



Australian United Retailers Limited
ABN 93 077 879 782

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

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
+61 3 9473 2555

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

 **For your vote to be effective it must be received by 10.00am (AEST) Saturday 27th September 2008**

How to Vote on Items of Business

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

Appointment of Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the Company.

Please note that under Rule 16.16 of the Company's Constitution, a member entitled to attend and vote at the Class A Annual General Meeting is entitled to appoint not more than one proxy for each Class A Redeemable Preference Share held. Accordingly, unless a separate proxy form is received in respect of each Class A Redeemable Preference Share held, where a member holds more than one Class A Redeemable Preference Share it will be assumed that any proxy appointed by that member is authorized to exercise each vote held by that member for the purpose of the Class A AGM.

The same principle will apply in respect of the Class B GM, namely, unless a separate proxy form is received in respect of each Class B Redeemable Preference Share held, where a member holds more than one Class B Redeemable Preference Share it will be assumed that any proxy appointed by that member is authorized to exercise each vote held by that member for the purpose of the Class B GM.

For the C Class GM, please note that under Rule 16.16 of the Company's Constitution, if a member is entitled to cast two or more votes at the meeting, they may appoint two or more proxies.

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 must 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.

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.computershare.com.au

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



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.

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☐

Change of address. If incorrect,
mark this box and make the
correction in the space to the left.



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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 **Australian United Retailers Limited** hereby appoint

☐ the Chairman
of the Meeting **OR**



If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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, as the proxy sees fit) at the General Meetings of Australian United Retailers Limited to be held at the offices of FoodWorks, Level 1, 1601 Malvern Road, Glen Iris, Victoria on Monday, 29th September 2008 at 10.00am and at any adjournment of that meeting.

Important for Item 6: If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote, please note that the Chairman will cast your votes against Item 6. Otherwise, the Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2 Items of Business

There are 5 candidates for the 4 vacant positions on the Board. The Board recommends you should abstain or vote against at least one of the candidates and vote in favour of no more than 4 candidates.

For Against Abstain

For Against Abstain

BUSINESS - AGM

2	Adopt the Company's Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Janette Kendall as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Re-election of Michael Reddrop as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Re-election of Don Howell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Election of Paul Cowland as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Re-election of Wayne Pattison as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	To approve amendments to the Company's Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

BUSINESS - Class B GM

1	To approve amendments to the Company's Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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BUSINESS - Class C GM

1	To approve amendments to the Company's Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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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.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business except for item 6.

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 ____/____/____



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28 August 2008

Dear Member,

On behalf of the Directors, I have pleasure in inviting you to attend the fourth Annual General Meeting (AGM) of our FoodWorks company, and enclose the Notice of Meeting which sets out the business to be conducted.

The AGM will be held on Monday, 29 September, 2008, at our FoodWorks offices in Glen Iris, Victoria.

2008 has been another important year of development and progress for our Company. Our industry has been evolving rapidly and our \$10.35 million capital raising in 2007 has helped to position us to take advantage of many opportunities that are presenting themselves in the fast changing retail supermarket environment. The AGM provides an opportunity for members to hear the current position regarding these developments and the Company's involvement in them, and to discuss with directors and management matters of common interest.

Again this year, following changes to the Corporations Act, an Annual Report is only being sent in hard copy to members who have requested it. The Annual Report is available to all members in electronic form in the members' section of our website at www.foodworks.com.au.

Although employees are eligible to hold shares in the Company under the constitution, employees were expressly excluded from the 2007 prospectus share offer. However, the Board is considering the introduction of an Employee Benefits Plan under which shares in the Company may be issued to employees as part of annual incentive arrangements upon attainment of pre-agreed targets. The number of shares to be issued will not exceed 5% of issued capital for all issues.

If you are unable to attend the FoodWorks AGM, I encourage you to complete the proxy form accompanying the notice of meeting so that your votes can be represented at the meeting. The completed form must be received by 10.00 am on Saturday 27 September, 2008.

Please bring this letter with you if you are planning to attend the meeting, as it will assist efficient registration.

I look forward to catching up with many of our members at the AGM.

Your continuing support is greatly appreciated.

Yours sincerely

Australian United Retailers Limited

John Bridgfoot
Chairman

Australian United Retailers Limited
ACN 077 879 782 ABN 93 077 879 782

Level 1, 1601 Malvern Road, Glen Iris, Vic 3146 T: (03) 9809 8600 F: (03)9809 8699 W: www.foodworks.com.au

