

October 2010

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 2010 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 at BTP Technology & Conference Centre, Brisbane Technology Park, 1 Clunies Ross Court, Eight Mile Plains, Brisbane, Qld on Wednesday, 17 November 2009 at 1.00 pm (Qld time).

Importantly, the AGM is 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 2010. I will also be able to provide members with the latest position regarding the divestment of the former Coles stores, a process that is now well advanced. Acting CEO, Rick Wight will also make a presentation and comment on the current trading position and outlook. A copy of the CEO's presentation at the AGM will be placed on the Company's website after the meeting.

The other important agenda items relate to election of Directors. This year there are ten candidates standing for a maximum of five positions on the Board.

Following changes to the Corporations Act, we continue recent practice of sending an Annual Report in hard copy only to members who have requested it. The Annual Report is available to members in electronic form on the FoodWorks Extranet at <http://extranet.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 1.00 pm (Qld time) on Monday, 15 November 2010.

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: 9809 8600 F: 9809 8699 W: www.foodworks.com.au

Lodge your proxy:



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

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

Proxy Form

For your proxy to be effective it must be received by 1:00pm (Qld time) Monday 15 November 2010

How to Vote on Items of Business

A proxy must vote 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 of each item. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on your behalf. If you appoint two proxies, you must specify the percentage of votes or number of shares for each proxy, otherwise each proxy may exercise half of the votes on a poll. When appointing a second proxy, write both proxyholders' names and the percentage of votes or number of shares in Step 1. If you wish to give your second proxy different voting instructions, an additional proxy form may be obtained by telephoning the Share Registry or you may copy this form. In this case, you must make it clear on each proxy form the percentage of votes or number of shares in respect of each proxy. If you have appointed 2 proxies, the first proxy to arrive and register at the Meeting will be entitled to vote on a show of hands.

Members should note that if they hold or control Class A Redeemable Preference Shares in more than one legal entity, a proxy form will need to be lodged by each separate 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. Delete titles as applicable.

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.investorcentre.com under the information tab, "Downloadable Forms".

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. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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 BTP Technology & Conference Centre, Brisbane Technology Park, 1 Clunies Ross Court, Eight Mile Plains, Brisbane, Qld on Wednesday, 17 November 2010 at 1:00pm (Qld time) and at any adjournment of that meeting.

STEP 2 Items of Business

You may vote for or against any number of the resolutions (or abstain from voting in respect of any number of the resolutions). Please refer to the notice of meeting for information on the voting procedure for the election of directors.

	For	Against	Abstain
Item 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Election of Nick Cook as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Election of David Williamson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Election of Tina Reddrop as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Re-election of Neil Osborne as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7 Re-election of Deborah Smith as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8 Election of Steven Sellars as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 9 Election of Allan Burge as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 10 Election of Philip Noble as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 11 Election of Malcolm Ward as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 12 Election of Geoff Gledhill 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 items 2, 6 & 7, and abstain from voting them for the remaining items of business.

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 / /



Australian United Retailers Limited

ACN 077 879 782

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 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 notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

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;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > 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

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Ken Sleep
Company Secretary

