

NOTICE OF ANNUAL GENERAL MEETING

Betta Stores Ltd ABN 44 009 710 605

Notice is given that the Annual General Meeting of Betta Stores Ltd ABN 44 009 710 605 ('Company') will be held at Gardenhurst Receptions, 82 Bulla Road, Essendon, Victoria on Tuesday 29 November 2005 at 9 am (Melbourne time).

AGENDA

1. Ordinary business

Financial statements and reports

To receive and consider the Company's financial reports and the report of the Directors and the auditor for the financial year ended 30 June 2005.

2. Directors' Remuneration Report

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

'That the section of the report of the Directors dealing with the remuneration of the Company's Directors, Company Secretary and senior executives ('remuneration report') be adopted.'

3. Election of Directors

To elect two directors from the following:

- (a) Mr Reg Cain retires by rotation in accordance with rule 71 of the Company's Constitution and, being eligible, offers himself for re-election.
- (b) Mr Peter Caserta, being eligible in accordance with the Company's Constitution, offers himself for election.
- (c) Mr Patrick Tynan retires by rotation in accordance with rule 71 of the Company's Constitution and, being eligible, offers himself for re-election.

Information about the candidates appears in the accompanying Explanatory Memorandum.

4. Director's Remuneration

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

'To increase the aggregate maximum remuneration of the Directors from \$260, 500 to \$270,865.'

5. Appointment of Auditor

To receive:

- (a) Notice that Grant Thornton resign as auditor of the Company effective from 29 November 2005, subject to approval by the Australian Securities and Investment Commission, in accordance with section 329(5) of the Corporations Act 2001 (Cth); and
- (b) A nomination of KPMG as the new auditor of the Company signed by Rilzel Pty Ltd, a shareholder of the Company.

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

'That, for the purposes of Section 327 of the Corporations Act 2001 (Cth) and for all other purposes, KPMG, having consented in writing to act as auditors of the Company, be appointed as auditors, effective upon the resignation of the existing auditors Grant Thornton.'

6. Special business

Amendments to the Constitution and consequential variation to share rights

To consider and, if thought fit, pass the following resolution as a special resolution:

'That, subject to approval of the Retailer Shareholders' Resolution and the Ordinary Shareholders' Resolution, the Company's constitution be amended by the modification or deletion of certain clauses or rules and making other changes as follows:

- (a) the deletion of clauses 8.2, 11, 12, 53, 54, 66.1, 66.2, 66.3, 67 and 69.1;*
- (b) the deletion of the following definitions in clause 5 namely: Key Resolution, Key Resolution Provisions, Ordinary Shareholding Limit, Ordinary Shareholding Limit Provisions, Primary Notice, Retailer Director, Retailer Director Provisions, Retailer Director Restrictions, Review Date, Secondary Notice and Sunset Date; and in the definition of 'Managing Director', changing the reference clause number '66.3' to '66.1';*
- (c) the inclusion of a new clause 66.1, namely:*
'Subject to the Corporations Act and unless the Company resolves to change the number of Directors, the Company shall have not less than three Directors nor more than nine Directors, one of whom may be an Executive Director (who will be appointed by the Directors and who will, except as otherwise determined by the Directors, be the Managing Director).'
- (d) the deletion of clause 68.1 and the substitution of the words 'Directors are not required to hold any Shares';*
- (e) the deletion of the words and numbers 'clause 69.1 and 69.2' in clause 69.3 and substitution of 'clause 69.1;'*
- (f) the deletion of the words and numbers 'clause 69.1 and 69.2 (as applicable)' in clause 69.4(c) and substitution of 'clause 69.1';*
- (g) the deletion of the words 'Subject to clauses 66 and 67, ' in clause 70.1 and with a change so that clause 70.1 thereafter commences with: 'The';*
- (h) to renumber clauses and correct cross-references having regard to deletions; and that the rights attaching to Retailer Shares and Ordinary Shares, as varied by the above paragraphs, be approved.*

DATED this 26th day of October 2005

By Order of the Board



Nicole Quinn
Company Secretary

NOTES

- (a) A member who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a member of the Company. A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the enclosed proxy form.

- (d) A corporation may elect to appoint a representative, rather than appoint a proxy, in accordance with the *Corporations Act 2001* in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (e) The Company has determined in accordance with Regulation 7.11.37 *Corporations Regulation 2001* that for the purpose of voting at the meeting or adjourned meeting, shares will be taken to be held by those persons recorded in the Company's register of members as at 7pm (Melbourne time) on Sunday 27 November 2005.
- (f) The special resolution on the notice of meeting will require it to be passed by a majority of not less than 75% of members voting on the resolution either in person or represented by proxy, attorney or company representative.
- (g) Resolution 4 is also subject to the holders of retailer shares passing a special resolution ('Retailer Shareholders' Resolution') and to holders of ordinary shares passing a special resolution ('Ordinary Shareholders' Resolution') at separate meetings of retailer shareholders and ordinary shareholders to be held after the annual general meeting, each resolution being in terms substantially similar to Resolution 4. The Retailer Shareholders' Resolution (if passed) and Ordinary Shareholders' Resolution (if passed) as well as Resolution 4 (if passed) will take effect, subject to Section 246D of the *Corporations Act 2001*, one month after being passed.
- (h) In this notice of meeting, words in capital letters have the same meaning as in the Company's Constitution.
- (i) If you have any queries on how to cast your votes then call Ms Ruth Marshall on (07) 3222 3972 during business hours.

PROXY FORM – FOR ALL SHAREHOLDERS – AGM

Betta Stores Ltd
ABN 44 009 710 605

RETAILER SHARES HELD: []

ORDINARY SHARES HELD: []

Member/s name/s and address

Name/s: _____

Address/es: _____

I/we appoint as my/our proxy the person named below at the general meeting of the Company to be held at Gardenhurst Receptions, 82 Bulla Road, Essendon, Victoria, on Tuesday 29 November 2005 at 9am and at any adjournment thereof and to vote on the shares held by me/us.

Appointment of Proxy

Box A

I/we appoint _____

☐

or, failing him/her or if no individual or body corporate is named, the Chairman, as my/our proxy to act generally at the meeting on my/our behalf and to exercise my/our votes for me/us on my/our behalf.

OR

Appointment of Chairman

Box B

I/we appoint the Chairman to act generally at the meeting on my/our behalf and to exercise my/our votes for me/us on my/our behalf

☐

Directing your proxy how to vote

I/we direct my/our proxy to vote in the following manner:

Agenda Item

No	Resolution	For	Against	Abstain
2	The Directors' remuneration report be adopted			
3(a)	Elect Mr Reg Cain* as a Director			
3(b)	Elect Mr Peter Caserta as a Director			
3(c)	Elect Mr Patrick Tynan* as a Director			
4	Director's Remuneration			
5	Appointment of Auditor			
6	Approve amendments to the constitution and consequential variation to share rights			

*Retiring Director

Individuals to sign

.....

.....

Execution by attorney

Executed by:
(insert name of attorney)

.....
(attorney to sign here)

as attorney for

.....
(insert name of individual or company)

in accordance with the company's constitution and the *Corporations Act 2001*. The authority or a certified copy of the authority under which the appointment is signed must be attached.

Companies to sign

Executed in accordance with the Company's constitution:

.....
Director

.....
Director/Secretary OR

.....
Sole Director and Sole Company Secretary

Affix seal
if required

DATED...../...../.....

NOTES FOR COMPLETION OF PROXY FORM FOR AGM

Betta Stores Ltd
ABN 44 009 710 605

Appointment of proxy

(see Proxy form)

- (a) **To appoint a single proxy** - tick **BOX A**, complete name of proxy and sign Proxy Form; **OR**
- (b) **To appoint the Chairman only** - tick **BOX B** and sign Proxy Form.
- (c) A proxy appointed to attend and vote for a member has the same rights as the member to vote (to the extent allowed by this appointment) and to join in the demand for a poll.
- (d) If you mark the abstention box for a particular item, you are directing your proxy not to vote on a show of hands or on a poll and your shares will not be counted in computing the required majority on a poll.
- (e) If the Chairman of the meeting is your nominate proxy, or may be appointed by default, and you have not directed your proxy how to vote the Chairman intends to vote undirected proxies favour of items 1, 2, 4, 5 and 6 and abstain for item 3.
- (f) To appoint 2 proxies to exercise a specified proportion of your votes - see below Note: If you appoint 2 proxies and do not specify the number or proportion of votes each proxy may exercise, then each will be entitled to exercise half of your votes (with fractions being disregarded.).

How to sign proxy form

- (a) The proxy form must be signed by the member or by the member's attorney. If a joint holding then either shareholder may sign.
- (b) If the proxy is signed by a person who is not the registered shareholder, then the relevant authority or a certified copy should either have been exhibited previously with the Company or be enclosed with this proxy. If sent by fax then the authority must be certified.
- (c) If the member is a corporation, the proxy form must be signed in accordance with its constitution and the *Corporations Act 2001*, or under the hand of an authorised officer or attorney who has not received any notice of revocation.

Deadline for receipt of proxies

This Proxy Form must be lodged with the Company **before 9am Melbourne time** on Sunday 27 November, ie not less than 48 hours before the time for holding the meeting by:

- (a) mailing your proxy to the Company C/- **ComputerShare Investor Services Pty Ltd, GPO Box 523, Brisbane, Queensland, 4001; OR**
- (b) depositing your proxy with the Company C/- **ComputerShare Investor Services Pty Ltd, Level 19, 307 Queen Street, Brisbane, Queensland, 4000; OR**
- (c) faxing your proxy to (07) 3229 9860 (international +617 3229 9860).

Please bring this letter with you to the meeting to enable us to process your registration efficiently.

Registration will commence at 30 minutes before commencement of the meeting.

Appointment of 2 proxies

(If you are entitled to cast 2 or more votes at the meeting, you may appoint 2 proxies instead of a single proxy)

If you wish to appoint 2 proxies then complete below and not details for Appointment of Proxy on Proxy Form

I/We appoint:

(insert name of first proxy)

to exercise *(state number or proportion)*

of my/our votes for me/us at the general meeting of the company **AND**

I/We appoint:

(insert name of second proxy)

to exercise *(state number or proportion)*

of my/our votes for me/us at the general meeting of the company **OR**

failing one or both of my 1st and 2nd proxies, then the Chairman to exercise my/our votes for me/us in respect of the number or proportion of my/our shares allocated to the absent proxy/s, as set out above.