

# FOODWORKS

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

## 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](http://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 2.00pm (AEDT) Sunday, 20 November 2011**

### 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 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](http://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 the Question sheet enclosed 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](http://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. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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IND

## 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 Level 1, 1601 Malvern Road, Glen Iris, Victoria on Tuesday, 22 November 2011 at 2.00pm (AEDT) and at any adjournment of that meeting.

#### Important for Item 2 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

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I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 2 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel.

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 2 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Item 2, the Chairman of the Meeting will not cast your votes on Item 2 and your votes will not be counted in computing the required majority if a poll is called on this item. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Item 2).

The Chairman of the Meeting intends to vote all available proxies in favour of Item 2 of business

### 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.

You may vote for or against any number of the resolutions (or abstain from voting in respect of any number of the resolutions).

	For	Against	Abstain
Item 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Election of Steven Sellars as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Re-Election of John Bridgfoot as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Election of John Sien Van Nguyen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Amendment to the Company's constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of items 2, 4 & 6 and vote against items 3 & 5.

### 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

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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



# FOODWORKS

October 2011

Dear Member,

On behalf of the Directors, I have pleasure in inviting you to attend the 2011 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 the Company's principal office at level 1, 1601 Malvern Road, Glen Iris, Vic, commencing at 2.00 pm on Tuesday, 22 November 2011.

Included with the notice of AGM is a sheet where members are invited to ask any questions they would like addressed at the AGM.

The 2010/11 year has been a very significant one for FoodWorks. 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.

An important agenda item relates to election of Directors. Two of the retiring Directors, Wayne Pattison and Janette Kendall, have decided not to stand for re-election. Opportunity will be taken in the meeting to recognize their contributions. Their retirements also provide opportunity for the Board to reduce its size, a sentiment expressed by many members in recent months. For that reason primarily, and without any reflection on the two external Director candidates seeking election, the Board does not support their candidature, so that the Board size can immediately reduce to eight. This is the maximum in the resolution being proposed at the AGM to amend the constitution.

We continue the 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>.

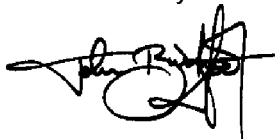
If you are unable to attend the FoodWorks AGM, I encourage you to complete the proxy form accompanying the notice of meeting so that your votes can be represented in the meeting. The completed form must be received by 2.00 pm on Sunday, 20 November 2011.

**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



**John Bridgfoot**  
Chairman

**Australian United Retailers Limited**

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



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## Questions from Members

Members are invited to ask questions of the Board about Company performance and management. We will endeavour to address questions of general interest to shareholders at the AGM.

Shareholders are also invited to ask written questions of the auditor about the following matters:

- The content of the Auditor's Report to be considered at the AGM; or
- The conduct of the audit of the financial report to be considered at the AGM.

The questions will be passed on to the auditor and a reasonable opportunity will be provided at the AGM for the auditor or their representative to answer the questions that have been submitted.

If you wish to ask a question, please complete this form and return in the enclosed envelope, with the proxy form (if applicable). Alternatively you may fax the form to the Company Secretary on (03) 9809 8695. Please note it will not be practical to send individual responses.

Question is for **Chairman** or **Auditor** (please circle Chairman or Auditor as relevant)

1 .....

Question is for **Chairman** or **Auditor** (please circle Chairman or Auditor as relevant)

2 .....

Question is for **Chairman** or **Auditor** (please circle Chairman or Auditor as relevant)

3 .....

**Questions must be received by the Company by 5 pm, 17 November 2011.**

## Australian United Retailers Limited

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