



# Bell IXL Investments Limited

ACN 113 669 908  
ABN 80 113 669 908

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the fifth annual general meeting of the shareholders of Bell IXL Investments Limited (ACN 113 669 908) will be held at the Dorchester Room, Elizabethan Lodge, 604-610 Middleborough Road, Blackburn North, Victoria 3130 at 11:30 AM on Monday 2 November 2009 for the purpose of transacting the following business.

### ORDINARY BUSINESS

#### 1. Financial reports

To receive and consider the Financial Report, Directors' Report and Auditor's Report in respect of Bell IXL Investments Limited for the financial year ended 30 June 2009.

#### 2. Remuneration report

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

"That the remuneration report for the financial year ended 30 June 2009 be adopted."

NB: The vote on this item is advisory only and does not bind the directors or the company.

#### 3. Re-election of Mr. R. L. Cellante as a director

Mr. Romano Livio Cellante, a director retiring by rotation in accordance with the Constitution of the company, and being eligible, offers himself for re-election.

### SPECIAL BUSINESS

No special business.

### OTHER BUSINESS

To deal with any other business that may be brought forward in accordance with the Constitution of the company and the *Corporations Act 2001*.

By order of the board.



**RAMON JIMENEZ**  
Company Secretary

Friday 2 October 2009

### VOTING ENTITLEMENTS

The directors have determined that the persons eligible to vote at the meeting are those who are registered as shareholders of the company at the time that is 48 hours prior to the time of the meeting. Holders of limited voting ordinary shares are only entitled to vote on those proposals (if any) that directly affect the rights attached to the limited voting ordinary shares.

### MANNER OF VOTING

The Constitution of the company provides that an individual shareholder may vote at a general meeting of the company either in person, by proxy or through an attorney. In the case of a shareholder that is a company the shareholder may vote by proxy, through an attorney or by a corporate representative appointed pursuant to section 250D of the *Corporations Act 2001*.

### VOTING BY ATTORNEY OR CORPORATE REPRESENTATIVE

If a shareholder intends to vote through an attorney or a corporate representative then an original or certified copy of the document evidencing the appointment of the attorney or corporate representative must be lodged with the company prior to the commencement of the meeting.

(CONTINUED ON REVERSE SIDE)

## VOTING BY PROXY

1. A shareholder entitled to attend and vote at the meeting may appoint a person or company as proxy to attend and vote at the meeting on behalf of the shareholder.
2. A proxy form is provided with this notice of meeting.
3. A proxy need not be a shareholder of the company.
4. A shareholder entitled to cast two or more votes at the meeting may appoint two proxies and can specify the proportion or number of votes that each proxy is entitled to exercise failing which each proxy may exercise half of the voting rights of the shareholder.
5. Proxy forms must be received by the company at least 48 hours prior to the time of the meeting and may be submitted:

*By delivery:* to the registered office of the company at Level 2, 651-653 Doncaster Road, Doncaster, Victoria 3108; or

*By post:* addressed to the company at PO Box 111, Doncaster, Victoria 3108; or

*By fax:* sent to (03) 9840 0088.

6. A proxy form should be signed in accordance with the following instructions:

*Single holding:* The shareholder or a duly appointed attorney of the shareholder must sign the proxy form in the space provided.

*Joint holding:* All of the shareholders or their duly appointed attorneys must sign the proxy form in the spaces provided.

*Companies:* Any two directors or a director and company secretary must sign the form in the spaces provided. In the case where the company has only one director who is also the only company secretary then that person may sign the form. Similarly where the company has only one director but no company secretary then the sole director may sign the form. The titles set out above and below the signature boxes should be amended as required. A company seal can be used on the proxy form but is optional. A proxy form can also be signed on behalf of a company by a duly appointed attorney of the company or by a corporate representative appointed pursuant to section 250D of the *Corporations Act 2001*.

7. Where a proxy form is signed by an attorney or by a corporate representative then the proxy form will only be valid if the proxy form together with an original or certified copy of the document evidencing the appointment of the attorney or corporate representative is received by the company at least 48 hours prior to the meeting.

## EXPLANATORY NOTES

The information is provided to assist shareholders in their decision as to how to vote in respect of the resolutions to be put to the meeting.

The directors of the company encourage all shareholders to read the notice of meeting and these notes in full before deciding how to vote in respect of the resolutions to be put to the meeting.

A proxy form has been provided to all shareholders that can be used to appoint a representative, known as a proxy, to vote on behalf of the shareholder at the meeting. All shareholders are encouraged to attend the meeting or, if they are unable to attend in person, to complete, sign and return the proxy form to the company.

A shareholder can still attend the meeting in person even if a proxy form has been lodged.

## ITEMS OF BUSINESS

### 1. FINANCIAL REPORTS

In accordance with section 317 of the *Corporations Act 2001*, the Financial Report, Directors' Report and Auditor's Report in respect of the company for the financial year ended 30 June 2009 will be laid before the meeting for consideration. There is no requirement for shareholders to approve these reports but a reasonable opportunity will be given for shareholders to ask questions or make comments about the reports.

### 2. REMUNERATION REPORT

The Directors' Report contains information concerning the remuneration arrangements for the directors of the company. In accordance with section 250R(2) of the *Corporations Act 2001* the information regarding remuneration will be laid before the meeting for approval. A reasonable opportunity will be given for shareholders to ask questions or make comments about the remuneration information.

### 3. RETIREMENT OF DIRECTOR

The Constitution of the company requires that one third of the directors retire from office at each annual general meeting and that the retiring director/s shall be the director/s who has/have been in office the longest. Mr. Massimo Livio Cellante is the Managing Director of the company and is exempt from the requirement to retire by rotation. As Mr. Ramon Jimenez was re-elected as a director at the fourth annual general meeting in 2008, Mr. Romano Livio Cellante is now the director that has been in office the longest as he was last re-elected as a director in 2007. Mr. Cellante will retire and offer himself for re-election at the meeting. A profile of Mr. Cellante is included in the annual report distributed with this notice.

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