

AUSTRALIAN UNITED RETAILERS LIMITED

ACN 077 879 782

("the Company")

Incorporated in Victoria

Registered office:

Level 1, 1601 Malvern Road, Glen Iris, Vic, 3146

NOTICE OF 2009 ANNUAL GENERAL MEETING

Notice is hereby given that:

The 2009 Annual General Meeting of members of Australian United Retailers Limited ACN 077 879 782 (**Company**) will be held at the offices of FoodWorks, Level 1, 1601 Malvern Road, Glen Iris, Victoria, on Wednesday, 25 November 2009 at 3.00 PM (**AGM**);

BUSINESS

Accounts and Reports

Item 1 - To consider financial statements

To receive and consider the financial statements of the Company and its controlled entities for the year ended 30 June 2009 and the related Directors' Report, Directors' Declaration and Auditors' Report.

Item 2 - To adopt the Company's Remuneration Report

To consider and, if thought fit, pass the following non-binding resolution under section 250R(2) of the Corporations Act:

"That the Remuneration Report (which forms part of the Directors' Report) for the year ended 30 June 2009 be adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

Election of Directors

Item 3 - Re-election of John Bridgfoot as a Director

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

"That John Bridgfoot, who retires in accordance with Rule 17.2 of the Company's Constitution, be re-elected as a Director of the Company."

Item 4 - Re-election of Fred Fairthorne as a Director

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

"That Fred Fairthorne, who was appointed during the year and retires in accordance with Rule 17.2 (j) of the Company's Constitution, be re-elected as a Director of the Company."

Item 5 - Re-election of Jack Scanlan as a Director

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

"That Jack Scanlan, who retires in accordance with Rule 17.2 of the Company's Constitution, be re-elected as a Director of the Company."

Item 6 - Election of Malcolm Ward as a Director

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

"That Malcolm Ward be elected as a Director of the Company."

By Order of the Board

Ken Sleep
Company Secretary

Dated 23 October 2009

SEE IMPORTANT NOTES OVERLEAF

AUSTRALIAN UNITED RETAILERS LIMITED ACN 077 879 782

Persons Precluded from Voting

Only Class "A" Redeemable Preference Shareholders are entitled to vote at the AGM.

Voting entitlements

Pursuant to regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that the shareholding of each shareholder for the purposes of ascertaining voting entitlements for the AGM, will be as it appears in the Share Register as at 7.00 pm, 23 November 2009.

Proxies

A member who is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote for the member at the meeting. A Class A shareholder who is entitled to cast 2 or more votes at the AGM, may appoint 2 or more proxies. When a Member appoints 2 or more proxies, the appointment must specify the proportion of the Member's voting rights which each proxy is entitled to represent.

For the purposes of the AGM, the proxy may be an individual or a body corporate and need not be a member of the Company. The proxy must be appointed to represent the whole of the member's voting rights in respect of each eligible voting share held by the member for which the proxy is given.

For the appointment of a proxy to be effective, the Proxy Form, together with any authority under which the Proxy Form was executed or a certified copy of that authority, must be:

- returned in the enclosed reply paid envelope to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Vic 3001; or
- faxed to the following number: +61 3 9473 2555,

at least 48 hours before the meeting.

Corporate representative

If a representative of a corporate member is to attend the meeting pursuant to section 250D of the Corporations Act 2001 (**Corporations Act**), a certificate of appointment of the representative must be produced prior to admission to the meeting.

Explanatory Memorandum for Shareholders

Introduction

This Explanatory Memorandum provides information for shareholders in respect of Items 1 to 6 to be considered at the AGM.

Items 1 & 2 - Tabling of Accounts and adoption of Remuneration Report

As the Company is a 'listed company' for the purposes of the Corporations Act, the annual Directors' Report must contain a report on director and key management personnel remuneration (**Remuneration Report**). The Remuneration Report is contained within the Director's Report of the 2009 Annual Report, which is available on the Company's website at www.foodworks.com.au. In particular, the Remuneration Report includes an explanation of the Company's remuneration policy and the remuneration arrangements in place for Directors and senior executives.

In addition to having a reasonable opportunity at the meeting to ask questions and make comments on the annual financial report, the Directors Report and the auditor's report and on the business, operations and management of the Company, members will vote on a resolution that the Remuneration Report be adopted. This is required under s250R(2) of the Corporations Act.

Members should note that under s250R(3), the vote on the resolution is advisory only and does not bind the Directors or the Company.

The Directors recommend that you vote in favour of this resolution.

Items 3 - 6 - To elect 3 Directors

Background

Rule 17.2 in the Company's Constitution requires one-third of the Directors or the number nearest one-third (excluding from the calculation the CEO and any Director appointed during the year) to retire at the Annual General Meeting. The Board has agreed from the Directors eligible to retire those who should do so at the 2009 AGM.

It is noted that:

- as an executive director appointed as Chief Executive Officer of the Company, Peter Noble is exempt from the requirement to retire; and
- a retiring Director is eligible for re-election.

The Directors of the Company to retire under Rule 17.2 in the Company's Constitution are John Bridgfoot, Jack Scanlan and Fred Fairthorne, each of whom has nominated to be re-elected as a director of the Company.

In addition, Malcolm Ward has given written notice to the Company that he is a candidate for election to the office of Director.

The order of the resolutions regarding the election of Directors was determined by a blind ballot supervised by the Company Secretary.

Members should note that the Directors have resolved that the Board size currently is 9. Consequently, the Board supports the re-election of John Bridgfoot, Fred Fairthorne and Jack Scanlan as Directors but does not support the election of Malcolm Ward.

During the course of the past year, the Directors considered the appropriate size of the Company's Board. Though at the time the Board was comprised of 10 Directors, the Board concluded that, for current purposes, 9 Board members was the appropriate size.

Amongst other things, the Board's rationale for resolving to decrease the Board's numbers was to reduce the costs and expenses associated with the additional directorship. The Board believes that the high level of corporate governance expected of a listed entity can still be achieved with 9 Directors and the Board also acknowledged that it would benefit from some general efficiency associated with the slightly smaller board number. Ultimately, it is the Board's view that, given the size of FoodWorks, the Company did not need a 10th Director.

For these reasons, the current Board supports the re-election of the 3 existing Directors but does not support the election of Malcolm Ward.

In the circumstances, the Board considers that the interests of the Company are best served by the re-election of John Bridgfoot, Fred Fairthorne and Jack Scanlan as Directors, each of whom has:

- previously been appointed to the Board based on their experience and diverse skills; and
- made a valuable contribution to the Company's progress to date, noting the many years of valuable service provided by John Bridgfoot and Jack Scanlon and the assistance provided to the Company by Fred Fairthorne in the period prior to his appointment to the Board.

To be elected, a candidate needs to receive more "for" votes than "against" votes. Notwithstanding the Board's resolution in relation to the size of the Board, noting that the Company's constitution does allow for up to 10 Directors, if resolutions 3, 4, 5 and 6 are all approved, all 4 candidates will be elected to the Board.

The Directors recommend that you vote in favour of resolutions 3, 4 and 5 and that you vote against resolution 6.

Item 3 - Re-election of John Bridgfoot



John was appointed as a director of Australian United Grocers Pty Ltd in 2001 and as its Chairman in July 2004, and has been a director and Chairman of the Company since the December 2004 merger with the FoodWorks Supermarket Group. He is an ex-officio member of the Remuneration and Nomination committee of the Board.

John has led the Company through its significant post-merger development, including introduction of the Unity agreement to members, the \$10m capital raising in 2007 and, most recently, the acquisition of 45 Coles stores and renegotiation of a long term supply agreement with Metcash on more favourable terms.

John is currently the Managing Director of Pacific Rim Securities, a private equities and commodities trader, which he established in 1998.

John was previously an independent retail storeowner and operator from January 1999 until March 2006.

Prior to this, John held a number of senior executive service roles with the Victorian Government from 1985 until 1998, principally in the health industry.

During that time, from 1993 until 1996, John also worked for Arrow Consulting and First Capital Alliance as a business analyst, providing consulting advice to their clientele in the field of economics and securities analysis.

John holds an Exec. Master of Business Administration, Bachelor of Arts and is a Member of the Australian Institute of Company Directors (M.A.I.C.D).

John summarises his perspective and the role he proposes if re-elected:

“FoodWorks has built a strong brand and retail system over the past 5 years. Prudent yet innovative leadership has created a unique opportunity for FoodWorks to grow our market presence more quickly through the addition of 45 large new stores. I bring to the Board the leadership required to capitalise on this opportunity and ensure that all member stores and all shareholders benefit, whilst ensuring the core business of supporting Member stores remains paramount. I would welcome the challenge to continue to represent your interests as a Director of FoodWorks.”

The Directors recommend that you vote in favour of this resolution.

Item 4 - Re-election of Fred Fairthorne



Fred was appointed as a Director of the Company in September 2009. He is a member of the Audit & Risk Committee of the Board.

Fred has been closely involved in the operation and management of supermarkets for many years. His family has been involved in supermarket operations since 1961, consequently Fred has been personally involved from an early age. He was co-founding shareholder of Action Supermarkets in WA in 1977. Subsequently he co-founded Newmart Supermarkets in 1988.

Fred currently has a strong presence in supermarket retailing and is currently involved in the ownership and operation of several facilities in the Perth area.

Fred is an innovator in supermarket merchandising and marketing, and has developed product offerings and store layouts that customers have found very appealing, sometimes successfully exploiting niche opportunities to the detriment of larger competitors.

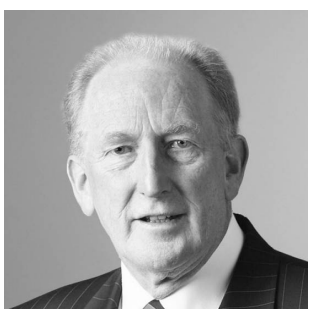
Fred therefore brings to the Board a depth of relevant and diverse retailing experience at both operational and management levels. This is timely for the Company as it develops into new areas with fresh strategies.

Fred comments:

It has been exciting to join the Board at this important stage of FoodWorks' growth and development. I see a very bright future for the Company and believe my wide supermarket retailing experience and management skills will complement the considerable abilities already present on the Board.

The Directors recommend that you vote in favour of this resolution.

Item 5 - Re-election of Jack Scanlan



Jack was a director and founding Chairman of FoodWorks Supermarket Group Ltd from 1997 until 2004 and has been a director and Deputy Chairman of the Company since the 2004 merger. He is a member of the Remuneration and Nomination committee of the Board.

Jack brings a wealth of relevant commercial, property and legal experience to the Board. This includes expertise in business and commercial law, with a particular emphasis on supermarkets, supply agreement negotiation, property, property management and leasing. This expertise, coupled with sound judgment, have been instrumental in assisting the Company to consummate its post-merger achievements.

Prior to his role as Chairman of FoodWorks Supermarket Group, Jack served as Company Secretary and Legal Advisor to a co-operative group of independent supermarket retailers operating in NSW/VIC (Tuckerbag) from 1989 to 1995.

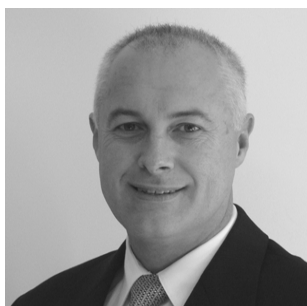
Until 2000, Jack was a Partner in the firm Scanlan Carroll Commercial Lawyers. He is principal of the Charles Consultancy Group.

Jack holds a Bachelor of Laws (Melbourne University). He comments:

The recent acquisition of 45 large format, former chain stores, is a very significant event for Foodworks, for its members, our suppliers, and the independent industry in general. However, an enormous amount of effort is required, now, and in the future, to ensure a successful integration, and a delivery of the incremental benefits which will flow to Foodworks, and all members. With your support, and as a member of the Board, I will work to ensure that the job gets done.

The Directors recommend that you vote in favour of this resolution.

Item 6 - Election of Malcolm Ward



The candidate provided the description set out below for inclusion in this Notice of AGM.

Malcolm and his wife Liz have been owner/operators of supermarkets since joining the industry in 1994. Malcolm is the Managing Director of their family companies operating 3 FoodWorks stores in Western Australia. He is a director of Supermarkets West Pty Ltd the marketing and promotion company for FoodWorks and Farmer Jacks stores in WA and a member of

the marketing/promotions committee for that company.

Before entering the retail industry Malcolm owned and operated free range and cage egg farms and co-founded and constructed the largest egg farm in WA. He is currently a director and audit committee member of several production and marketing companies in the Australian egg industry including Farm Pride Foods Ltd. He is involved in reviewing the integrity and accuracy of the various companies financial reporting, assessment of operating risks and the pursuit of profitable growth opportunities. Prior to this he operated in the banking, petroleum and technology development industries.

Malcolm brings a broad range of commercial experience having been involved in a number of industries including retailing, business management, agricultural production and marketing, project and property management, and banking.

Malcolm is highly committed to the success of the FoodWorks group and with a significant investment in the industry, and AUR Ltd, seeks election to ensure the continued financial development and effectiveness of the Company to generate growth and returns for member stores. In Malcolm's view:

"The future will always be a challenge. If you sit still you get left behind. I firmly believe in proactively reviewing where we have been with a view to achieving improvement and profitability into the future. The chain stores will always want more of our market. The challenge is to identify our point of difference in each of our local markets and efficiently and profitably satisfy our customers' needs. FoodWorks is the engine room that helps drive our business and the key to maximizing members returns."

The Directors recommend that you vote against this resolution.

FOODWORKS

October 2009

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

Dear Member,

On behalf of the Directors, I have pleasure in inviting you to attend the 2009 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 Wednesday, 25 November 2009 at our FoodWorks offices in Glen Iris, Victoria.

Apart from the election of Directors, the AGM is primarily an opportunity for members to hear Directors' comments, ask questions about Company performance and receive the statutory report and financial statements for the year to June 2009. However, in addition to these matters, the most significant report that members will be interested in is progress on the acquisition of 45 Coles stores, announced on 29 June. The first store transitioned to FoodWorks in late September, with further stores coming across on a weekly basis since. By the date of the AGM the program anticipates that 11 of the Coles stores will be trading as FoodWorks, so you will be able to hear a firsthand report on the progress of the acquisition. A copy of the CEO's presentation at the AGM will be placed on the Company's website after the meeting.

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.

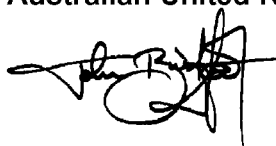
If you are unable to attend the FoodWorks AGM, I encourage you to complete the proxy form accompanying the notice of meeting so that your votes can be represented in the meeting. The completed form must be received by 3.00 pm on Monday, 23 November 2009.

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

000001 000 AFO
MR SAM SAMPLE
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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

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 3.00pm Monday, 23 November 2009

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 more than one proxy to attend the meeting and vote on a poll. If you appoint more than one proxy you must specify the percentage of votes or number of securities for each proxy. For example, when appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

Under Section 249X of the Corporations Act and the Company's Constitution, unless two proxy forms are received by the Company, where a member holds more than one Class A Redeemable Preference Share the Company will assume that any proxy appointed by that member is authorised to exercise all votes held by that member for the purpose of the meeting. Further, members should note that if they hold A Class Redeemable Preference Shares through more than one legal entity, a proxy form will need to be lodged by each legal shareholding entity.

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.

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.

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.

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.



I 9999999999

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 Australian United Retailers 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, as the proxy sees fit) at the Annual General Meeting of Australian United Retailers Limited to be held at the offices of FoodWorks, Level 1, 1601 Malvern Road, Glen Iris, Victoria on Wednesday, 25 November 2009 at 3.00pm and at any adjournment of that meeting.

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 |
|---|--------------------------|--------------------------|--------------------------|
| Item 2 Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 3 Re-election of John Bridgfoot as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 4 Re-election of Fred Fairthorne as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 5 Re-election of Jack Scanlan as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 6 Election of Malcolm Ward as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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 ____/____/____

AFO

999999A

Computershare +

All correspondence to:

Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) 61 3 9415 4000
Facsimile 61 3 9473 2500
web.queries@computershare.com.au
www.computershare.com

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

Dear Securityholder,

We have been trying to contact you in connection with matters arising from your securityholding in Australian United Retailers Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notice of meeting, which is required by law.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Security Reference Number (SRN);
- > NSX trading code: AFOA
- > Name of company in which security is held: Australian United Retailers Ltd
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Yours sincerely

Australian United Retailers Limited

