



**PROGRAMMED MAINTENANCE SERVICES LIMITED
ABN 61 054 742 264**

**NOTICE OF 2014 ANNUAL GENERAL MEETING
WEDNESDAY, 30 JULY 2014 AT 10.00AM (SYDNEY TIME)**

at

**THE MUSEUM OF SYDNEY
CORNER BRIDGE STREET AND PHILLIP STREET, SYDNEY, NEW SOUTH WALES**

NOTICE IS GIVEN that the Annual General Meeting ("**AGM**" or "**Meeting**") of shareholders of Programmed Maintenance Services Limited ("**Company**") will be held at the Museum of Sydney, Corner Bridge Street and Phillip Street, Sydney, New South Wales on Wednesday, 30 July 2014 at 10.00am (Sydney time).

Attached to, and forming part of, this Notice of Meeting are explanatory notes that provide shareholders with background information and further details on the Resolutions to assist shareholders to determine how they wish to vote on the Resolutions. This Notice of Meeting, including the explanatory notes, should be read in its entirety.

ORDINARY BUSINESS

ANNUAL REPORTS

To consider the financial report, the Directors' report and the Auditor's report for the year ended 31 March 2014.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That the remuneration report (which forms part of the Directors' report for the year ended 31 March 2014) be adopted."

Note: The vote on this Resolution is advisory only.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the key management personnel of the Company's consolidated group (at the date of the Meeting or whose remuneration is disclosed in the remuneration report) ("**KMP**") and their closely related parties (such as close family members and controlled companies), unless the vote is cast:

- (a) as proxy for a person entitled to vote in accordance with a direction on the proxy appointment; or
- (b) by the Chairman of the Meeting as proxy for a person entitled to vote and the proxy appointment expressly authorises the Chairman of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of KMP.

KMP and their closely related parties are prohibited under the Corporations Act 2001 from voting in a manner contrary to the above. The Chairman of the Meeting (where appropriately authorised) intends to vote all available undirected proxies in favour of Resolution 1.

RESOLUTION 2 – RE-ELECTION OF JONATHAN WHITTLE AS A DIRECTOR

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

"That Mr Jonathan Whittle, who is retiring from the office of Director by rotation in accordance with the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."

RESOLUTION 3 – GRANT OF PERFORMANCE RIGHTS TO THE MANAGING DIRECTOR

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholders approve the 2014 grant to Mr Christopher Sutherland, the Company's Managing Director, of 150,000 Performance Rights pursuant to the Managing Director's Long Term Incentive Plan, the terms of which are summarised in the explanatory notes accompanying this Notice of Meeting, and the issue of ordinary shares in the Company upon vesting of any such Performance Rights."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 3 by, or on behalf of:

- (a) the Managing Director and any other director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and their associates; and
- (b) a member of KMP (and their closely related parties) acting as a proxy,

unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy appointment, or by the Chairman of the Meeting as proxy for a person entitled to vote and the proxy appointment expressly authorises the Chairman of the Meeting to vote undirected proxies as the Chairman sees fit and exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of KMP.

KMP and their closely related parties are prohibited under the Corporations Act 2001 from voting as proxy in a manner contrary to the above. The Chairman of the Meeting (where appropriately authorised) intends to vote all available undirected proxies in favour of Resolution 3.

OTHER BUSINESS

To transact any other business that may be brought forward in accordance with the Company's Constitution or the law.

By order of the Board



Stephen Leach
Company Secretary

6 June 2014

EXPLANATORY NOTES

ANNUAL REPORTS

The Company's 2014 Annual Report, including the financial report, the Directors' report and the Auditor's report for the year ended 31 March 2014, will be considered. A copy of the 2014 Annual Report is available on the Company's website at www.programmed.com.au and on ASX's website www.asx.com.au.

As a shareholder you may elect to receive by mail, free of charge, the Company's 2014 Annual Report. The Company mails a copy of the Annual Report to those shareholders who have made an election to receive them. If you would like a hard copy, please contact the Company's share registrar, Computershare Investor Services Pty Limited.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

Section 250R(2) of the *Corporations Act 2001* (Cth) ("**Corporations Act**") requires that a resolution that the remuneration report be adopted be put to the vote at the Company's AGM. While the vote on the resolution is advisory only and does not bind the Directors or the Company, the Board will take into consideration the outcome of voting on this resolution when assessing the remuneration policy for Non-Executive Directors and executives in the future.

Directors' recommendation: *The Board recommends that shareholders vote in favour of the adoption of the remuneration report.*

RESOLUTION 2 – RE-ELECTION OF JONATHAN WHITTLE AS A DIRECTOR

Mr Jonathan Whittle joined the Board as a Non-Executive Director in June 2007. Mr Whittle retires at the AGM by rotation and, being eligible, offers himself for re-election as a Director in accordance with the Company's Constitution.

Mr Whittle was the Managing Director of Integrated Group Limited from the time of Integrated's formation in November 1992. In February 2006, he retired from his executive role and became a non-executive director of Integrated. He has extensive experience in the recruitment industry, having worked for and then managed the West Australian operations of a multinational recruitment agency prior to establishing Integrated Workforce.

Mr Whittle is a member of the Board's Nomination Committee, the Board's Audit & Risk Committee, the Board's Remuneration & People Committee and the Board's Health, Safety and Environment Committee.

Directors' recommendation: *The Board is of the view that Mr Whittle continues to add considerable value to the Board, including as a result of his extensive experience as a director. The Board recommends that shareholders vote in favour of Resolution 2. Mr Whittle does not make a recommendation due to his interest in the outcome of the Resolution.*

RESOLUTION 3 – GRANT OF PERFORMANCE RIGHTS TO THE MANAGING DIRECTOR

Background

Resolution 3 seeks shareholder approval for the purposes of ASX Listing Rule 10.14, and for all other purposes, to grant 150,000 Performance Rights to the Company's Managing Director, Mr Christopher Sutherland, pursuant to the Managing Director's Long Term Incentive Plan ("**Plan**").

As disclosed, including in the Remuneration Report set out on pages 27 to 48 of the 2014 Annual Report, the remuneration of the Company's Managing Director, Mr Sutherland (in accordance with his Employment Agreement) comprises:

- fixed annual remuneration (being a base salary, superannuation contribution and benefits as allocated in accordance with Company's policies);

- a short term incentive bonus of up to 75% of fixed annual remuneration payable in the Company's shares or cash upon the achievement of key performance indicators (to be agreed between Mr Sutherland and the Board); and
- a long term incentive ("LTI") component, whereby Mr Sutherland may, subject to shareholder approval, be invited to participate in the Plan and be granted Performance Rights, which may vest into shares in the Company subject to specified performance criteria in accordance with the Plan rules.

In relation to the LTI component, it is proposed that, subject to shareholder approval of Resolution 3, Mr Sutherland be granted 150,000 Performance Rights ("**2014 Performance Rights**"), which will vest in 4 years (on 1 July 2018) ("**Vesting Date**"), subject to the applicable performance criteria being met. The 2014 Performance Rights will be subject to the performance criteria set out below ("**Performance Criteria**"), which must be satisfied over the relevant performance period before the 2014 Performance Rights can vest.

Non-Executive Directors' views and recommendation

The Non-Executive Directors:

- (a) believe that the continued success of the Company will depend largely on the leadership, skills and motivation of Mr Sutherland in overseeing the management of the Company's operations and strategy;
- (b) took into account the nature of Mr Sutherland's position, the function and purpose of the LTI component of the Company's remuneration strategy, and considered this against the practices of its Australian peer companies and other relevant information provided by external remuneration consultants; and
- (c) consider that the grant of these 2014 Performance Rights is an appropriate form of remuneration and is part of a reasonable remuneration package taking into account the Company's and Mr Sutherland's circumstances.

Accordingly, it is the Non-Executive Directors' view that it is in the best interests of shareholders to approve Resolution 3. They consider that this share based LTI arrangement and the grant of the 2014 Performance Rights appropriately aligns Mr Sutherland's remuneration with shareholders' return due to the significant Performance Criteria the Company must achieve for the LTI components to vest. The Non-Executive Directors therefore recommend that shareholders vote in favour of Resolution 3.

Reasons shareholder approval is being sought

ASX Listing Rule 10.14 requires a listed company to obtain shareholder approval prior to the issue of securities under an employee incentive scheme to a director of a company or his or her associates. As Mr Sutherland is a Director of the Company, in accordance with the ASX Listing Rules, any issue of securities to him (including Performance Rights issued under the Plan) requires prior approval of shareholders.

Resolution 3 seeks approval for the purposes of ASX Listing Rule 10.14, and for all other purposes, to make the grant of the 150,000 2014 Performance Rights to Mr Sutherland in accordance with the terms and conditions of the Plan, and the issue of Shares to him on exercise of any such Performance Rights. Approval under ASX Listing Rule 10.14 is an exception to the prohibition on a company issuing shares to related parties without shareholder approval under ASX Listing Rule 10.11.

Terms of the 2014 Performance Rights

If shareholders approve Resolution 3, the Board intends to invite the Managing Director to accept an offer of 150,000 2014 Performance Rights under the Plan.

A performance right is a right to acquire one fully paid ordinary share ("**Share**") in the Company subject to the satisfaction of applicable performance criteria ("**Performance Right**").

The performance criteria for the 2014 Performance Rights are as set out below:

- 75,000 of the 2014 Performance Rights are subject to performance criteria 1 – Total Shareholder Return ("**TSR 2014 Performance Rights**"), and
- the other 75,000 of the 2014 Performance Rights are subject to performance criteria 2 – Earnings Per Share ("**EPS 2014 Performance Rights**").

The 2014 Performance Rights will be tested against the applicable Performance Criteria on the Vesting Date (1 July 2018) to determine the number of 2014 Performance Rights that will vest into Shares (which are to be allocated to Mr Sutherland shortly after the Vesting Date).

(a) Performance criteria 1: Total Shareholder Return ("TSR")

The performance hurdle for the 75,000 TSR 2014 Performance Rights will be based on the Company's performance by reference to the TSR over the relevant period (the "**Performance Period**" being the period from 1 July 2014 to 1 July 2018) when compared with the TSR for each company in a group of peer companies.

Broadly speaking, TSR is the growth in share price plus the value of dividends and distributions on the relevant shares. The peer group of companies comprises the companies listed in the S&P/ASX 300 as at the date of the invitation after excluding resource companies, banks and listed property trusts. A peer company continues to be included in the comparator group for the entire Performance Period, except where the company is delisted due to takeover or merger. New entrants into the S&P/ASX 300 during the Performance Period are excluded.

The Company's performance ranking within that group of peer companies at the end of the Performance Period determines the number of TSR 2014 Performance Rights that vest, as follows:

Performance Criteria	TSR 2014 Performance Rights vest
TSR below 40th percentile	None vest
TSR between 40th and 75th percentile (inclusive)	TSR 2014 Performance Rights that vest to be determined on a straight line escalation from the 40th percentile (0% vest) to the 75th percentile (100% vest)
TSR above 75th percentile	100% of TSR 2014 Performance Rights vest

(b) Performance criteria 2: Earnings Per Share ("EPS")

The performance hurdle for the 75,000 EPS 2014 Performance Rights will be based on the Company's EPS performance, where a target range for the average annual growth in diluted EPS over the Performance Period of the EPS 2014 Performance Rights has been established to determine the number of EPS 2014 Performance Rights that vest, as follows:

Performance Criteria	EPS Performance Rights vest
Average EPS growth of less than 5% pa	None vest
Average EPS growth from 5% to 15% pa (inclusive)	EPS 2014 Performance Rights that vest to be determined on a straight line escalation from EPS growth of 5% pa (0% vest) to EPS growth of 15% pa (100% vest)
Average EPS growth above 15% pa	100% of EPS 2014 Performance Rights vest

The starting EPS for the EPS 2014 Performance Rights is the reported audited EPS for the Company's financial year ended 31 March prior to grant.

Terms of the Managing Director's Long Term Incentive Plan

The 2014 Performance Rights are to be issued pursuant to the Plan. The Plan was approved by shareholders at the Company's 2013 annual general meeting. A summary of the terms of the Plan was set out in the Company's 2013 notice of annual general meeting, which can be downloaded from ASX's website www.asx.com.au or the Company's website at www.programmed.com.au.

Note that for the 2014 Performance Rights, in determining whether the Performance Criteria have been satisfied in the case of a change of control event (as defined under the Plan), the Performance Period will be taken to be from 1 July 2014 to the date on which the change of control event occurs, and the following principles will be applied:

- Performance criteria 1 – Total Shareholder Return: The price (including, if appropriate, implied price) of the Company's shares under a takeover bid, scheme of arrangement or other control transaction, will be used in determining the Company's TSR performance ranking; and
- Performance criteria 2 – Earnings Per Share: The average of the Company's EPS in the two reported half-years immediately preceding the change of control event will be used to determine the Company's EPS growth.

Further, under the Plan, Performance Rights will, at the discretion of the Board, automatically lapse if the Managing Director ceases to be an Employee (as defined in the Plan), other than in Special Circumstances (see definition below) or the Managing Director commits an act of fraud, dishonesty, theft or gross misconduct in relation to the affairs of an Employing Company (as defined in the Plan). "**Special Circumstances**" includes retirement, redundancy, death or permanent disablement of the Managing Director or other circumstances that the Board determines from time to time.

If the Managing Director's employment ceases because of Special Circumstances, then:

- if less than 24 months of the Performance Period relating to the Performance Rights has elapsed at the date of cessation of Employment, all of the Performance Rights will, at the discretion of the Board, be forfeited; or
- if 24 months or more of the relevant Performance Period has elapsed at the date of cessation of Employment, a proportion of the Managing Director's Performance Rights (calculated in proportion to the number of days in the Performance Period which have elapsed as at the date of cessation of Employment) will be capable of vesting if the Performance Criteria in respect of those Performance Rights was satisfied over the part of the Performance Period ending on the date of cessation of Employment. In such circumstances, the remaining Performance Rights that do not vest, will lapse.

For example, for the 2014 Performance Rights, if Mr Sutherland ceased employment then, subject to the Board's discretion, Mr Sutherland may be entitled to retain a pro rata portion of the 2014 Performance Rights that have been issued to him, if an initial 24 month qualifying period from the date of the issue of the 2014 Performance Rights has passed and the minimum Performance Criteria in relation to the Company's EPS and TSR performance have been satisfied. The Performance Period in relation to the 2014 Performance Rights in this case will be taken to be from 1 July 2014 to the date on which Mr Sutherland's employment ends due to Special Circumstances (assuming that is more than 24 months after the start of the Performance Period).

Specific information required under the ASX Listing Rules

The following additional information is provided in accordance with ASX Listing Rule 10.15:

- **Maximum number of securities:** The maximum number of 2014 Performance Rights to be issued to Mr Sutherland is 150,000. If all of the Performance Criteria are satisfied, upon vesting of those rights, Mr Sutherland would receive a maximum of 150,000 Shares.
- **Terms of 2014 Performance Rights:** The 2014 Performance Rights will be issued in accordance with the terms of the Plan as approved by shareholders at the Company's 2013 annual general meeting. A summary of the terms of the Plan was contained in the Company's 2013 notice of annual general meeting, and the key terms of the 2014 Performance Rights are summarised in the paragraphs above.

- **Issue price:** The 2014 Performance Rights will be issued to Mr Sutherland for nil cash consideration. Any shares issued upon vesting of the Performance Rights will also be for nil cash consideration (but the relevant Performance Criteria must first be satisfied before the 2014 Performance Rights vest and can be exercised).
- **Prior participation:** Mr Sutherland was issued 160,000 Performance Rights on 9 August 2013 under the Plan. This grant together with the Plan was approved by shareholders at the Company's 2013 annual general meeting. The Performance Rights were issued for nil cash consideration. No other person referred to in ASX Listing Rule 10.14 has been issued securities under the Plan since it was last approved by shareholders at the Company's 2013 annual general meeting.
- **Future participation:** The Managing Director of the Company from time to time is the only person eligible to participate in the Plan. Any grants to a Managing Director will remain subject to shareholder approval under ASX Listing Rule 10.14. Mr Sutherland is the Company's current Managing Director.
- **Loan:** No loan is being made available to Mr Sutherland in connection with this grant of the 2014 Performance Rights.
- **Date of issue:** The 2014 Performance Rights will be issued to Mr Sutherland as soon as practicable following shareholder approval (and in any event within 12 months of the date of the AGM).

OTHER INFORMATION

Determination of Shareholders' Right to Attend and Vote

The Company has determined that persons who are registered holders of Shares at 5.00pm (Sydney time) on 28 July 2014 will be entitled to attend and vote at the AGM.

Voting by Proxy

A shareholder entitled to attend and vote at the AGM may appoint a proxy. A proxy need not be a shareholder and can be either an individual or a body corporate. If a body corporate is appointed as a proxy, it must ensure that it appoints a corporate representative to exercise its powers as proxy at the Meeting (see below).

A shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Generally, these sections mean that if proxies vote, they must cast all directed proxies as directed, and any directed proxies that are not voted will automatically default to the Chairman of the Meeting, who must vote the proxies as directed. If the proxy holder has two or more appointments that specify different ways to vote on the resolution, the proxy holder must not vote on a show of hands.

The following addresses are specified for the purposes of receipt of proxy appointments and any authorities under which proxy appointments are signed (or certified copies of those authorities):

- By Facsimile:** (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555
- By Post:** Computershare Investor Services Pty Limited, GPO Box 242 Melbourne VIC 3001
- Online:** A proxy can be appointed electronically by visiting www.investorvote.com.au and following the instructions provided.
- In Person:** Computershare Investor Services Pty Limited
Level 2, 45 St George's Terrace
Perth WA 6000

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting instructions.

To be effective, a proxy appointment and, if the proxy appointment is signed by the shareholder's attorney, the authority under which the appointment is signed (or a certified copy of the authority) must be received by the Company at least 48 hours before the commencement of the Meeting.

The enclosed proxy form provides further details on appointing proxies and lodging the proxy forms.

Bodies corporate

A body corporate may appoint an individual as its representative to exercise all or any of the powers the body may exercise (either as a shareholder or as a proxy) at a meeting of a Company's shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution. The representative will need to bring to the AGM evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.

Programmed Maintenance Services Limited
 ABN 61 054 742 264

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

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┌ 000001 000 PRG
 MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 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) Monday, 28 July 2014**

How to Vote on Items of Business

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

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions 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 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

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 Programmed Maintenance Services 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 Programmed Maintenance Services Limited to be held at the Museum of Sydney, Corner Bridge Street and Phillip Street, Sydney, New South Wales on Wednesday, 30 July 2014 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 of the Meeting to exercise my/our proxy on Resolutions 1 and 3 even though Resolutions 1 and 3 are connected directly or indirectly with the remuneration of a member of key management personnel.

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 Resolutions 1 and 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.

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Jonathan Whittle as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Grant of Performance Rights to the Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting (where appropriately authorised) intends to vote all undirected proxies in favour of all resolutions.

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 / / _____