



24th October 2014

The Manager
Company Announcements Office
ASX Limited
Level 6, Exchange Centre
20 Bridge Street
Sydney, NSW 2000

Dear Sir/Madam,

Re: Notice of Annual General Meeting & Proxy Form

Attached is the Notice of Annual General Meeting and Proxy Form despatched to shareholders today.

Yours sincerely,

A handwritten signature in blue ink, appearing to read 'S.S. Rouvray'.

S.S. Rouvray
Company Secretary
Austbrokers Holdings Limited

For further information, contact Steve Rouvray Tel: (02) 9935 2201
Mobile: 0412 259 158

Notice of Annual General Meeting

Austbrokers Holdings Limited ABN 60 000 000 715

Notice is hereby given that the Annual General Meeting of shareholders of Austbrokers Holdings Limited will be held at the Sofitel Sydney Wentworth Hotel, 61-101 Phillip Street, Sydney, New South Wales at 10.00am on Tuesday 25 November 2014.

ORDINARY BUSINESS

1. **Annual Report**

To receive and consider the profit and loss statement and balance sheet of the Company and the entities it controlled for the financial year ended 30 June 2014 and the reports of the Directors and auditor thereon.

2. **Re-election of David Clarence Clarke as a Director**

Mr Clarke retires as a director in accordance with Article 6.2 (j) of the Company's Constitution and, being eligible, offers himself for re-election.

Details of the qualifications and experience of Mr Clarke and the recommendation of the Board are set out in section 3 of the attached Explanatory Notes.

3. **Re-election of Robin Jane Low as a Director**

Ms Low retires as a director in accordance with Article 6.2 (j) of the Company's Constitution and, being eligible, offers herself for re-election.

Details of the qualifications and experience of Ms Low and the recommendation of the Board are set out in section 3 of the attached Explanatory Notes.

4. **Remuneration Report**

To adopt the Remuneration Report for the year ended 30 June 2014.

Note: the vote on this resolution is advisory only and does not bind the directors of the Company.

By order of the Board

Stephen Rouvray
Company Secretary

Dated 24 October 2014

Notes

- (a) Pursuant to Regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that for the purpose of the meeting all shares in the Company shall be taken to be held by the persons who were registered as shareholders at 7:00pm (Sydney time) on Sunday, 23 November 2014.
- (b) Where more than one joint Shareholder votes, the vote of the Shareholder whose name appears first in the Company share register shall be accepted to the exclusion of the others.

Proxies and corporate representatives

- (c) A member has a right to appoint a person or body corporate as a proxy. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of the member's votes each proxy is entitled to exercise, failing which each may exercise half of the votes. Where a member appoints one (1) proxy, that proxy may vote on a show of hands. Where a member appoints more than one (1) proxy, neither proxy is entitled to vote on a show of hands.
- (d) If you appoint a body corporate as your proxy, the body corporate will need to ensure that it:
 - appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act 2001 (Cth); and
 - provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting. A form of certificate of appointment may be obtained from the Company's registry at: www.linkmarketservices.com.au.
- (e) A proxy need not be a member of the Company.
- (f) Details for completion and lodgement of proxies are on the reverse side of the appointment of proxy form. A proxy must be received by the Company's share registry, Link Market Services Limited, by 10.00am on Sunday, 23 November 2014. A proxy may be mailed to Link Market Services Limited at Locked Bag A14, Sydney South NSW 1235, hand delivered to Link Market Services Limited at Level 12, 680 George Street, Sydney NSW or 1A Homebush Bay Drive, Rhodes NSW 2138 or sent by facsimile to Link Market Services Limited on (02) 9287 0309 or online at www.linkmarketservices.com.au. Shareholders will need their Securityholder Reference Number (SRN) or Holder Identification Number (HIN). Please note that the online proxy facility is not suitable for Securityholders wishing to appoint two proxies.

Attendance

- (g) Shareholders who plan to attend the meeting are asked to arrive at the venue 30 minutes prior to the time designated for the meeting, if possible, so that their shareholding may be checked against the share register and attendance noted. Shareholders attending in person must register their attendance upon arrival.

Voting Exclusions Statement

- (h) In accordance with the Corporations Act 2001 (Cth) and ASX Listing Rules, the Company will disregard any votes cast (in any capacity) on resolution 4 by or on behalf of a member of the Company's key management personnel, details of whose remuneration are included in the Remuneration Report on pages 44 to 54 of the Annual Report or a closely related party of such a member.

However, the Company need not disregard a vote if:

- i. it is cast by the person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- ii. it is cast by the person as Chair of the meeting as proxy for a person who is entitled to vote and the appointment of the Chair as proxy:
 - A. does not specify the way the proxy is to vote on that resolution; and
 - B. expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Company's key management personnel.

Accordingly, if you appoint the Chair as your proxy, you can direct the Chair to vote in accordance with your directions on the proxy form, and this can be contrary to the Chair's intention to cast all available votes in favour of all Resolutions. If you do not direct the Chair to vote for or against a Resolution, or to abstain from voting on a Resolution, you will be directing the Chair to vote in accordance with the Chair's voting intentions. It is the intention of the Chair of the meeting acting as proxy to cast any such votes in favour of all Resolutions.

Questions and comments from shareholders at the meeting

- (i) A reasonable opportunity will be given to shareholders as a whole to ask questions about the management of the Company or the Remuneration Report. Similarly, a reasonable opportunity will be given to shareholders as a whole to ask the Company's external auditor, Ernst & Young, (or its representative) questions relevant to:
 - the conduct of the audit;
 - the preparation and content of the audit reports;
 - the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - the independence of the auditor in relation to the conduct of the audit.
- (j) Shareholders may also submit a written question to Ernst & Young (to be lodged with the Company at least 5 business days before the meeting) if the question is relevant to the content of Ernst & Young's audit reports or the conduct of its audit of the financial report for the financial year ended 30 June 2014.

EXPLANATORY NOTES

This statement explains the items of business to be considered at the meeting and should be read in conjunction with the notice of meeting.

1. **Annual Report (no vote)**

The Company's Annual Report for the financial year ended 30 June 2014 has been made available to shareholders and is published on the Company's website www.austbrokers.com.au in the investor relations section.

There is no requirement for shareholders to approve this report. During this item of business there will be an opportunity for shareholders to comment on and ask questions about the Company's management, operations, financial position, business strategies and prospects.

2. **Re-election of Director (ordinary resolution)**

Mr David Clarence Clarke - Non-Executive Director - Aged 58.

Mr Clarke was appointed a director on 3 February 2014.

David Clarke was Chief Executive Officer of Investec Bank (Australia) Limited from June 2009 to July 2013. Prior to joining Investec Bank, David was the CEO of Allco Finance Group and a Director of AMP Limited, following five years at Westpac Banking Corporation where he held a number of senior roles, including Chief Executive of the Wealth Management Business, BT Financial Group. David has 35 years experience in investment banking, funds management, property and retail banking. He was previously employed at Lend Lease Corporation Limited where he was an Executive Director and Chief Executive of MLC Limited. David is Chairman of both the University of New South Wales Medicine Advisory Council and Deans Circle. He is a member of the New Zealand Trade and Enterprise Beachheads Forum.

Mr Clarke is a member of the Audit and Risk Management, Nomination and Remuneration and Succession Planning Committees.

Board Recommendation:

Each Director, other than Mr Clarke recommends that shareholders vote 'for' the resolution to re-elect Mr Clarke as a Director.

3. **Re-election of Director (ordinary resolution)**

Ms Robin Jane Low - Non-Executive Director - Aged 53.

Ms Low was appointed a director on 3 February 2014. Robin Low was a partner at PricewaterhouseCoopers with over 28 years experience in financial services, particularly insurance, and in assurance and risk management. Robin is a member of the Audit and Assurance Standards Board and on the board of a number of not-for-profit organisations including Sydney Medical School Foundation, Public Education Foundation and Primary Ethics. Robin has a Bachelor of Commerce degree from The University of New South Wales, is a Fellow of the Institute of Chartered Accountants in Australia and is a Graduate Member of the Australian Institute of Company Directors. Ms Low is a member of the Audit and Risk Management, Nomination and Remuneration and Succession Planning Committees.

Board Recommendation:

Each Director, other than Ms Low, recommends that shareholders vote 'for' the resolution to re-elect Ms Low as a Director.

4. **Remuneration Report (ordinary resolution)**

The Corporations Act 2001 (Cth) requires a resolution to be put to the shareholders for the adoption of the Remuneration Report and to give a reasonable opportunity to shareholders to comment on and ask questions about the Remuneration Report.

The Remuneration Report is set out in pages 44 to 54 of the Annual Report and includes:

- (a) a discussion of Board policy for determining the nature and amount (or value, as appropriate) of remuneration of Directors and senior managers of the Company;
- (b) an explanation of the relationship between the remuneration of Directors and senior management and the Company's performance; and
- (c) details of the performance conditions connected with the remuneration of each Director and senior manager.

The vote on this resolution is advisory only and does not bind the directors of the Company. However, as required by the Corporations Act 2001 (Cth), if the Company receives a "no" vote of 25% or more in relation to the Remuneration Report at two successive annual general meetings, a spill resolution will be put to the members at the second annual general meeting. If the spill resolution is passed with 50% or more of the votes cast, the Company will, within 90 days, hold a spill meeting to vote on whether to keep the existing directors (the managing director will not be subject to the spill vote).

At the 2013 Annual General Meeting of the Company, the Remuneration Report was approved without a "no" vote of 25% or more.

Board Recommendation:

The Board recommends that shareholders vote 'for' the resolution to approve the Remuneration Report.



By mail:
Austbrokers Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1800 194 270 (free call within Australia)

PROXY FORM

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

STEP 1

APPOINT A PROXY

the **Chairman of the Meeting**
(mark box)

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

Failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at **10:00am on Tuesday, 25 November 2014 at the Sofitel Sydney Wentworth Hotel, 61-101 Phillip Street, Sydney NSW** (the Meeting) and at any postponement or adjournment of the Meeting.

I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

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

STEP 2

VOTING DIRECTIONS

Resolution 2

Re-election of David Clarence Clarke as a Director

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 3

Re-election of Robin Jane Low as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 4

Remuneration Report

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

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

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

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HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

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

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

Votes on Items of Business - Proxy Appointment

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

Signing Instructions

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

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

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

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Sunday, 23 November 2014**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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



by mail:

Austbrokers Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**