

14 October 2016

Company Announcements Office
ASX Limited
Level 6
20 Bridge Street
SYDNEY NSW 2000

By electronic lodgement

Total Pages: 11 (including cover letter)

Dear Sir / Madam

Notice of AGM and Proxy Form

Attached is a copy of the 2016 Notice of Annual General Meeting and Proxy Form for ordinary shareholders which will be dispatched to shareholders along with the 2016 Annual Report today.

The 2016 Annual Report was lodged separately with ASX on 3 August 2016.

Yours faithfully



Warren Coatsworth
Company Secretary

**NOTICE
OF ANNUAL
GENERAL
MEETING
2016**

Notice is hereby given that the Annual General Meeting of Seven Group Holdings Limited (“the Company”) will be held at Doltone House (North Pier Room), Jones Bay Wharf, Piers 19–21 Upper Deck, 26–32 Pirrama Road, Pyrmont NSW 2009 on Thursday, 17 November 2016 at 10.30 am (Sydney time).

The Annual General Meeting will be webcast live. Details for accessing the webcast will be posted on the Company’s website (www.sevengroup.com.au) in advance of the meeting.

SGH | Industrial Services, Media,
Energy and Investments

ABN 46 142 003 469

AGENDA

STATEMENTS AND REPORTS

Item 1

To receive and consider the Financial Statements of the Company and the entities it controlled for the financial year ended 30 June 2016, together with the statements and reports of Directors and auditors attached to the financial statements.

Note:

There is no requirement for members to approve these statements or reports.

ELECTION AND RE-ELECTION OF DIRECTORS

Item 2

In accordance with Article 8.2(c) of the Company's Constitution, Ms Sally Annabelle Chaplain who, having been appointed by the Board as a Director since the last Annual General Meeting, retires and being eligible, offers herself for election as a Director of the Company.

Item 3

In accordance with Article 8.2(a) of the Company's Constitution, Mr Terry Davis retires and being eligible, offers himself for re-election as a Director of the Company.

Item 4

In accordance with Article 8.2(a) of the Company's Constitution, Mr Bruce McWilliam retires and being eligible, offers himself for re-election as a Director of the Company.

REMUNERATION REPORT

Item 5

To adopt the Remuneration Report of the Company for the financial year ended 30 June 2016.

Notes:

- *The vote on this resolution is advisory only and does not bind the Directors or the Company.*
- *The Directors will consider the outcome of the vote and comments made by members on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.*
- *A voting exclusion statement applies to this Item of Business and is set out in full in the Explanatory Notes for Item 5.*

GRANT OF SHARE RIGHTS TO THE MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER UNDER THE COMPANY'S 2016 SHORT TERM INCENTIVE PLAN

Item 6

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

That approval is given for the grant of 58,630 share rights to the Managing Director & Chief Executive Officer, Mr Ryan Stokes, under the Seven Group Holdings Limited Short Term Incentive Plan, on the terms summarised in the Explanatory Notes.

Note:

- *A voting exclusion statement applies to this Item of Business and is set out in full in the Explanatory Notes for Item 6.*

AMENDMENT TO THE LONG TERM INCENTIVE PLAN

Item 7

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

That approval is given for an amendment to the Seven Group Holdings Limited Long Term Incentive Plan ("LTI Plan") on the terms summarised in the Explanatory Notes.

Note:

- *A voting exclusion statement applies to this Item of Business and is set out in full in the Explanatory Notes for Item 7.*

APPOINTMENT OF DELOITTE TOUCHE TOHMATSU AS AUDITOR

Item 8

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

Provided that the Australian Securities & Investments Commission has given its consent for the current auditor of the Company to resign, that Deloitte Touche Tohmatsu, having been duly nominated by a member of the Company and having consented to do so, be appointed as the auditor of the Company.

By order of the Board



Warren Coatsworth
Company Secretary

14 October 2016

Notes:

1. A member is entitled to appoint a proxy. A member who is entitled to cast two or more votes is entitled to appoint two proxies. If two proxies are appointed by a member, that member may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half the votes.

If a member appoints the Chairman of the meeting or another Director of the Company as proxy and does not direct that person how to vote on an item of business, the Chairman or other Director will vote proxies for members entitled to vote in favour of each of the proposed resolutions set out in this Notice of Annual General Meeting, except for Item 5, Item 6, and Item 7.

2. Voting exclusions apply to Item 5, Item 6 and Item 7, details of which are set out in the Explanatory Notes.

The Key Management Personnel of the Company (including the Directors) and their closely related parties (as defined under the Corporations Act 2001, which includes spouses, dependants and companies they control) ("Closely Related Parties") will not be able to vote as a member's proxy on Item 5, Item 6 and Item 7 unless the member directs them how to vote on the proxy form.

If you appoint the Chairman of the meeting as your proxy, or if the Chairman is appointed as a proxy by default, you may:

- direct the Chairman how to vote by marking either "For", "Against" or "Abstain" on the corresponding sections of the proxy form corresponding to Items 5, 6 and/or 7, in accordance with the instructions on that form; or
- not direct the Chairman how to vote on Items 5, 6 and/or 7, in which case, by submitting the proxy form, you will be expressly authorising the Chairman to vote the undirected proxy as he sees fit, and the Chairman will vote in favour of each of those items in relation to which directions have not been provided.

If you appoint as your proxy any other Director of the Company, any other of its key management personnel or any of their respective Closely Related Parties, and you do not direct that person how to vote, that person will not vote your proxy on Item 5, Item 6 or Item 7.

3. Holders of Transferable Extendable Listed Yield Shares (TELYS4) are not eligible to vote on the resolutions being put to members at this meeting.
4. For the purpose of determining a person's entitlement to vote at the meeting, a person will be recognised as a member and the holder of shares if that person is registered as a holder of those shares at 7.00 pm (Sydney time) on Tuesday, 15 November 2016.
5. A proxy need not be a member of the Company.
6. Duly completed proxy forms must be returned to the Secretary, Seven Group Holdings Limited, either at:
- Company Secretariat, Level 2, 38–42 Pirrama Road, Pyrmont NSW 2009 or fax number: 02 8777 7192; or
 - Boardroom Pty Limited, Level 12, Grosvenor Place, 225 George Street, Sydney NSW 2000 or fax number: 02 9290 9655;

or completed online at www.votingonline.com.au/svwagm2016, in each case by no later than 10.30 am (Sydney time) on Tuesday, 15 November 2016. Any power of attorney or authority under which a proxy form is signed (or a copy of that power of attorney or authority, certified as a true copy by statutory declaration) must accompany the proxy form.

EXPLANATORY NOTES

ITEM 1:

Statements and Reports

As required by section 317 of the *Corporations Act 2001* (Cth) (“Corporations Act”) the financial report, Directors’ Report and auditors’ report of Seven Group Holdings Limited (“Company”) for the most recent financial year will be laid before the meeting. There is no requirement for a formal resolution on this item, and accordingly, this item is excluded from the proxy form. Members will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports. During discussion of this item, the Company’s auditor will be present and will answer relevant questions.

ITEMS 2, 3 AND 4:

Election and Re-Election of Directors

The Board, excluding the Director to whom each resolution relates, unanimously recommends that members vote in favour of the election of Ms Sally Annabelle Chaplain and the re-election of Mr Terry Davis and Mr Bruce McWilliam.

Under the Company’s Constitution, any Director appointed by the Board during the year (as an additional Director or to fill a casual vacancy) may only hold office until the next Annual General Meeting, at which time the Director must retire and can offer himself or herself for election. On this basis, Ms Sally Annabelle Chaplain, who was appointed as a Director on 24 November 2015, offers herself for election.

Under the Constitution of the Company, and consistently with the ASX Listing Rules, a Director who has held office for the longer of three Annual General Meetings of the Company or for three years (except the Managing Director and an alternate director of the Company) must retire from office. A retiring Director is eligible for re-election.

Mr Terry Davis and Mr Bruce McWilliam, who were each elected at the Company’s 2013 Annual General Meeting, will each retire and stand for re-election.

Under the Constitution, the Managing Director & Chief Executive Officer of the Company (“MD & CEO”), Mr Ryan Stokes, is not required to stand for election.

Professor Murray Wells has indicated he will retire as a Director of the Company effective at the end of this year’s Annual General Meeting. On behalf of the Board, the Executive Chairman wishes to acknowledge and thank Professor Wells for his long and distinguished service as a Director of the Company and its predecessor entities, particularly with regard to his contribution and stewardship as Chairman of the Audit & Risk Committee.

Set out below are short biographies of the Directors standing for election and re-election.

Ms Sally Annabelle Chaplain

Being eligible, Ms Sally Annabelle Chaplain, offers herself for election to the Board at the meeting.

Director of Seven Group Holdings Limited since 24 November 2015. Member of the Audit & Risk Committee, member of the Remuneration & Nomination Committee and member of the Independent & Related Party Committee.

Ms Chaplain brings to the Company extensive experience in investment banking, financial services, mining, engineering and major infrastructure services.

Ms Chaplain is the independent Chairman of Queensland Airports Limited and Chairman of Canstar Pty Limited. Ms Chaplain is a Director of Downer – EDI Limited. She is also a Director of EFIC, Australia’s export credit agency.

Ms Chaplain is a Fellow of the Australian Institute of Company Directors and holds a Master of Business Administration from Melbourne University, a Bachelor of Arts majoring in Economics and Mandarin from Griffith University and a Diploma from the Securities Institute of Australia.

Ms Chaplain was recently awarded the 2015 Outstanding Alumnus of the Year for Griffith University Business School and is a member of the Griffith University Business School Strategic Advisory Board.

Mr Terry James Davis

Being eligible, Mr Terry James Davis, offers himself for re-election to the Board at the meeting.

Director of Seven Group Holdings Limited since 1 June 2010.

Chairman of the Independent & Related Party Committee and Member of the Remuneration & Nomination Committee.

Group Managing Director, Coca-Cola Amatil Limited from 12 November 2001 to 3 March 2014.

Director of St. George Bank Limited from December 2004 to December 2008.

Over fifteen years’ experience in the global wine industry including Managing Director of Beringer Blass (the wine division of Foster’s Group Limited) and Managing Director of Cellarmaster Wines Group between 1987 and 1997.

Council Member of the University of New South Wales Council from June 2006 to June 2014.

Mr Bruce Ian McWilliam

Being eligible, Mr Bruce Ian McWilliam, offers himself for re-election to the Board at the meeting.

Director of Seven Network Limited since September 2003.

Appointed Commercial Director for Seven Network Limited in May 2003.

Director of Seven Media Group Pty Limited since December 2006.

Former partner of law firms Gilbert & Tobin, Turnbull McWilliam and Allen Allen & Hemsley specialising in media and commercial law.

Former Director BSKyB, Executive Director News International Television and General Counsel, News International plc.

Director of Australian News Channel Pty Limited. Alternate Director of Seven West Media Limited from 4 November 2008 to 5 March 2015.

Honorary Fellow of the University of Sydney. Chairman, Sydney University Law School Advisory Committee. Council Member, St Pauls College, University of Sydney.

Honorary Governor – The Thalidomide Foundation Limited.

ITEM 5:

Remuneration Report

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

The Corporations Act requires listed companies to put the Remuneration Report for each financial year to a resolution of members at their Annual General Meeting. The Remuneration Report for the year ended 30 June 2016 can be found on pages 55 to 71 of the Company’s 2016 Annual Report and covers director and executive remuneration.

Under the Corporations Act, the vote on the Remuneration Report is advisory only and does not bind the Directors or the Company, and does not affect the employment arrangements in place for employees of the Company and its subsidiaries. The Board will consider the outcome of the vote and comments made by members on the Remuneration Report at the meeting when reviewing the Company’s remuneration policies.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

In summary, the Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of key management personnel of the Company (including Directors);
- explains the relationship between the Board's remuneration policy and the Company's performance;
- details and explains any performance conditions applicable to the remuneration of the key management personnel of the Company; and
- sets out remuneration details for the key management personnel of the Company.

The Company would like to draw attention to the following summary of matters set out in the Remuneration Report for shareholders to consider in relation to voting on the Remuneration Report:

- The Group's underlying EBIT target for FY16 was \$278.9 million. 109 per cent of the Group's underlying EBIT target for FY16 was achieved (\$302.8 million).
- The Group's financial targets have been achieved and the end result from an underlying EBIT perspective was above the market guidance. In addition to the financial performance our safety and people leadership has continued to improve during the year.
- Under the Company's Short Term Incentive Plan ("STI Plan"), each individual Key Performance Indicator ("KPI") is allocated a specific weighting, such that the sum of the collective measures' weightings equals the relevant percentage of the participant's STI Plan award opportunity. For the MD & CEO, 80 per cent of his STI Plan KPIs relate to quantitative measures. For the other KMP Executives, between 50 and 80 per cent of their STI Plan KPIs relate to quantitative measures.
- Percentage of STI Plan opportunity awarded to the MD & CEO in FY16: 80%.
- Other KMP received from 60 to 85% of their STI Plan opportunity in FY16.
- Awards under the Company's Long Term Incentive Plan ("LTI Plan") are only made if the statutory NPAT target for the relevant year has been achieved. Once granted, awards only vest if the performance hurdles over the three year performance period are met.
- The statutory NPAT target for FY16 was \$176.5 million. The FY16 statutory NPAT target set by the Board was achieved (\$197.8 million) and as a result the Board has determined that LTI Plan awards will be granted in FY17 in respect of FY16 performance to eligible KMP Executives.
- The vesting of performance rights granted under the LTI Plan will be dependent on two independent performance measures, diluted Earnings Per Share (EPS) and relative Total Shareholder Return (TSR).
- Non-Executive Directors did not receive any increases to their Board or Committee fees in FY16.
- Non-Executive Board and Committee fees have not changed since their approval in 2010.

Voting exclusion statement

The Company will disregard any votes cast on Item 5:

- by or on behalf of the Directors and other key management personnel of the Company named in the Remuneration Report for the year ended 30 June 2016, or any of their closely related parties (as that term is defined in the Corporations Act, which includes certain of their family members, dependents and companies they control) ("Closely Related Parties") regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the key management personnel of the Company at the date of the meeting or any of their Closely Related Parties.

The only circumstances in which a vote cast on Item 5 by a member of the key management personnel of the Company or their Closely Related Parties will be counted is if that person votes as a proxy for a person entitled to vote on Item 5 and either the proxy:

- votes in accordance with the member's direction as to how to vote, as set out on the proxy form; or
- is the Chairman of the meeting and votes pursuant to an express authorisation to exercise the proxy as he sees fit, even though Item 5 is connected with the remuneration of the key management personnel.

Accordingly, if you choose to appoint as your proxy a member of the key management personnel of the Company (other than the Chairman of the meeting) or one of their Closely Related Parties, you are encouraged to direct your proxy how to vote on Item 5 (Remuneration Report) by marking either "For", "Against" or "Abstain" on the corresponding section of the proxy form.

If you choose to appoint the Chairman of the meeting as your proxy, or if the Chairman is appointed as your proxy by default, and you do not mark one of the boxes for Item 5 on the proxy form, by submitting the proxy form, you will be expressly authorising the Chairman to vote the shares the subject of your proxy as he sees fit (and the Chairman will vote in favour of Item 5).

ITEM 6:

Grant of Share Rights to the Managing Director & Chief Executive Officer under the Company's 2016 Short Term Incentive Plan

The Board, other than Mr Ryan Stokes and Mr Bruce McWilliam, recommends that members vote in favour of Item 6.

The Company operates the Seven Group Holdings Limited Short Term Incentive Plan ("STI Plan") to provide short term incentives to selected executives, based on performance relative to corporate and individual goals over the Company's financial year.

As a result of the 2016 financial year ("FY16") performance outcomes, the Managing Director & Chief Executive Officer ("MD & CEO"), Mr Ryan Stokes is entitled to receive an award under the STI Plan. Under the terms and conditions of the STI Plan, half of the award for the MD & CEO is deferred into share rights.

Further details regarding the STI Plan and the FY16 STI award are set out in the Remuneration Report on pages 62 to 64 of the Company's 2016 Annual Report.

Under the design of the STI plan, STI awards may be available where the Group's underlying EBIT threshold target is met ("Financial Gateway"). The Group's underlying EBIT target for FY16 was \$278.9 million. 109 per cent of the Group's underlying EBIT target for FY16 was achieved (\$302.8 million) and as a result, up to 100 per cent of the on-target opportunity may be paid as STI awards dependent on achievement of performance criteria.

Performance criteria for the MD & CEO under the STI plan is the achievement of key performance indicators ("KPIs") as approved by the Board. The MD & CEO achieved 80 per cent of the KPIs set under the STI Plan.

EXPLANATORY NOTES

Why is shareholder approval being sought?

Under ASX Listing Rule 10.14, shareholder approval is required in order for a director to be issued securities under an employee incentive scheme.

As the terms of Mr Ryan Stokes' STI grant require that the securities to satisfy the STI award be purchased on market, shareholder approval is not required for the purposes of the ASX Listing Rules.

However, in the interests of transparency and good governance, the Board has determined to seek shareholder approval for the grant of securities to Mr Ryan Stokes.

Summary of the key terms of the grant of securities

A brief overview of the key terms of the proposed grant under the STI plan is set out below.

Details of the proposed STI grant	<p><i>The MD & CEO, Mr Ryan Stokes participated in the STI Plan in respect of FY16 ("FY16 STI").</i></p> <p>Under the FY16 STI, Mr Stokes received an STI opportunity of up to 50% of his fixed annual remuneration, subject to satisfying two separate performance measures – achievement of the Group's underlying EBIT target and achievement of a balanced scorecard of measurable and quantifiable individual targets.</p> <p>Following the end of the financial year, the Board determined, based on the performance of both the Company and Mr Ryan Stokes, that Mr Ryan Stokes is entitled to receive 80% of his FY16 STI opportunity.</p> <p>Under the STI Plan, half of the FY16 STI that has been earned is delivered as a cash bonus to the MD & CEO, and the remaining half is delivered in share rights as the deferred component of his STI. Accordingly, Mr Ryan Stokes is entitled to receive \$320,000 of share rights (being the "Grant Value" of the deferred share rights component of his FY16 STI).</p> <p>The number of share rights to be allocated to Mr Ryan Stokes will be 58,630. This has been determined by dividing the Grant Value by the Company's closing share price on 30 June 2016, adjusted to reflect that share rights do not entitle the holder to dividends on the underlying shares until the share rights vest and shares are acquired.</p> <p>A share right is a right to acquire one ordinary share in the Company.</p>
Grant Date	If shareholder approval is obtained, the Company intends that the share rights will be allocated to Mr Ryan Stokes on or about 1 December 2016 ("Grant Date"), but in any event, within 12 months after the date of the meeting.
Vesting of Shares	Subject to the terms of the STI Plan, the share rights will vest as shares on 1 July 2017. Mr Ryan Stokes will not be entitled to vote nor be paid dividends in respect of those share rights.
Price payable for securities	No amount will be payable by Mr Ryan Stokes upon the allocation of the share rights or vesting of the share rights.
Cessation of employment	<p>If Mr Ryan Stokes ceases employment with the Company prior to the vesting of share rights, his entitlement to the unvested share rights will depend on the circumstances of cessation.</p> <p>If Mr Ryan Stokes' employment is terminated for cause, all his unvested share rights will immediately lapse.</p> <p>In other circumstances, Mr Ryan Stokes' unvested share rights will generally continue on foot, subject to the original vesting conditions, as though he had not ceased employment unless the Board determines otherwise. Except where Mr Ryan Stokes' employment ceases due to permanent disablement or death, the Board may determine, in its discretion and prior to or within 60 days of cessation, that some or all of Mr Ryan Stokes' unvested share rights vest (either immediately or subject to conditions) or lapse with effect from the date of cessation.</p>
Other information	No other Director of the Company is eligible to receive share rights under the STI Plan. Mr Bruce McWilliam is entitled to participate in the STI Plan but has different terms of participation for the deferred component of the STI Plan as he is not directly employed by the Company.

Voting exclusion statement

The Company will disregard any votes cast on Item 6:

- by or on behalf of Mr Ryan Stokes and Mr Bruce McWilliam (being the only Directors eligible to participate in the STI Plan), and any of their associates regardless of the capacity in which the vote is cast, or
- as a proxy by any of the key management personnel of the Company at the date of the meeting or their Closely Related Parties.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairman of the meeting as proxy for a person who is entitled to vote pursuant to an express authorisation to vote as the proxy decides.

The Chairman intends to vote all available proxies in favour of this Item of Business.

ITEM 7:**Amendment to the Long Term Incentive Plan**

The Board, other than Mr Ryan Stokes and Mr Bruce McWilliam, recommends that members vote in favour of Item 7.

At the 2012 Annual General Meeting, Shareholders approved the Seven Group Holdings Limited Executive Long Term Incentive Plan ("LTI Plan"). The LTI Plan is designed to allow the Board to make awards in the form of Performance Rights to selected executives as part of their long term incentive arrangements, based on achievement of specified performance hurdles.

Under its current design, grants are only made under the LTI Plan if the NPAT target for the relevant year is met ("Gateway Hurdle"). Once granted, awards only vest if the performance hurdles over the three-year performance period are met.

In FY12, FY13 and FY15, the NPAT target was not achieved and therefore, no grants were made under the LTI Plan in respect of those years. A grant was made under the LTI plan in respect of FY14 and a grant is proposed to be made in respect of FY16 based on achievement of the NPAT target in those years.

It is proposed that the LTI Plan Gateway Hurdle be removed for future grants made under the LTI Plan to allow for annual awards to be made to senior executives. These awards will be subject to the achievement of performance conditions so that the executives only realise value from the award where those performance conditions have been met.

The Board feels that the current LTI Plan Gateway Hurdle undermines the ability of the LTI Plan to motivate and incentivise senior executives. It is in line with market practice for awards to be granted annually, and this will ensure alignment of executive remuneration outcomes to shareholder interests.

The Remuneration and Nomination Committee will retain its discretion to reduce awards in instances where LTI Plan vesting outcomes are considered to be inconsistent with the shareholder experience for the respective performance period.

Why is shareholder approval being sought?

Shareholder approval is not required for the purposes of the ASX Listing Rules or the *Corporations Act 2001* (Cth).

However, in the interests of transparency and good governance, the Board has determined to seek shareholder approval for the proposed amendment to the LTI Plan.

Voting exclusion statement

The Company will disregard any votes cast on Item 7:

- by or on behalf of Mr Ryan Stokes and Mr Bruce McWilliam (being the only Directors eligible to participate in the LTI Plan), and any of their associates regardless of the capacity in which the vote is cast, or
- as a proxy by any of the key management personnel of the Company at the date of the meeting or their Closely Related Parties.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairman of the meeting as proxy for a person who is entitled to vote pursuant to an express authorisation to vote as the proxy decides.

The Chairman intends to vote all available proxies in favour of this Item of Business.

ITEM 8:**Appointment of Deloitte Touche Tohmatsu as Auditor**

The Board unanimously recommends that members vote in favour of appointing Deloitte Touche Tohmatsu as auditor.

Following a comprehensive competitive tender process, Deloitte Touche Tohmatsu ("Deloitte") was selected as the auditor of the Company. Given the compulsory lead auditor rotation requirements of the Corporations Act and the tenure of KPMG as auditor of the Company since its formation and, prior to that, Seven Network Limited, the Company elected to adopt international best practice and formally tender the role of auditor. The tender comprised a two stage process; the first stage involved an initial expression of interest in which firms were required to submit qualitative information of their proposed audit approach, focussing on knowledge of the Group, audit quality and innovation and in the second stage shortlisted firms submitted proposed audit fees and formally presented to a sub-committee of the Company's Audit & Risk Committee comprised of Professor Murray Wells, Ms Annabelle Chaplain and Mr Warwick Smith AM. The sub-committee unanimously agreed to appoint Deloitte and accordingly recommended the Board appoint Deloitte as the Company's auditor. KPMG has agreed to resign as auditor with effect from the close of this Annual General Meeting and, as required by law, sought the consent of the Australian Securities and Investments Commission ("ASIC") to do so. This consent has not yet been obtained, but is expected to have been received by the date of the meeting.

Subject to shareholder approval of the appointment of Deloitte being obtained at this Annual General Meeting and ASIC consenting to the retirement of KPMG, Deloitte will be the auditor of the Company effective from the close of the meeting. The Board supports the appointment of Deloitte as auditor of the Company. Deloitte has consented in writing to the appointment as the Company's auditor and a member of the Company, Mr Warren Coatsworth, the Company Secretary, has given the Company written notice of the nomination of Deloitte for appointment as auditor. A copy of the notice of nomination is included in this Notice of Annual General Meeting.

The Chairman intends to vote all available proxies in favour of this Item of Business.

NOMINATION OF AUDITOR

12 October 2016

Seven Group Holdings Limited
Level 2, 38 – 42 Pirrama Road
PYRMONT NSW 2009

Dear Sir/ Madam

Nomination of auditor

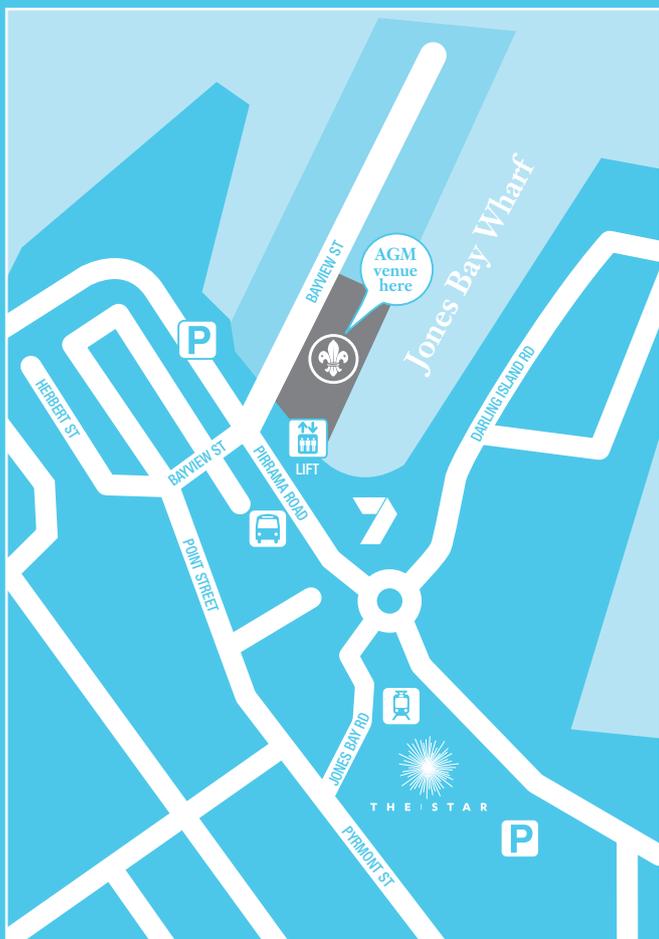
I, being a member of Seven Group Holdings Limited (“the Company”), hereby nominate Deloitte Touche Tohmatsu for appointment as auditor of the Company.

Yours sincerely



Warren Coatsworth

DIRECTIONS AND MAP



PARKING

The Star Parking Station is located at Pyrmont Street, Pyrmont. For further information call (02) 9777 9000.

Wilson Jones Bay Wharf Carpark is located at 19–21 Pirrama Road, Pyrmont (opposite Doltone House).

WALKING DISTANCE

From Town Hall please walk over the Pyrmont Bridge then turn right onto Pirrama Road, Pyrmont, and continue until you reach Jones Bay Wharf.

LIGHT RAIL

Light rail service departs from Central Station. The nearest station is located at The Star.

BUS

State Transit Bus Route 389 regularly depart Town Hall to Pirrama Road. For route and timetable information, call 13 15 00 or visit www.sydneybuses.info.

FERRY

For ferry access, take the F4 service to Pyrmont Bay ferry wharf, located next to the Australian Maritime Museum. Then walk along the Pirrama Road to Doltone House on Jones Bay Wharf.

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30am (Sydney time) on Tuesday, 15 November 2016.**

🖥 TO VOTE ONLINE

- STEP 1:** VISIT www.votingonline.com.au/svwagm2016
- STEP 2:** Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3:** Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or you direct your named proxy how to vote on an item in respect of which a poll is taken but that person does not attend the meeting or does not vote, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:30am (Sydney time) on Tuesday, 15 November 2016.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** www.votingonline.com.au/svwagm2016

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Seven Group Holdings Limited

ABN 46 142 003 469

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

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

the Chair of the Meeting (mark box)

OR if you are NOT appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Doltone House (North Pier Room), Jones Bay Wharf, Piers 19-21 Upper Deck, 26 – 32 Pirrama Road, Pyrmont NSW 2009 on Thursday, 17 November 2016 at 10:30am (Sydney time)** and at any adjournment or postponement of that meeting, to act 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair of the Meeting becomes my/our proxy by default) and I/we have not directed my/our proxy how to vote in respect of Items 5, 6, and/or 7, then by submitting this form, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of those Items even though Items 5, 6 and 7 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Items 5, 6 and 7). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that item.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Item 2	Election of Ms Sally Annabelle Chaplain as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-Election of Mr Terry Davis as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Re-Election of Mr Bruce McWilliam as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Grant of Share Rights to the Managing Director & Chief Executive Officer under the Company's 2016 Short Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	Amendment to the Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8	Appointment of Deloitte Touche Tohmatsu as Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2016