package includes participation in a long-term retention plan, subject to service and performance conditions. The Board considers the retention of Key Management Personnel (**KMP**) critical until the retirement strategy for Aveo Group is fully delivered and financial targets are achieved in FY18. Accordingly, to ensure KMP stability until this time, the Nomination and Remuneration Committee decided to make a one-off grant of 701,439 Performance Rights (**Retention Performance Rights**) to Mr Grady on 19 September 2014. In addition to the service requirement that Mr Grady must remain in Aveo Group's employment until 30 June 2018, the following performance conditions must also be met before the Retention Performance Rights will vest:

- Return on Retirement Assets (**RoA**) condition to apply to 75% of the Retention Performance Rights; and
- Return on Equity (**RoE**) condition to apply to 25% of the Retention Performance Rights.

RoA

Up to 75% of the total number of Retention Performance Rights may vest if the RoA reaches the levels set out below:

Year	RoA	Proportion of Rights that may be exercised
FY16	≥ 6.5%	15%
	≥ 6.25%	11.25%
	≥ 6.0%	7.5%
	< 6.0%	nil
FY18	≥ 8.0%	60%
	≥ 7.75%	45%
	≥ 7.5%	30%
	< 7.5%	nil

If FY18 RoA is greater than or equal to 8.0%, the Board has the discretion to award the full 15% for FY16, even if the FY16 RoA target was not met, or only partially met.

RoA will be calculated as Retirement earnings before interest and tax, divided by average Retirement assets employed. Capitalised interest in Retirement development costs of goods sold is added back. Retirement assets employed at any date will be the sum of the carrying amounts of Retirement investment properties (including those under development), equity-accounted investments and aged care assets, all at 30 June 2013, together with cash expenditure (including development expenditure) on those assets to the date of calculation, less any cash recoveries of or from those assets to the date of calculation.

RoE

Up to 25% of the total number of Retention Performance Rights may vest if the RoE reaches the levels set out below:

Year	Average RoE	Proportion of Rights that may be exercised
FY16 – FY18	≥ 6.5%	25%
	≥ 6.0%	12.5%

RoE for a year will be calculated as the sum of the movement in securityholders' equity (excluding new issues of securities and any change in fair value of Retirement assets occurring after 30 June 2015, net of income tax) and dividends and distributions declared, divided by the opening balance of securityholders' equity. Average RoE for FY16 – FY18 will be calculated as the arithmetic average of RoE for those years.

The number of Retention Performance Rights to be granted will be 701,439, being three times Mr Grady's total fixed remuneration, divided by Aveo Group's Net Tangible Asset Price per security, as at 30 June 2014.

To the extent that the conditions are satisfied, the Retention Performance Rights vest on 1 July 2018 (including those resulting from meeting the FY16 RoA targets). After vesting, the stapled securities resulting from exercise of the Retention Performance Rights will be subject to a holding lock as follows:

- up to 50% of the stapled securities may be sold immediately;
- the next 25% of the stapled securities must be held for a further 12 months before being able to be sold (i.e. 1 July 2019); and
- the final 25% of the stapled securities must be held for a further two years before being able to be sold (i.e. 1 July 2020).

Where Special Circumstances apply, or Mr Grady ceases employment and is a Good Leaver, any Retention Performance Rights issued to Mr Grady vest pro-rata to the elapsed service period, to the extent that the performance conditions and any other relevant conditions imposed by the Board are satisfied at the expiry of the testing periods. In this case, a holding lock will not apply.

The Retention Performance Rights will vest pro-rata to the elapsed service period if a Change of Control Event occurs, and will not be subject to a holding lock. The Board has the discretion to award 100% of the Retention Performance Rights on a Change of Control.

The terms 'Special Circumstances', 'Good Leaver', 'Bad Leaver' and 'Change of Control Event' are defined in the Dictionary, which is attached to, and forms part of, the Directors' and Financial Report set out in the 2015 Annual Report.

Other conditions of these Retention Performance Rights are the same as those applying to Performance Rights awarded as LTIs.

ASX LISTING RULE REQUIREMENTS

Under Listing Rules 10.11 and 10.14, the prior approval of securityholders is required to an issue of securities to a director under an employee incentive scheme. The STI Plan, and the Long Term Incentive Plan, are each an 'employee incentive scheme' under the Listing Rules.

The further details required by the Listing Rules, relating to the proposed issue of Performance Rights and STI Deferred Securities, are set out below:

Resolution 6: Proposed issue of STI Deferred Securities under the STI Plan

The number of Aveo Group stapled securities that may be acquired by Mr Grady under the STI Plan	102,641
Names of all persons who require approval to participate in the STI Plan under ASX Listing Rule 10.14 who received Aveo Group stapled securities under the STI Plan since the last approval	Geoffrey Grady
Names of all directors entitled to participate in the STI Plan	Mr Grady is the only director who is eligible to participate in the STI Plan.
Terms of any loan in relation to the grant of the STI Deferred Securities	Not applicable.
Date on which the STI Deferred Securities will be issued	Any issue of Aveo Group stapled securities to Mr Grady under an approval granted by Resolution 6 will be made no later than three years after the date of this meeting.

Resolutions 7 and 8: Proposed issue of Performance Rights under the Long Term Incentive Plan

The number of Aveo Group stapled securities that may be acquired by Mr Grady under the Long Term Incentive Plan	124,166 (Performance Rights Plan) 701,439 (Long Term Retention Plan)
Names of all persons who require approval to participate in the Long Term Incentive Plan under ASX Listing Rule 10.14 who received Aveo Group stapled securities in accordance with the Performance Rights Plan and Long Term Retention Plan since the last approval	No persons who require approval to participate in the Long Term Incentive Plan under ASX Listing Rule 10.14 have received Performance Rights in accordance with the Performance Rights Plan and Long Term Retention Plan.
Names of all directors entitled to participate in the Long Term Incentive Plan	The Long Term Incentive Plan is of general application to all permanent full time or part time employees, and executive directors. As a result, Mr Grady is eligible to participate in the Performance Rights Plan.
Terms of any loan in relation to the grant of the Performance Rights	Not applicable.
Date on which the Performance Rights will be issued	If the issue of Performance Rights is approved by securityholders, they will be deemed to have been issued on the date of this meeting. Any issue of Aveo Group stapled securities to Mr Grady under an approval granted by Resolution 7 and Resolution 8 will be made no later than three years after the date of this meeting.

The details of any Performance Rights and Aveo Group stapled securities (including STI Deferred Securities) issued under the STI Plan and the Long Term Incentive Plan will be published in each annual report of the Group, relating to a period in which Aveo Group stapled securities have been issued. Each such annual report will confirm that approval for the issue of such securities was obtained under Listing Rule 10.14. No person for whom approval is required to participate in the Performance Rights Plan or the STI Plan, has been, or will be, issued Performance Rights or STI Deferred Securities until all necessary approvals have been obtained.

A voting exclusion statement is contained on page 4 of the Notice of Meetings.

Recommendation

Each of the directors (other than Mr Grady who is not entitled to vote) recommends the approval of the issue of Performance Rights and STI Deferred Securities to Mr Grady.

RESOLUTION 9: RATIFICATION OF PLACEMENT OF STAPLED SECURITIES TO INSTITUTIONAL INVESTORS

Generally, and subject to the exceptions set out in ASX Listing Rule 7.2, under ASX Listing Rule 7.1, the prior approval of holders of ordinary securities is required to an issue of equity securities if the securities will, when aggregated with securities issued by an entity during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12-month period.

Under ASX Listing Rule 7.4, an issue of securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the holders of ordinary securities subsequently approve the issue. ASX Listing Rule 7.1 requires the approval to be given by an ordinary resolution of securityholders.

Aveo Group seeks subsequent approval under ASX Listing Rule 7.4 for the issue of 15,946,571 Aveo Group stapled securities (each comprising an ordinary share in the Company stapled to an ordinary unit in the Trust) to institutional investors identified in the Appendix 3B lodged with the Australian Securities Exchange on 29 May 2015 (**Placement**). The 15,946,571 Aveo Group stapled securities issued under the Placement comprised approximately 3.19% of the number of Aveo Group stapled securities on issue 12 months prior to the date of the Placement. As the issue of 15,946,571 Aveo Group stapled securities did not breach ASX Listing Rule 7.1, the effect of the approval would be to refresh the Company's 15% capacity under ASX Listing Rule 7.1 so that the Company will have maximum capacity under ASX Listing Rule 7.1 to issue additional securities in the future (if necessary), up to the 15% limit without requiring securityholder approval. Any future equity raisings by Aveo Group would remain subject to the 15% limit set out in ASX Listing Rule 7.1.

The following additional information is provided in connection with the approval sought under Resolution 9.

Number of stapled securities issued	15,946,571
Price at which, and the names of the persons to whom, stapled securities were issued	<ol style="list-style-type: none">1) Issued to Telstra Super Pty Ltd as trustee for the Telstra Superannuation Scheme (Telstra) at a deemed issue price of \$2.8823 per stapled security;2) Issued to Macquarie Investment Holdings No. 2 Pty Ltd (Macquarie) at a deemed issue price of \$2.7889 per stapled security; and3) Issued to BSCL ACF Macquarie Financial Products Management Limited ATF RVG Sophisticated Investor Trust (SIT) at a deemed issue price of \$2.7889 per stapled security.
Terms of the stapled securities	The stapled securities rank pari passu with existing stapled securities.
Use of the funds raised	Stapled securities were issued to the above named institutional investors in consideration for the Company acquiring the following number of stapled securities in Retirement Villages Group: <ol style="list-style-type: none">1) 56,908,544 held by Telstra;2) 157,907,518 held by Macquarie; and3) 10,589,428 held by SIT.
Voting exclusion statement	Refer to page 4 of the Notice of Meetings.

Recommendation

The ratification of the Placement is unanimously recommended by the Board.

Annexure A – Summary of the Short Term Incentive and Performance Rights Plans

Eligibility	The Plans are open to full time or part time employees (including directors employed in an executive capacity) of Aveo Group, who are declared by the Board to be an eligible participant for the purposes of the Plans (Eligible Participant).
Allocation	<p>STI Plan From 1 July 2015, Short Term Incentives (STI) for all employees will be limited to 5% of the UPT before STI.</p> <p>Performance Rights Plan The Board expects to limit Performance Rights awarded under the Performance Rights Plan in respect of any financial year such that their fair value at grant date is less than or equal to \$1.5 million.</p>
Grant date	As determined by the Board in its absolute discretion.
Grant price	No payment is required on the grant of STI Deferred Securities or Performance Rights to an Eligible Participant, and no exercise price is payable by a participant upon their STI Deferred Securities or Performance Rights vesting.
Vesting	<p>The vesting of STI Deferred Securities is conditional on the satisfaction of service and other conditions attaching to the STI Deferred Securities.</p> <p>Where the relevant service conditions have been met, then the STI Deferred Securities will vest and be exercised into stapled securities.</p> <p>The vesting of Performance Rights is conditional on the satisfaction of service and performance conditions attaching to the Performance Rights.</p> <p>Where the relevant service and performance conditions have been met, then the Performance Rights will vest and be exercised into stapled securities.</p> <p>A Performance Right will lapse on the applicable performance conditions not being achieved within a prescribed period.</p> <p>Where a participant ceases to be an employee of Aveo Group in any of the circumstances referred to below, the Board may determine that any of the STI Deferred Securities or Performance Rights granted will vest during such period as the Board may determine, whether or not the date of vesting has been attained.</p> <p>The circumstances are:</p> <ul style="list-style-type: none"> • total and permanent disability; • death; and • any other circumstances the Board may determine. <p>Notwithstanding this, and subject to the ASX Listing Rules, the Board may vest some or all of the participant's STI Deferred Securities and/or Performance Rights, even if a service or performance condition has not been satisfied.</p> <p>The Performance Rights will vest on the date that stapled securities of Aveo Group become unstapled.</p>
Transferability	STI Deferred Securities and Performance Rights are not transferable, except on the participant's death, to his or her legal personal representative.
Lapse of STI Deferred Securities and Performance Rights	<p>All STI Deferred Securities and Performance Rights that have not vested on or before any expiry date nominated in the letter of offer of STI Deferred Securities and/or Performance Rights to a participant, automatically lapse and are not capable of being exercised.</p> <p>If a participant ceases to be an employee with Aveo Group (otherwise than for the reasons described above), that participant's STI Deferred Securities and/or Performance Rights lapse automatically on cessation of the employee's employment, unless the Board determines it is as a result of a special circumstance or the participant is a Good Leaver.</p> <p>The Board may also deem STI Deferred Securities and/or Performance Rights to lapse in certain circumstances, including if it believes a participant acts fraudulently or dishonestly, or breaches any employment obligation owed to an Aveo Group company.</p>
Stapled securities	<p>Each STI Deferred Security and Performance Right will entitle the participant to one stapled security upon vesting.</p> <p>On vesting of a STI Deferred Security or Performance Right, Aveo Group will cause the issue or transfer to the participant of, one stapled security in respect of each STI Deferred Security or Performance Right of the participant, which has vested.</p> <p>All stapled securities issued or transferred on the vesting of STI Deferred Securities and Performance Rights (as the case may be) will generally rank equally with the stapled securities for the time being on issue.</p> <p>The Company will seek official quotation (as necessary) of stapled securities, issued pursuant to the Plans, on the Australian Securities Exchange.</p>
Takeover, winding up, vesting	In broad terms, if a change in control of the Aveo Group occurs or is recommended by the Board, or a resolution is passed, or order made for the winding up of the Company, or the vesting of the Aveo Group Trust, a participant's Performance Rights will vest immediately, to the extent that the performance conditions attaching to securities have been satisfied as determined by the Board. Any vesting of a participant's STI Deferred Securities in these circumstances would be subject to the Board's discretion under the STI Plan.
Bonus issues, rights issues and capital reconstruction	<p>If Aveo Group makes a bonus issue, then the participants under the Performance Rights Plan will become entitled to a proportionately greater number of stapled securities on vesting of the Performance Rights, as if the Performance Rights had vested before the bonus issue.</p> <p>If there is any other form of capital reconstruction (including consolidation, sub-division, reduction, return or cancellation), the number of STI Deferred Securities and Performance Rights will be adjusted in accordance with the ASX Listing Rules.</p>
New issues	A participant under the Performance Rights Plan is not entitled to participate in any new issue of stapled securities in Aveo Group, other than as described above. However, adjustments may be made to the number of stapled securities to which the Performance Rights relate if a rights issue or entitlement offer is made to all or substantially all of the stapled securityholders of Aveo Group.
Amendments to the Performance Rights Plan	Subject to the ASX Listing Rules, the Board may amend the rules of the Performance Rights Plan, but no amendment may materially reduce the rights of participants generally, in respect of the Performance Rights granted to them, except an amendment made primarily to enable compliance with the law governing or regulating the Performance Rights Plan, or like plans, to correct a manifest error, to take into account changes in developments in taxation law, or to enable compliance with the ASX Listing Rules.



Aveo Group
 Aveo Group Limited ABN 28 010 729 950
 Aveo Funds Management Limited ABN 17 089 800 082
 AFSL No. 222273 as responsible entity for
 Aveo Group Trust ARSN 099 648 754

Lodge your vote:

Online:
www.investorvote.com.au

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



┌ 000001 000 AOG
 MR SAM SAMPLE
 FLAT 123
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 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

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

For your vote to be effective it must be received by 10:00am (Sydney Time) Sunday 15 November 2015

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Indicate who you want to appoint as your proxy: If you wish to appoint the Chairman of the Meeting (**Chairman**) as your proxy, mark the box. If you wish to appoint someone other than the Chairman as your proxy please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman will be your 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 or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item. If you wish to appoint as your proxy a Director or other member of the key management personnel of Aveo Group (other than the Chairman) or a closely related party of a member of the key management personnel of Aveo Group, you must specify how he or she should vote on Items 3, 4, 5, 6, 7 and 8 by completing the "For", "Against" or "Abstain" boxes opposite each of those items of business on the Proxy Form. If you do not do that, your proxy will not be able to vote on your behalf for those items of business.

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 for Postal Forms

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. Delete titles as applicable.

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 help tab, "Printable 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.

**GO ONLINE TO VOTE,
 or turn over to complete the form** →

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

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 Aveo Group 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Aveo Group Limited and Meeting of Unit Holders of Aveo Group Trust to be held at the Intercontinental Hotel, 117 Macquarie Street, Sydney NSW on Tuesday, 17 November 2015 at 10:00am (Sydney Time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 3, 4, 5, 6, 7 and 8 (except where I/we have indicated a different voting intention below) even though Items 3, 4, 5, 6, 7 and 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 3, 4, 5, 6, 7 and 8 by marking the appropriate box in step 2 below.

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
1	Re-election of Mr Leonard McKinnon as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Mr Walter McDonald as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Adoption of the Remuneration Report for the year ended 30 June 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of the Aveo Group Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Approval of the Aveo Group Short Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Approval of the issue of Short Term Incentive Deferred Securities to the Executive Director under the Aveo Group Short Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Approval of the issue of Performance Rights to the Executive Director in accordance with the Aveo Group Performance Rights Plan under the Aveo Group Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Re-approval of the one-off grant of Performance Rights to the Executive Director in accordance with the Aveo Group Long Term Retention Plan under the Aveo Group Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Ratification of Placement of Stapled Securities to Institutional Investors	<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. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary
 /Sole Director (no Company Secretary)

Contact
 Name

Securityholder 2

Director

Contact
 Daytime
 Telephone

Securityholder 3

Director/Company Secretary

Date / /