



Aurizon Holdings Limited
ABN 14 146 335 622

ASX Market Announcements
ASX Limited
20 Bridge Street
Sydney NSW 2000

BY ELECTRONIC LODGEMENT

5 September 2016

Notice of Annual General Meeting, Proxy Form & Annual Report

Please find **attached** a copy of the 2016 Notice of Annual General Meeting, accompanying Chairman's letter and Proxy Form (Notice) being sent to shareholders today for the Aurizon Holdings Limited (AZJ) Annual General Meeting which is to be held on Tuesday 18 October 2016 at 9am (Brisbane time) in the Ballroom Le Grand 3 at the Sofitel Brisbane Central (the Sofitel), 249 Turbot Street, Brisbane Queensland.

A printed copy of the 2016 Annual Report is also being mailed today to all AZJ shareholders who have elected to receive a printed copy.

A copy of the 2016 Annual Report was previously lodged with the ASX and along with the Notice is also available on the Company's website aurizon.com.au.

Regards

A handwritten signature in black ink, appearing to read "D. Smith".

Dominic D Smith
VP & Company Secretary



5 September 2016

Dear Shareholders

On behalf of the Board of Aurizon Holdings Limited (**Aurizon**), I am pleased to invite you to attend the Aurizon Annual General Meeting (**AGM**) on Tuesday 18 October 2016, in Ballroom Le Grand 3 at the Sofitel Brisbane Central, 249 Turbot Street, Brisbane QLD Australia 4000

The meeting is scheduled to start at 9:00am (Brisbane time).

Enclosed is the Notice of Meeting setting out the business of the AGM. For further details on the resolutions proposed at the AGM please refer to the Explanatory Notes. I urge all shareholders to read this material carefully before voting on the proposed resolutions.

If you are not able to attend the AGM I encourage you to appoint a proxy to attend and vote on your behalf. You may appoint a proxy by:

- using the share registry's website at investorvote.com.au; or
- completing the enclosed proxy form

In order to be valid, online proxies and proxy forms must be received no later than **9.00am (Brisbane time) Sunday 16 October 2016**.

If you plan to attend the AGM, please bring the enclosed proxy form to assist us in registering your attendance.

Shareholders are invited to join the Board for light refreshments at the conclusion of the AGM.

On behalf of all the Directors of Aurizon, we look forward to seeing you at the AGM.

Yours Sincerely

Tim Poole

Chairman & Independent Non-Executive Director
Aurizon Holdings Limited

Aurizon Holdings Limited

Notice of 2016 Annual General Meeting



Notice is given that Aurizon Holdings Limited (the **Company**) will hold its Annual General Meeting (**AGM**) at 9:00am (Brisbane time) on Tuesday, 18 October 2016, in Ballroom Le Grand 3 at the Sofitel Brisbane Central, 249 Turbot Street, Brisbane QLD Australia 4000, for the purpose of transacting the business set out in this Notice of Meeting (**Notice**).

If you are unable to attend the AGM you are encouraged to complete and return the proxy form accompanying this Notice.

You can lodge your completed proxy form with the Company's Share Registry, Computershare by:

- mailing it to Computershare using the reply paid envelope;
- posting it to GPO Box 242, Melbourne VIC 3001 Australia;
- lodging it online at Computershare's website investorvote.com.au and logging in using the control number found on the front of the accompanying proxy form, or scanning the QR code on the front of the accompanying Proxy Form with your mobile device and inserting your postcode;
- faxing it to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
- Intermediary Online subscribers (Institutions/Custodians) may lodge their proxy instruction online by visiting: intermediaryonline.com.

The completed proxy form must be received by Computershare no later than 9:00am Brisbane time on Sunday, 16 October 2016.

If you appoint a proxy the Company encourages you to direct your proxy how to vote on each item, by marking the appropriate box on the proxy form.

Business

1. Financial Statements and Reports

To receive and consider the Financial Statements, Directors' Report and Independent Auditor's Report of the Company and its controlled entities for the financial year ended 30 June 2016.

Note: There is no vote on this item.

2. Election of Directors

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

- a) "That Mr Russell Caplan, who retires by rotation and being eligible, be re-elected as a Director of the Company."
- b) "That Mr Michael Fraser, who was appointed as an addition to the existing Directors of the Company and being eligible, be elected as a Director of the Company."
- c) "That Ms Kate Vidgen, who was appointed as an addition to the existing Directors of the Company and being eligible, be elected as a Director of the Company."

3. Remuneration Report

To consider and, if thought fit, to pass the following as a non-binding ordinary resolution:

"That the Remuneration Report for the financial year ended 30 June 2016 be adopted."

Note: This resolution is advisory only and does not bind the Directors or the Company.

Additional Information

The Explanatory Notes set out on pages 2 to 3 of this Notice provide more information on each of the items of business.

Item 3 set out above is subject to a voting exclusion, details of which are set out in Voting Notes on pages 3 to 5 of this Notice.

By order of the Board

Dominic D Smith
Company Secretary
Brisbane, 5 September 2016



Explanatory Notes

The following Explanatory Notes ([notes](#)) have been prepared for the information of shareholders in relation to the business to be conducted at the Company's 2016 AGM.

The purpose of these notes is to provide shareholders with information they reasonably require to decide how to vote upon the resolutions. The Board recommends that shareholders read these notes before determining whether or not to support a resolution.

Item 1: Financial Statements and Reports

The Financial Statements, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2016 will be tabled at the AGM.

There is no requirement for shareholders to approve these reports. The Chairman of the AGM will, however, allow a reasonable opportunity for shareholders to ask questions on the reports and management of the Company at the AGM.

Shareholders will also be given a reasonable opportunity to ask a representative of the Company's auditor, PricewaterhouseCoopers ([PwC](#)), questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.

The Financial Statements, Directors' Report and Auditor's Report are also contained in the 2016 Annual Report ([Annual Report](#)) available on the Company's website [aurizon.com.au](#).

Item 2: Election and re-election of Directors

The Company's Constitution requires that an election of Directors must take place each year.

Mr Russell Caplan has been a Director of the Company since 2010 and, being eligible, offers himself for re-election.

The Company's Constitution and the ASX Listing Rules also require that all new Directors appointed to the Board are subject to election at the next AGM of the Company.

Mr Michael Fraser and Ms Kate Vidgen were appointed as additional members of the Board on 15 February and 25 July 2016 respectively and, being eligible, offer themselves for election.

The Board considers that individually and collectively the Company's Directors need to bring a level of skill, capability and experience that enables the Board to discharge its responsibilities effectively.

The Board's policy on Board composition is to ensure that at all times and through succession planning there will be an appropriate mix of skills and experience so as to provide, on an ongoing basis, the necessary breadth and depth of knowledge which is required to meet the Company's responsibilities and objectives.

The Board is satisfied that each Director who is standing for election and re-election is independent.

A formal review of the performance of all Directors who held office during the year ended 30 June 2016, including those Directors standing for election and re-election, was undertaken. The review processes are described in the Corporate Governance Statement on pages 38 to 43 of the Annual Report. Based on the review the Board recommends to shareholders that the Directors standing be re-elected or elected as the case may be.

Biographical details, skills and experience of Mr Caplan, Mr Fraser and Ms Vidgen are set out below and on pages 4 to 6 of the Annual Report.

2(a): Mr Russell Caplan

LLB, FAICD, FAIM

Mr Caplan has extensive international experience in the oil and gas industry. In a 42-year career with Shell, he held senior roles in the upstream and downstream operations, and corporate functions in Australia and overseas. From 1997 to 2006 he had senior international postings in the UK, Europe and the USA. From 2006 to July 2010 he was Chairman of the Shell group of companies in Australia.

Mr Caplan is Chairman of the Melbourne and Olympic Parks Trust. He is a former Non-Executive Director of Woodside Petroleum Limited and a former Chairman of Orica Limited and the Australian Institute of Petroleum.

Board Recommendation:

The Board (with Mr Caplan abstaining) recommends that shareholders vote in favour of the re-election of Mr Russell Caplan as a Director of the Company.

The Chairman of the AGM intends to vote all available proxies in favour of the re-election of Mr Caplan.

2(b): Mr Michael Fraser

BComm, FCPA, FTIA, MAICD

Mr Fraser has more than 30 years' experience in the Australian energy industry. He has held various executive positions at AGL Energy culminating in his role as Managing Director and Chief Executive Officer for the period of 7 years until February 2015. Mr Fraser is currently a Non-Executive Director of the ASX listed APA Group.

Mr Fraser is a former Chairman of the Clean Energy Council, Elgas Limited, ActewAGL and the NEMMCo Participants Advisory Committee, as well as a former Director of Queensland Gas Company Limited, the Australian Gas Association and the Energy Retailers Association of Australia.

Board Recommendation:

The Board (with Mr Fraser abstaining) recommends that shareholders vote in favour of the election of Mr Michael Fraser as a Director of the Company.

The Chairman of the AGM intends to vote all available proxies in favour of the election of Mr Fraser.

2(c): Ms Kate Vidgen

LLB (Hons), BA, MAICD

Ms Vidgen began her career as a banking and finance and energy lawyer at Mallesons Stephen Jaques and in 1998 started in the Infrastructure Advisory team within the Macquarie Group. During her time at Macquarie, Ms Vidgen has traversed a number of sectors with a focus on infrastructure, energy and resources. Ms Vidgen has also held a number of roles, including heading up Macquarie Capital's coal advisory team in Australia and being Global Co-Head of Resources Infrastructure. Ms Vidgen remains an Executive Director at Macquarie Capital and is currently the Global Head of Principal Investments in the Resources Group. Ms Vidgen is also the Founding Chair of Quadrant Energy, a privately held oil and gas producer and explorer which is the single largest domestic gas supplier in the Western Australian market.

Board Recommendation:

The Board (with Ms Vidgen abstaining) recommends that shareholders vote in favour of the election of Ms Kate Vidgen as a Director of the Company.

The Chairman of the AGM intends to vote all available proxies in favour of the election of Ms Vidgen.



Explanatory Notes

Item 3: Remuneration Report

The Remuneration Report of the Company for the financial year ended 30 June 2016 is set out on pages 23 to 36 of the Annual Report. The Remuneration Report explains the Company's practices in relation to the objectives and structure of remuneration and provides specified details of the remuneration arrangements in place for Executives and Non-Executive Directors, including performance conditions.

The Chairman of the AGM will allow a reasonable opportunity for discussion on the Remuneration Report at the AGM.

Shareholders will be asked to vote on the Remuneration Report. In accordance with the **Corporations Act 2001** (Cth) this vote is of an advisory nature only and does not bind the Company or its Directors.

Voting Exclusion Statement

A voting exclusion applies to this resolution. Please refer to the Voting Notes section for further detail.

Board Recommendation:

The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

The Chairman of the AGM intends to vote all available proxies in favour of Item 3.

Voting Notes

Voting Entitlement

The Board has determined in accordance with the Company's Constitution, regulation 7.11.37 of the Corporations Regulations 2001 (Cth) and ASX Settlement Operating Rule 5.6.1 that a person's entitlement to vote at the AGM will be taken to be the entitlement for that person as set out in the Register of Members at 9:00am (Brisbane time) on Sunday, 16 October 2016. Transactions registered after that time will, accordingly, be disregarded in determining which shareholders are entitled to attend and vote at the AGM.

Methods of Voting

Shareholders can vote in the following ways:

- By attending the AGM and voting either in person, by attorney or, in the case of corporate shareholders, by corporate representative.
- By appointing a proxy to vote on their behalf using the proxy form enclosed with this Notice or online at Computershare's website: investorvote.com.au or by scanning the QR code on the front of the accompanying Proxy Form with your mobile device and inserting your postcode.

Attending the AGM

If you attend the AGM please bring your personalised proxy form with you. The bar code at the top of the form will help you to register. If you do not bring your form you will still be able to attend the AGM but representatives from Computershare will need to verify your identity. You will be able to register from 8:00am (Brisbane time) on the day of the AGM.

Corporate Shareholders

Corporate shareholders who wish to appoint a representative to attend the AGM on their behalf must provide that person with a properly executed letter or

other document confirming that they are authorised to act as the company's representative.

The authorisation may be effective either for the AGM only or for all meetings of the Company. Shareholders can download and fill out the 'Appointment of Corporate Representative' form from the Computershare website: investorcentre.com/azj.

The form is available by clicking on the 'Downloadable Forms' tab on the information menu.

Voting by Proxy

If you are entitled to attend and vote at the AGM, you can appoint a proxy to attend and vote on your behalf.

A proxy need not be a shareholder of the Company and may be an individual or a body corporate.

A personalised proxy form is included with this Notice.

If you are entitled to cast two or more votes you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If you do not specify a proportion or number each proxy may exercise half of the votes. If you require a second proxy form please contact Computershare Investor Services Pty Limited on 1800 776 476 (within Australia) or +61 3 9938 4376 (outside Australia). If you are an employee call 1800 113 712 (within Australia) or +61 3 9938 4351 (outside Australia).

If you appoint a proxy the Company encourages you to direct your proxy on how to vote by marking the appropriate boxes on the proxy form.

Lodging Your Proxy Form

You can lodge your completed proxy form by:

- Mailing it to Computershare using the reply paid envelope.
- Posting it to GPO Box 242, Melbourne VIC 3001 Australia.
- Lodging it online at Computershare's website investorvote.com.au and logging in using the control number found on the front of your accompanying proxy form, or scanning the QR code on the front of the accompanying proxy form with your mobile device and inserting your postcode:

Note: You will be taken to have signed your proxy form if you lodge it in accordance with the instructions on the website.

- Faxing it to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
- Intermediary Online subscribers (Institutions/Custodians) may lodge their proxy instruction online by visiting intermediaryonline.com.

Your completed proxy form (and any necessary supporting documentation) must be lodged online or received by Computershare no later than 9:00am (Brisbane time) on Sunday, 16 October 2016, being 48 hours before the commencement of the AGM.

If the proxy form is signed by an attorney the original power of attorney under which the proxy form was signed (or a certified copy) must also be received by Computershare by 9:00am (Brisbane time) on Sunday, 16 October 2016, unless it has been previously provided to Computershare.

If you appoint a proxy you may still attend the AGM. However, your proxy's rights to speak and vote are suspended while you are present. Accordingly, you will be asked to revoke your proxy if you register at the AGM.



Voting Notes

Voting Exclusion

For all resolutions that are directly or indirectly related to the remuneration of a member of Key Management Personnel (**KMP**) (as listed in the Remuneration Report and including the Directors) of the Company (being the resolution in respect of Item 3), the Corporations Act restricts KMP and their closely related parties from voting in certain circumstances. A closely related party is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by a member of KMP.

Item 3 (Remuneration Report)

The Company is required under the Corporations Act to disregard any votes cast (in any capacity) on the proposed resolution in Item 3 by or on behalf of:

- A member of the KMP (details of whose remuneration are included in the Remuneration Report); and
- a closely related party of those persons (such as close family members or a company the person controls),

whether as shareholder or proxyholder. However, this restriction will not prevent such a person casting a vote on the proposed resolution in Item 3, if the person does so as a proxy where the appointment specifies how the proxy is to vote on the proposed resolution (and the vote is being cast on behalf of a person who would not themselves be precluded from voting on the resolution).

This restriction will also not apply to the Chairman of the AGM where the appointment expressly authorises the Chairman to exercise the proxy on the proposed resolution in Item 3, even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP. The Chairman of the AGM intends to vote undirected proxies in favour of Item 3.

Proxy voting by the Chairman of the AGM on Item 3

If the Chairman of the AGM is your proxy or is appointed your proxy by default and you do not direct your proxy to vote "for", "against" or "abstain" on Item 3 of the proxy form, you are expressly authorising the Chairman of the AGM to vote in favour of Item 3 even if that Item is connected directly or indirectly with the remuneration of a member of the KMP.

Undirected and Directed Proxies

If you appoint the Chairman of the AGM or the Directors or Executives identified as KMP (see below) (or their closely related parties) as your proxy, you should direct your proxy how to vote in respect of Item 3, if you want your shares to be voted on this item.

If you leave your proxy form undirected on Item 3, no Director (other than the Chairman of the AGM) or other member of KMP (or their closely related parties) will be able to vote your shares on these items. In the case of the Chairman of the AGM, you will be expressly authorising the Chairman of the AGM to vote your proxy on this item.

If you appoint a proxy the Company encourages you to clearly instruct your proxy how to vote on each Item by marking the appropriate boxes on the proxy form.

Poll

Voting on all items will be determined by a poll at the AGM rather than a show of hands.

Shareholders and proxy holders attending the AGM will be provided with poll voting cards. Shareholders not attending the AGM may use the enclosed proxy form.

Questions from Shareholders

Discussion may take place on all the items of business set out in this Notice, prior to shareholders being asked to vote. Shareholders will have the opportunity to ask questions (including an opportunity to ask questions of the auditor). In addition, Board members and senior executives will be available in the foyer area after the AGM.

Webcast

A webcast of the AGM will be available during the AGM on the Company's website: aurizon.com.au. If you attend the AGM in person you may be included in photographs or the webcast recording.

Results of the AGM

Voting results will be announced on the Australian Securities Exchange (**ASX**) as soon as practicable after the AGM and will also be made available on the Company's website: aurizon.com.au.



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How to get to the Annual General Meeting

The AGM is to be held in the Ballroom Le Grand 3 at the Sofitel Brisbane Central (the **Sofitel**), 249 Turbot Street, Brisbane QLD Australia 4000. The Sofitel is positioned between Ann and Turbot Streets in the heart of Brisbane city. The Sofitel's main lobby is wheelchair accessible from the main entrance on Turbot Street. Access from the Brisbane Central train station concourse is via escalators located on the Ann Street side of the station. The Ballroom Le Grand 3 is located on level 2 with access via lifts and escalators from the Sofitel's main lobby.

Car

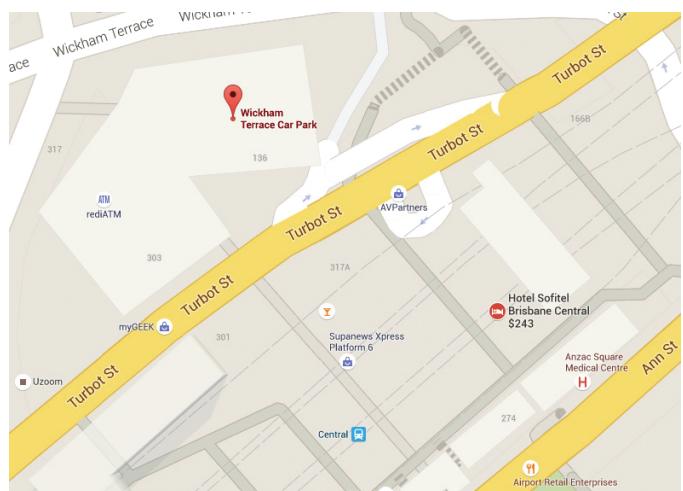
External guest self-parking is available at the Sofitel at a rate, as at the date of this Notice, of \$60.00 for 4+ hours. For more information on parking rates visit:

sofitelbrisbane.com.au

General public parking is available at Wickham Terrace Car Park, a multi-level carpark located between Wickham Terrace and Turbot Street, opposite the Sofitel and Central Station.

Car park facilities include:

- 24-hour access
- casual day parking
- early bird parking
- monthly pass cards
- long-term parking and overnight parking
- pram/child friendly parking bays
- disabled permit parking bays

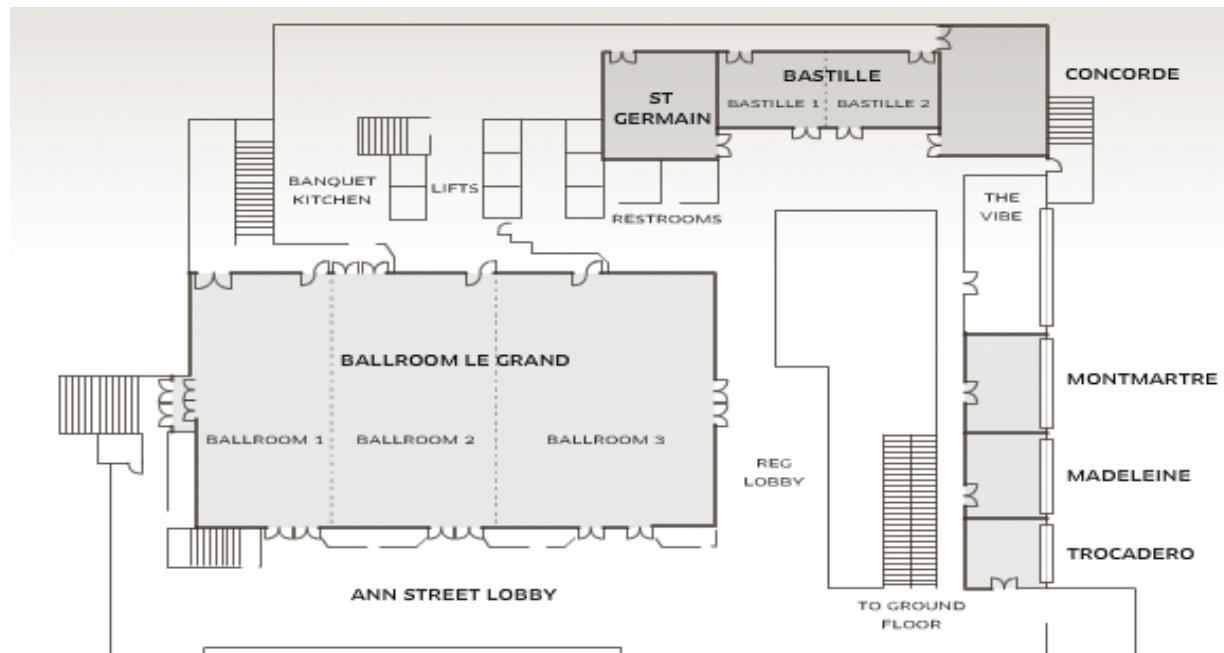


For more information visit: www.brisbane.qld.gov.au/traffic-transport/parking-permits/car-parks/wickham-terrace-car-park.

Public transport

The Sofitel is conveniently located above Brisbane Central Station and there are a number of bus stops in close proximity. King George Square Bus Station is approximately 7 minutes' walk. For more information visit: translink.com.au.

Level 2 floorplan:





AURIZON®

Aurizon Holdings Limited
ABN 14 146 335 622



AZJ

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

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) 1800 776 476
(outside Australia) +61 3 9938 4376

Employees call:

(within Australia) 1800 113 712
(outside Australia) +61 3 9938 4351

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

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 9.00am (Brisbane time) Sunday, 16 October 2016

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 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.

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/azj 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.

**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

IND

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 Aurizon Holdings 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Aurizon Holdings Limited to be held in the Ballroom Le Grand 3 at the Sofitel Brisbane Central, 249 Turbot Street, Brisbane, QLD Australia 4000 on Tuesday, 18 October 2016 at 9:00am (Brisbane 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 **Item 3** (except where I/we have indicated a different voting intention below) even though **Item 3** is 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 **Item 3** 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.

Ordinary Business

- | | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|
| 2(a) Re-election of Mr Russell Caplan as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2(b) Election of Mr Michael Fraser as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2(c) Election of Ms Kate Vidgen as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Remuneration Report | <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

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

_____ / /

Date _____

A Z J

2 0 0 7 0 8 A

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