

ASX Limited ('ASX' or 'the Company') will hold its Annual General Meeting (AGM) at 10.00am (Sydney time) on Wednesday 25 September 2013 at the ASX Auditorium, lower ground floor, Exchange Square, 18 Bridge Street, Sydney, New South Wales for the purpose of transacting the business set out in this Notice.

Business

ASX financial report

1. To receive the financial statements, directors' report and auditor's report for ASX and its controlled entities for the year ended 30 June 2013.

Note: There is no requirement for shareholders to approve these reports.

Securities Exchanges Guarantee Corporation – financial report for the National Guarantee Fund

2. To receive the financial statements and auditor's report for the National Guarantee Fund for the year ended 30 June 2013.

Note: There is no requirement for shareholders to approve these reports.

Election of directors

3. To elect directors:

- a. Shane Finemore, who retires by rotation and offers himself for re-election as a director of ASX.
- b. Dr Ken Henry AC who having been appointed as a director of ASX with effect from 1 February 2013 in accordance with the ASX constitution, and being eligible, offers himself for election as a director of ASX.

Notes: The non-candidate directors unanimously support the re-election of Mr Finemore and the election of Dr Henry.

The Chairman of the Meeting (Chairman) intends to vote available proxies in favour of the re-election of Mr Finemore and the election of Dr Henry.

Grant of performance rights to Managing Director and CEO under the Long-Term Incentive (LTI) plan

4. To approve the grant of 2013 performance rights to the Managing Director and CEO, Mr Elmer Funke Kupper, under the ASX LTI plan, as described in the explanatory notes.

The Chairman intends to vote available proxies in favour of this resolution.

Remuneration report

5. To adopt the remuneration report for the year ended 30 June 2013.

Notes: This resolution is advisory only and does not bind the Company or the directors.

The directors will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting when reviewing the Company's remuneration policies.

If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director and CEO) must go up for re-election.

The Chairman intends to vote available proxies in favour of this resolution.

The Chairman will call a poll for all proposed resolutions. Please refer to the explanatory notes for further information on the proposed resolutions and applicable voting exclusions.

By order of the Board
Amanda J. Harkness
Company Secretary
26 August 2013

How to vote

Eligibility to attend and vote

You will be eligible to attend and vote at the meeting if you are registered as a holder of ASX shares at 7.00pm (Sydney time) on Monday 23 September 2013.

Voting options

Direct voting

The Board has determined to allow voting by direct vote at the meeting. Direct voting enables shareholders to vote directly on resolutions considered at the meeting without attending the meeting or appointing a proxy.

A copy of the Direct Voting Regulations that govern direct voting (Direct Voting Regulations) is available online at: www.asxgroup.com.au/asx-annual-general-meetings.htm. By submitting a direct vote, you agree to be bound by the Direct Voting Regulations.

To vote by direct vote, you must mark **Box A** and complete the voting directions for Items 3 to 5 in the Voting Form, by marking either "For", "Against" or "Abstain" for each of those items of business for a valid direct vote to be recorded on those items.

You may specify the number of your shares to be voted on any resolution by inserting the proportion or number of shares. If you do not specify a proportion or number of shares, the instructions provided will apply to all of your shares.

If you cast a direct vote, you are still entitled to attend the meeting. However, your attendance will cancel your direct vote unless you instruct ASX or Link Market Services otherwise.

The Chairman's decision as to whether a direct vote is valid is conclusive.

Appointing a proxy

You can appoint a proxy to attend and vote on your behalf as an alternative to attending the meeting in person or casting a direct vote.

A proxy does not need to be a shareholder of ASX. A proxy may be an individual or a company. If you are entitled to cast two or more votes at the meeting, you may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes. If you require a second Voting Form, please contact Link Market Services on + 61 1300 724 911.

If you choose to appoint a proxy, complete **Box B** in the Voting Form. You can direct your proxy how to vote on Items 3 to 5 by marking either "For", "Against" or "Abstain" for each of those items of business.

If you sign the enclosed Voting Form and do not complete **Box A** or **Box B**, the Chairman will be appointed as your proxy.

If you appoint the Chairman as your proxy, he or she can only cast your votes on Items 4 and 5 if you expressly authorise him or her to do so by marking the second box under B on the Voting Form.

If you appoint a proxy, you may still attend the meeting. However, your proxy's rights to speak and vote are suspended while you are present.

Voting restrictions that may affect your proxy appointment

Due to the voting exclusions that apply to certain items of business, the Key Management Personnel (KMP) of ASX and their closely related parties will not be able to vote your proxy on:

- Item 4 (Grant of Performance Rights to the Managing Director and CEO under the LTI plan)
- Item 5 (Remuneration report)

unless you have directed them how to vote or in the case of the Chairman if you expressly authorise him or her.

The KMP are the directors of ASX and those other persons having authority and responsibility for planning, directing and controlling the activities of ASX. The term "closely related party" is defined in the Corporations Act 2001 (Cth) and includes a KMP's spouse, dependant and certain other close family members, as well as any companies controlled by the KMP.

If you intend to appoint a KMP (including the Chairman) as your proxy, you are encouraged to direct them how to vote on Items 4 and 5 by marking either "For", "Against" or "Abstain" for each of those items of business.

If you appoint the Chairman as your proxy, he or she can only cast your votes on Items 4 and 5 if you expressly authorise him or her to do so by marking the second box under B on the Voting Form or you direct the Chairman how to vote.

How the Chairman will vote undirected proxies

The Chairman will vote undirected proxies on, and in favour of, all of the proposed resolutions, except that in respect of Items 4 and 5 the Chairman will only do so where expressly authorised by the shareholder having marked the second box under B on the Voting Form.

The Chairman's decision as to whether a vote cast by a proxy is valid is conclusive.

Sending your voting form

Your completed Voting Form must be received by Link Market Services **no later than 10.00am (Sydney time) on Monday 23 September 2013**, being 48 hours before the commencement of the meeting. An original or a certified copy of any power of attorney under which the form was signed must also be received by this time unless previously provided to Link Market Services.

You can lodge your vote:

- **online** at www.investorcentre.linkmarketservices.com.au by following the instructions. To lodge your vote online, you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) which is shown on the enclosed Voting Form;

or:

- **by completing the enclosed Voting Form** and:
 - mailing it to Link Market Services using the reply paid envelope
 - posting it to Locked Bag A14 Sydney South, NSW 1235
 - faxing it to +61 (2) 9287 0309
 - hand delivering it to Link Market Services, Level 12, 680 George Street, Sydney NSW 2000.

Attending the meeting

Please bring your personalised Voting Form with you as it will help you to register your attendance at the meeting.

If you do not bring your Voting Form with you, you will still be able to attend the meeting but representatives from Link Market Services will need to verify your identity. You will be able to register from 9.00am (Sydney time) on the day of the meeting.

Corporate shareholders

Corporate shareholders who wish to appoint a representative to attend the meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the corporate shareholder's representative. The authorisation may be effective either for this meeting only or for all meetings of ASX. Shareholders can download and fill out the 'Appointment of Corporate Representation' form from Link Market Services' website: www.linkmarketservices.com.au/corporate/InvestorServices/Forms.html

Questions from shareholders

In addition to asking questions at the meeting, written questions to the Chairman about the management of ASX, or to ASX's auditor about the content of the auditor's report and the conduct of the audit, may be submitted no later than Wednesday 18 September 2013 to:

ASX Chairman
C/- Company Secretary
ASX Limited
20 Bridge Street
Sydney NSW 2000
Facsimile: +61 (2) 9227 0480
Email: company.secretariat@asx.com.au

Copies of written questions and answers will be available at the meeting and posted on ASX's website.

Your privacy

Attendees at the meeting may be video recorded. A live webcast will be available on the ASX website: <http://www.asxgroup.com.au/asx-annual-general-meetings.htm>

Explanatory notes

Item 1: ASX's financial report

The financial statements, directors' report and auditor's report for ASX for the year ended 30 June 2013 will be laid before the meeting. There is no requirement for shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the operations and management of ASX. Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the auditor's report.

Item 2: SEGC financial report

Securities Exchanges Guarantee Corporation Limited (SEGC) is the body responsible for administration of the National Guarantee Fund (the Fund). The operation of SEGC and the Fund is governed by the Corporations Act 2001 and SEGC's constitution. The assets of the Fund are the property of SEGC but are held on trust for purposes set out in the Corporations Act 2001. The Corporations Act 2001 requires SEGC to cause a copy of the audited financial statements of the Fund to be laid before the AGM of ASX. There is no requirement for shareholders to approve these reports.

Item 3: Election of directors

Under Listing Rule 14.4, a director must not hold office without re-election past the third annual general meeting following the director's appointment or three years, whichever is longer. A director who retires in accordance with these requirements is eligible for re-election. Accordingly, Mr Finemore is due to retire at the end of the meeting and offers himself for re-election to the Board.

Voting on the Items 3(a) to (b) (election of directors) will be determined by a poll at the meeting rather than a show of hands. Shareholders and proxy holders attending the meeting will be provided with poll voting cards. Shareholders not attending the meeting may use the enclosed Voting Form to lodge their vote directly.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Items 3(a) to (b) (election of directors) by marking either "For", "Against" or "Abstain" on the Voting Form for that item of business.

Item 3(a): Shane Finemore BCom (UNSW)

Independent non-executive director

Mr Finemore was appointed a director of ASX in June 2007.

He is Managing Partner of Manikay Partners LLC. Manikay Partners is a New York-headquartered hedge fund, founded in 2008, which pursues an investment strategy based on long-bias global equity, coupled with arbitrage and short-term trading globally.

He is also a director of Ron Finemore Transport Pty Limited, and a member of the Australia as a Financial Services Centre Taskforce.

Mr Finemore has extensive experience in both New York and Sydney. He is an internationally recognised authority on securities exchanges and in

particular, brings an international perspective on exchanges.

Mr Finemore's previous roles include Managing Director at UBS Investment Bank and Head of the UBS US Fundamental Investment Group. He was also a member of the UBS Investment Bank Board.

Board recommendation

The non-candidate directors unanimously support the re-election of Mr Finemore.

Item 3(b): Dr Ken Henry AC FASSA, BCom, PhD, DB h.c

Independent non-executive director

Dr Henry was appointed a director of ASX on 22 January 2013 with an effective date of 1 February 2013.

Dr Henry served as the Secretary of the Department of the Treasury from 2001 to 2011. He has been director of National Australia Bank since November 2011 and is Chairman of the Institute of Public Policy (Crawford School of Public Policy) at the Australian National University (ANU). Dr Henry is Chairman of the Advisory Council of the SMART Infrastructure Facility at the University of Wollongong, and the Sir Roland Wilson Foundation, ANU; and a member of the Advisory Board of the Australian Demographic and Social Research Institute (ADSRI), the Australian Press Council National Advisory Panel and the Board of Reconciliation Australia. Dr Henry is also a Governor of the Committee for the Economic Development of Australia (CEDA) and a Council Member of Voiceless.

Dr Henry's reputation and experience as an economist in Australia and overseas, and as a senior bureaucrat who has worked with successive Australian governments, has brought fresh perspectives and strengthened the expertise of the ASX Board.

Board recommendation

The non-candidate directors unanimously support the election of Dr Henry.

Item 4: Grant of performance rights to Managing Director and CEO under the LTI plan

Why ASX is seeking shareholder approval

ASX is seeking shareholder approval to grant performance rights to Mr Elmer Funke Kupper, ASX Limited's Managing Director and CEO, under the LTI plan.

Under his executive services agreement with ASX, Mr Funke Kupper is entitled to participate in ASX's LTI plan in accordance with the plan rules and subject to any approval ASX considers necessary or appropriate.

ASX considers that it is appropriate for shareholders to vote on Mr Funke Kupper's participation in the LTI plan, even though shareholder approval for the grant of performance rights under ASX's LTI plan to Mr Funke Kupper is not required under the Listing Rules.

ASX asks shareholders to consider and vote upon Mr Funke Kupper's participation in the LTI plan through the grant of the 2013 Performance Rights (2013 Grant).

The 2013 Grant

The maximum value of performance rights that will be granted to Mr Funke Kupper is \$750,000. ASX seeks shareholder approval for the 2013 Grant to the value of \$750,000.

The number of 2013 performance rights to be granted is calculated by dividing \$750,000 by the fair value of each performance right as determined by external consultant, Mercer. For the purposes of these explanatory notes, ASX requested Mercer to calculate the value of the performance rights in accordance with AASB 2 Share-based payments, as at 31 July 2013, being shortly before the issue of these explanatory notes. On the basis of the 31 July 2013 value attributed by Mercer, each performance right was valued at \$25.05. On that theoretical value basis, the maximum number of 2013 performance rights that ASX would grant to Mr Funke Kupper is 29,940. Mercer will be asked to recalculate the value as at 25 September 2013 (the date of the grant of the 2013 performance rights) for the purpose of determining the final maximum number of 2013 performance rights. Each 2013 performance right entitles Mr Funke Kupper to receive, upon vesting, one fully paid ASX Limited ordinary share. The 2013 performance rights will not entitle Mr Funke Kupper to receive dividends on shares before vesting of the performance rights entitling him to those shares.

The number of shares that will vest with Mr Funke Kupper at the end of the performance period (if any) will be determined having regard to the performance criteria described below.

There was no change to Mr Funke Kupper's overall remuneration structure and the total reward opportunity remained unchanged in FY13. There will be no change for the FY14 performance period. The non-executive directors consider that Mr Funke Kupper's remuneration package (including the proposed grant under the LTI plan) is reasonable and appropriate having regard to the circumstances of the Company and Mr Funke Kupper's responsibilities as Managing Director and CEO.

Performance conditions that apply to the 2013 Grant

Performance period

The performance period will be three years commencing on 26 September 2013 and ending on 26 September 2016.

Performance conditions

The performance hurdles include both internal and external measures.

(i) Earnings per share (EPS) performance criteria (70% weighting)

If ASX meets the EPS performance hurdles set out in the table below during the performance period, based on the theoretical value determined above, up to 20,958 shares would vest with Mr Funke Kupper.

EPS is calculated by dividing the underlying net profit attributable to ASX for the relevant reporting period (statutory NPAT adjusted for the after tax effect of any significant items) by the weighted average number of ordinary shares of the Company.

ASX's compound EPS growth	Proportion of EPS entitlement shares that will vest
8% per annum or less	0%
Between 8.1% and 9.9%	5% of the EPS entitlement shares for each 0.1% of compound EPS growth above 8%
10% or more per annum	100%

(ii) Total shareholder return (TSR) performance criteria (30% weighting)

If ASX meets the TSR performance hurdles described below during the performance period, based on the theoretical value determined above, up to 8,982 shares would vest with Mr Funke Kupper.

The TSR performance criteria is determined by comparing ASX's performance to the performance of a group of peer companies selected by the Board (the Comparative Group).

TSR for ASX and the companies in the Comparative Group will be calculated, by an external provider, as follows:

- TSR will be measured over the three-year performance period (i.e. 26 September 2013 to 26 September 2016)
- For the purpose of this measurement, the share price will be averaged over the six months preceding the start and end date of the performance period
- Dividends will be assumed to have been re-invested on the ex-dividend date
- Ignoring tax and any franking credits (or equivalent)
- The TSR for any overseas companies will be calculated based on their domestic currencies and will not be converted into Australian dollars.

The Board will determine at the end of the performance period whether ASX has met the performance criteria. The proportion of performance rights that vest will be determined as follows:

TSR rank	Proportion of TSR entitlement shares that vest
Less than 51st percentile	0%
51st percentile	50%
Between 51st percentile and 76th percentile	50% plus an additional 2% of this award for each additional percentile ranking above the 51st percentile.
At or above the 76th percentile	100%

The Board has the discretion, under the plan rules to increase or decrease the number of shares provided to Mr Funke Kupper by up to 20% of the maximum number of shares that may vest.

When will shares be provided?

If the performance criteria are met and the performance rights vest, shares will be provided to Mr Funke Kupper in or around September 2016.

What if shareholder approval is not obtained?

If shareholder approval of Mr Funke Kupper's participation in the 2013 LTI plan is not obtained, then subject to the achievement of the performance hurdles described above, Mr Funke Kupper will receive a cash payment equivalent in value to the LTI that would have been granted had shareholder approval been obtained.

Mr Funke Kupper will forfeit any cash payment equivalent if his employment is terminated by his resignation, due to his misconduct or poor performance, or if ASX determines that such action is necessary to protect the financial soundness of ASX or where adverse outcomes have arisen that reduce the original assessment of the performance generating the provision of the benefit. (Similarly, under the LTI plan any performance rights granted to Mr Funke Kupper would lapse on cessation of employment in these circumstances.)

Who is entitled to participate?

Mr Funke Kupper is the only director entitled to participate in the 2013 offer under the ASX LTI plan.

Voting exclusions

ASX will disregard any votes cast on Item 4 (Grant of performance rights to Managing Director and CEO under the LTI plan):

- by Mr Funke Kupper or an associate of Mr Funke Kupper
- as a proxy by a member of the KMP or a KMP's closely related party unless the vote is cast as a proxy for a person who is entitled to vote on Item 4:
- in accordance with their directions of how to vote on the Voting Form or
- by the Chairman pursuant to an express authorisation on the Voting Form.

Board recommendation

The non-executive directors recommend that you vote in favour of this item.

Item 5: Remuneration report

The remuneration report of the Company for the financial year ended 30 June 2013 is set out in ASX's 2013 Annual Report which is available on ASX's website: www.asxgroup.com.au/asx-shareholder-reports.htm

The remuneration report sets out ASX's remuneration arrangements for directors, including the Managing Director and CEO, and ASX staff. The Chairman will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the remuneration report at the meeting. In addition, shareholders will be asked to vote on the remuneration report.

The resolution is advisory only and does not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act 2001, if 25% or more of votes that are cast are voted against the adoption of the remuneration report at two

consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director and CEO) must go up for re-election. ASX encourages all shareholders to cast their votes on Item 5 (remuneration report).

Voting exclusions

ASX will disregard any votes cast on Item 5 (remuneration report):

- by or on behalf of a member of the KMP whose remuneration is disclosed in the remuneration report and any closely related parties of those persons
- as a proxy by a member of the KMP or a KMP's closely related party unless the vote is cast as a proxy for a person who is entitled to vote on Item 5:
- in accordance with their directions of how to vote on the Voting Form or
- by the Chairman pursuant to an express authorisation on the Voting Form.

Glossary

- Corporations Act 2001 means the Corporations Act 2001 (Commonwealth).
- Chairman means Chairman of the Meeting.
- Explanatory notes means the notes included in the Notice which convened this meeting.
- Notice means this Notice of Annual General Meeting.
- Remuneration report means the remuneration report which forms part of the directors' report of ASX for the financial year ended 30 June 2013 and which is set out in the 2013 Annual Report.

Registered office:

ASX Limited (ABN: 98 008 624 691)

20 Bridge Street, Sydney NSW 2000

Telephone: +61 2 9227 0000

www.asx.com.au

www.asxgroup.com.au



Notice of Annual General Meeting

ASX Limited ABN 98 008 624 691

25 September 2013

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Notice of Annual General Meeting

ASX Limited ABN 98 008 624 691

25 September 2013

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ASX ASX Limited
ABN 98 008 624 691

LODGE YOUR VOTE



ONLINE >

www.linkmarketservices.com.au



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



By fax: +61 2 9287 0309



By hand:
Link Market Services Limited
Level 12, 680 George Street,
Sydney NSW 2000



All enquiries to: Telephone: 1300 724 911 **Overseas:** +61 1300 724 911

VOTING



ONLINE >

www.linkmarketservices.com.au

Login to the Link website using the holding details shown on this voting form. Select "Voting" and follow the prompts to lodge your vote. To vote, you will need your Holder Identification Number or Securityholder Reference Number as shown on this voting form. Alternatively, vote by completing and lodging this form.

GO ONLINE TO: • [Vote](#) • [Access the Annual Report](#) • [Update your details](#)

Your vote must be received by 10.00am on Monday, 23 September 2013 (being not later than 48 hours before the commencement of the Meeting). Any form received after this time will not be valid.

HOW TO VOTE

Your shares will be voted in accordance with your directions.

Direct Voting (Use Box A)

Mark either "For", "Against" or "Abstain" for each item for a valid direct vote to be recorded on that item. You may vote a portion of your shareholding by inserting the percentage or number of shares you wish to vote in the "For", "Against" or "Abstain" boxes.

Appoint a Proxy (Use Box B)

A proxy holder does not need to be a shareholder of ASX Limited (Company). A proxy may be an individual or a company.

Voting all of your shareholding

Direct your proxy how to vote by marking a box opposite each item of business. If you mark more than one box for each item of business, your vote on that item will be invalid. If you do not direct your proxy how to vote, your proxy may vote as they choose except as specified in Box B (overleaf).

Voting a portion of your shareholding

Insert the percentage or number of shares you wish to vote in the "For", "Against" or "Abstain" boxes.

Appointing a second proxy

If you are entitled to cast two or more votes, you may appoint up to two proxies to attend the meeting and vote on a poll. To appoint a second proxy, contact Link to obtain an additional voting form or copy this voting form.

If you appoint two proxies, you must:

- on each voting form, insert the percentage of voting rights or number of shares applicable to that form. If you do not specify this, each proxy may exercise half your votes. Fractions of votes are disregarded.
- return both forms together.

Note: If you mark Box A and Box B, you will be taken not to have appointed a proxy. Your valid direct vote will be counted. If you leave Box A and Box B blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the shareholder must sign.

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

Power of Attorney: If you have not already lodged your power of attorney with Link, please attach a certified copy 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 voting 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 sign alone. Otherwise, this form must be signed by a director jointly with either another director or a company secretary.

ATTENDING THE MEETING

Bring this form to assist with registration.

Representatives of a corporation attending the meeting must provide an appropriate "Certificate of Appointment of Corporate Representative" prior to admission. Contact Link to receive a form of the certificate.

ASX PRX304



NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4



X99999999999

VOTING FORM

For your vote to be effective, it must be received by 10.00am (Sydney time) on Monday, 23 September 2013.

STEP 1 MARK BOX A TO VOTE DIRECTLY - ASX ENCOURAGES SHAREHOLDERS TO VOTE DIRECTLY

I/We being a member(s) of ASX Limited (the "Company") and entitled to attend and vote hereby:

A VOTE DIRECTLY

elect to lodge my/our
vote(s) directly
(mark box)



in relation to the Annual General Meeting of the Company ("Meeting") to be held at 10.00am on Wednesday, 25 September 2013, and at any adjournment or postponement of the Meeting. You must mark either "FOR", "AGAINST" or "ABSTAIN" on each item of business for a valid direct vote to be recorded on that item. GO TO STEP 2

OR if you wish to appoint a proxy to attend the Meeting, please complete Box B

B APPOINT A PROXY

Appoint the Chairman
of the Meeting
("Chairman")
(mark box)

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

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman as my/our proxy to act on my/our behalf at the Meeting to be held at 10.00am on Wednesday, 25 September 2013, ASX Auditorium, lower ground floor, Exchange Square, 18 Bridge Street, Sydney NSW and at any adjournment or postponement of the Meeting.

AUTHORISATION TO THE CHAIRMAN TO CAST VOTES ON ITEMS 4 AND 5

I/we authorise the Chairman to vote on items 4 and 5 in accordance with his/her intentions as set out in the Notice of Meeting and this form (except where I/we have indicated a different voting intention by marking the voting boxes). I/we acknowledge that the Chairman may exercise my/our proxy in relation to these items even though these items are connected with remuneration of a member of Key Management Personnel.

(mark box)

NOTE

- If you appoint a proxy, ASX encourages you to direct your proxy how to vote on each item of business. GO TO STEP 2
- Directors (other than the Chairman, where authorised) and other Key Management Personnel of the Company and their closely related parties (see Notice of Meeting) will not cast any votes in respect of items 4 and 5 that arise from any undirected proxy that they hold.
- If the Chairman is appointed your proxy, the Chairman intends to vote available proxies "FOR" each item of business.

STEP 2 VOTING DIRECTIONS FOR YOUR DIRECT VOTE OR PROXY

	For	Against	Abstain*		For	Against	Abstain*
Item 3(a) Re-election of director, Shane Finemore	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 4 Approve grant of 2013 performance rights to MD and CEO under LTI plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3(b) Election of director, Dr Ken Henry AC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 5 Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the "Abstain" box for an item, your votes will not be counted in computing the required majority.

STEP 3 SIGNATURE OF SHAREHOLDER(S) - 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

