

ASHLEY SERVICES GROUP LIMITED ABN 92 094 747 510
SUPPLEMENTARY NOTICE - 2015 ANNUAL GENERAL MEETING

This Supplementary Notice relates to the 2015 Annual General Meeting (**Meeting** or **AGM**) of shareholders of Ashley Services Group Limited (**ASH** or the **Company**) to be held at Norton Rose Fulbright Australia, Level 18, 225 George Street, Grosvenor Place, Sydney on Friday, 30 October 2015 at 10:00 AM (Sydney time). The date and time of the meeting has not changed.

You should read this document in conjunction with the Company's Notice of 2015 Annual General Meeting and Explanatory Statement dated 28 September 2015 (**Original Notice of Meeting**).

Notice is hereby given that:

- A. Resolution 2 in the Original Notice of Meeting concerning the re-election of Vince Fayad as a director of the Company is withdrawn. Mr Fayad resigned as a director of the Company on 1 October 2015.
- B. Resolutions 4(a) and 4(b) below concerning the election of Ian Pratt and Marc Shrimpton as directors of the Company will be proposed at the AGM in addition to the resolutions in the Original Notice of Meeting (other than Resolution 2 which has been withdrawn in accordance with paragraph A above).

ORDINARY BUSINESS

4. Election of Directors

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

*"That **Mr Marc Shrimpton**, a Director appointed by the Directors as an additional Director on the Board, who in accordance with the Company's constitution holds office only until the close of the AGM, and who is eligible for re-election, be re-elected as a Director of the Company."*

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

*"That **Mr Ian Pratt**, a Director appointed by the Directors as an additional Director on the Board, who in accordance with the Company's constitution holds office only until the close of the AGM, and who is eligible for re-election, be re-elected as a Director of the Company."*

By Order of the Board



Ron Hollands
Company Secretary
20 October 2015

NOTES

IMPORTANT INFORMATION REGARDING THE APPOINTMENT OF A PROXY

1. A replacement proxy form accompanies this Supplementary Notice of Meeting.
2. If you are a shareholder and you are unable to attend and vote at the meeting, and wish to appoint a proxy, please complete and return the enclosed replacement proxy form. A proxy need not be a shareholder of the Company. Further details about the appointment of a proxy or body corporate representative are set out in the notes to the Original Notice of Meeting.
3. The replacement proxy form, together with the power of attorney or other authority (if any) under which the replacement proxy form is signed (or a certified copy of that power of attorney or other authority), must be received by the Company at least 48 hours before the time for holding the Meeting – that is, **by 10:00 AM (Sydney time) on Wednesday, 28 October 2015.**

Documents may be lodged with the Company by:

- **Online lodgement:** Lodge an electronic proxy at www.linkmarketservices.com.au
- **Mail:** Post documents in the accompanying reply-paid envelope to:

Ashley Services Group Limited
c/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

Documents which are posted will be deemed to have been served on the day following the day on which they are posted.

- **Facsimile:** Fax documents to the ASH share registry, Link Market Services Limited on (02) 9287 0309 if you are sending from within Australia or + 61 2 9287 0309 if you are sending from outside Australia.
- **Hand:** Deliver documents to the ASH share registry, Link Market Services Limited, at either:
Level 12, 680 George Street, Sydney NSW 2000
or
1A Homebush Bay Drive, Rhodes NSW 2138

4. You may lodge the replacement proxy form in substitution for the proxy form accompanying the Original Notice of Meeting. If you have already lodged a proxy form and subsequently lodge the replacement proxy form, only votes cast on the replacement proxy form will be counted.
5. If you have already lodged a proxy form with regard to the resolutions set out in the Original Notice of Meeting and do not lodge a replacement proxy form, then votes cast with regard to those resolutions in the original proxy form (other than votes cast with regard to Resolution 2 which has been withdrawn) will be counted and you will be taken to have abstained from voting on the additional Resolutions 4(a) and 4(b).

SUPPLEMENTARY EXPLANATORY NOTES

These Supplementary Explanatory Notes have been prepared for the information of shareholders in connection with the additional resolutions to be proposed at the 2015 Annual General Meeting of shareholders of the Company. The Directors recommend shareholders read these Supplementary Explanatory Notes in full before making any decision in relation to the additional resolutions in question.

ITEM 4 (a) – ELECTION OF DIRECTOR: MR MARC SHRIMPTON

Two of the Company's three Directors were appointed by the Directors in October 2015. Therefore, in accordance with the Company's constitution, they may hold office only until the close of the AGM but are eligible for re-election. Mr Marc Shrimpton will seek re-election on this basis at the 2015 AGM.

Mr Marc Shrimpton Executive Director

Mr Shrimpton was appointed to the Board on 1 October 2015.

Mr Shrimpton is currently a member of the Australian Institute of Company Directors. He also holds a Diploma of Management and Leadership and Certificate IV in Workplace Training and Assessment. He is currently undertaking the Owner / President Management program at Harvard Business School, Boston.

Mr Shrimpton joined the Company in 2000. He has been the key driver of Blackadder, a professional labour hire and recruitment services business since acquiring the business in 2007. He is General Manager Recruitment. As the business has developed, his role has become more strategic and he has been actively involved in growing the national footprint of the business.

Prior to the acquisition of Blackadder, Mr Shrimpton held a number of positions within the Company, including state manager roles in the Labour Hire and Training business and he has over 15 years' relevant industry experience.

He has a direct and indirect interest in 1,688,000 shares in the Company.

Directors' recommendation:

Each of the Directors (excluding Mr Marc Shrimpton) recommends that shareholders vote in favour of Item 4 (a).

ITEM 4(b) – ELECTION OF DIRECTOR: MR IAN PRATT

Two of the Company's three Directors were appointed by the Directors in October 2015. Therefore, in accordance with the Company's constitution, they may hold office only until the close of the AGM but are eligible for re-election. Mr Ian Pratt will seek re-election on this basis at the 2015 AGM.

Mr Ian Pratt Non-executive Chairman

Mr Pratt was appointed to the Board on 1 October 2015.

Mr Pratt has over 40 years' experience in the accounting profession and acts as a Director of a number of public and private companies. During this time, he has been involved in the recruitment, finance and property industries, and advises on income tax and related matters. Currently Mr Pratt is a Partner at Trood Pratt & Co Chartered Accountants and he is a Director of Charter Hall Direct Property Management Limited (formerly Macquarie Direct Property Management Limited). Mr Pratt is a Member of Chartered Accountants Australia and New Zealand.

He has an indirect interest in 15,060 shares in the Company.

Directors' recommendation:

Each of the Directors (excluding Mr Ian Pratt) recommends that shareholders vote in favour of Item 4 (b).



LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Ashley Services Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: +61 1300 554 474

SUPPLEMENTARY PROXY FORM

I/We being a member(s) of Ashley Services Group Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Friday, 30 October 2015 at Norton Rose Fulbright Australia, Level 18, 225 George Street, Grosvenor Place, Sydney** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 3: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 3, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*
3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4(a) Mr Marc Shrimpton be re-elected as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4(b) Mr Ian Pratt be re-elected as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Wednesday, 28 October 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Ashley Services Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

or

Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**