



EUMUNDI GROUP

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of shareholders of **EUMUNDI GROUP LIMITED ACN 010 947 476** (“**Company**”) will be held at Hopgood Ganim Presentation Room, Level 7, Waterfront Place, 1 Eagle Street, Brisbane Qld at 11.00 am on Friday, 23 November 2012.

### AGENDA

#### ORDINARY BUSINESS

##### **Financial Reports**

To receive and consider the Company’s Annual Report comprising the Directors’ Report and Auditor’s Report, Directors’ Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2012.

Terms used in this Notice of Meeting are defined in the “Interpretation” section of the accompanying Explanatory Notes

#### **1 Remuneration Report**

To consider, and if thought fit, pass the following Advisory Resolution:

“That the Remuneration Report for the year ended 30 June 2012 (as set out in the Directors’ Report) is adopted.”

##### **Voting:**

The vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

##### **Voting Restriction pursuant to Section 250R(4) of the Corporations Act**

A vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, the above persons may cast a vote on Resolution 1 if:

- (a) the person does so as a proxy; and
- (b) the vote is not cast on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; and
- (c) either:
  - (i) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
  - (ii) the voter is the chair of the meeting and the appointment of the chair as proxy:
    - (1) does not specify the way the proxy is to vote on the resolution; and
    - (2) 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 Key Management Personnel of the Company.



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## **2 Re-election of Director – Mr Gilbert De Luca**

To consider, and if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“That in accordance with the Company’s Constitution, Mr Gilbert De Luca, who retires in accordance with the Company’s Constitution and, being eligible for re-election offers himself for re-election, be re-elected as a Director of the Company.”

## **3 Election of Director – Mr Charles Russell McCart**

To consider, and if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“That in accordance with the Company’s Constitution, Mr Charles Russell McCart, who retires in accordance with the Company’s Constitution and, being eligible for election offers himself for election, be elected as a Director of the Company.”

## **GENERAL BUSINESS**

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By Order of the Board

Leni Stanley  
Company Secretary  
19 October 2012



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## EXPLANATORY NOTES

These Explanatory Notes have been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General meeting to be held on 23 November 2012.

These Explanatory Notes form part of and should be read in conjunction with the accompanying Notice. A number of words and terms used in these Explanatory Notes have defined meanings, which are set out at the end of these Explanatory Notes.

### **Resolution 1 - Remuneration Report**

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory resolution.

The Remuneration Report is set out in the Directors' Report section of the Annual Report. The Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive directors and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the most highly remunerated senior executives of the Company; and
- details and explains any performance conditions applicable to the remuneration of executive directors and senior executives of the Company.

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

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution put to Shareholders that the Remuneration Report of the Company be adopted (**Voting Restriction**). Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

The Voting Restriction does not apply where:

- (a) the Chairperson or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with specific instructions on how to vote on a resolution to adopt the remuneration report of the Company; or
- (b) the Chairperson is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the Chairperson to do so.



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Shareholders should be aware that any undirected proxies given to the Chairperson will be cast by the Chairperson and counted in favour of Resolution 1, subject to compliance with the Corporations Act.

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

A vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

### **Resolution 2 - Re-election of Director – Mr G De Luca**

Mr Gilbert De Luca has been a Director of Eumundi Group Limited since 1989. He is the principal of the De Luca group of companies and has a wide range of business experience in the property and construction fields overseeing the acquisition of investment and development properties by that group. Mr De Luca is a member of the Audit Committee.

With the exception of Mr De Luca, who does not make any recommendation in respect of this resolution, all Directors support Mr De Luca's re-election as a Director and recommend that shareholders vote in favour of this resolution.

The Chairperson intends to vote all undirected proxies in favour of Resolution 2.

### **Resolution 3 - Election of Director – Mr C R McCart**

Mr Russell McCart was appointed a Director of Eumundi Group Limited on 31 May 2012. Mr McCart is Managing Director of Pacifica Developments and has over 30 years experience in all facets of property development in public companies such as A V Jennings and Mirvac, as well as his own private companies. Mr McCart holds a Bachelor of Business from QUT. Mr McCart is a member of the Audit Committee.

With the exception of Mr McCart, who does not make any recommendation in respect of this resolution, all Directors support Mr McCart's election as a Director and recommend that shareholders vote in favour of this resolution.

The Chairperson intends to vote all undirected proxies in favour of Resolution 3.



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## VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 7.00pm (Sydney time) on Wednesday 21 November 2012. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## PROXIES

A proxy form is attached to this Notice.

If you are entitled to attend and vote at this Annual General Meeting, you may appoint:

- a person ("person" can be an individual or a body corporate); or
- if the shareholder is entitled to cast two or more votes at the meeting, two persons, as your proxy or proxies to attend and vote for you at the meeting. A proxy need not be a Shareholder.

Any undirected proxies on a given item may be voted by the appointed proxies as they choose, subject to the restrictions set out in the voting exclusion statements in this Notice.

The Company must receive at least 48 hours (ie. by 11.00 am (Brisbane time) on Wednesday 21 November 2012) before the meeting:

- your completed proxy form; and
- if you sign under power of attorney or corporate representative, that power of attorney or corporate representative appointment or a certified copy of it.

Any proxy form received after this deadline (including at the Annual General Meeting) will be invalid.

The proxy form (and any authority appointing an attorney or corporate representative) must be:

- sent by post to Computershare Investor Services Pty Limited, GPO 242, Melbourne Victoria 3001; or
- sent by fax to Computershare Investor Services Pty Limited on 1800 783 447 ( or if outside Australia: +61 3 9473 2555.

## BODY CORPORATE REPRESENTATIVES

Any corporation wishing to appoint a person to act as representative at the Annual General Meeting may do so by providing that person with a certificate authorising the person to act as the corporation's representative in accordance with the corporation's constitution. Where a person has previously been appointed to act as a representative of a body corporate, the certificate appointing that person is not required to be produced to the Company prior to the meeting where:

- the certificate appointing the representative has been previously produced to the Company;
- the representative is entitled to attend the meeting on the basis of the same certificate (without amendment or extension); and
- the certificate is otherwise valid.



## INTERPRETATION

**Annual General Meeting** or **Meeting** means the annual general meeting of the Company to be held on 23 November 2012 (or any adjournment or postponement of that meeting).

**ASIC** means the Australian Securities and Investments Commission.

**Board** means the board of Directors of the Company.

**Chair** or **Chairperson** means the chairperson of the Board from time to time and includes an acting Chairperson.

**Closely Related Party** (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- (d) a company the member controls; or
- (f) a person prescribed by the regulations made under the Corporations Act.

**Company** means Eumundi Group Limited ACN 010 947 476.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the directors of the Company.

**Explanatory Memorandum** means the explanatory memorandum to the Notice.

**Key Management Personnel** has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

**Notice** means the notice convening the Meeting.

**Proxy Form** means the proxy form accompanying this Notice.

**Remuneration Report** means that part of the report of the Directors for the financial year ended 30 June 2012 dealing with the remuneration of Key Management Personnel included in accordance with section 300A of the Corporations Act.

**Shareholder** means a holder of ordinary shares in the Company.

**Shares** means ordinary fully paid shares in the issued capital of the Company.



EUMUNDI GROUP  
**Eumundi Group Limited**  
 ABN 30 010 947 476



### Lodge your vote:



**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](http://www.intermediaryonline.com)

**For all enquiries call:**

(within Australia) 1300 552 270  
 (outside Australia) +61 3 9415 4000

┌ 000001 000 EBG  
 MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030



## Proxy Form

For your vote to be effective it must be received by 11.00 am (Brisbane time) on Wednesday 21 November 2012

### 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

**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](http://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.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

**Your secure access information is:**

**SRN/HIN: I9999999999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

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.



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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 Eumundi Group 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 Eumundi Group Limited to be held at Hoppgood Ganim Presentation Room, Level 7, Waterfront Place, 1 Eagle Street, Brisbane Qld, on Friday, 23 November 2012 at 11.00 am (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 1 (except where I/we have indicated a different voting intention below) even though Item 1 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 1 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
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Mr Gilbert De Luca	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director – Mr Charles Russell McCart	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

## SIGN Signature of Securityholder(s) *This section must be completed.*

<b>Individual or Securityholder 1</b>	<b>Securityholder 2</b>	<b>Securityholder 3</b>
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>

Sole Director and Sole Company Secretary      Director      Director/Company Secretary

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_/\_\_\_\_/\_\_\_\_