

FOODWORKS

25 October 2012

1- 000001 000 AFO
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Dear Member,

I have pleasure of inviting you to attend the FoodWorks 2012 Annual General Meeting (AGM) and enclose the Notice of Meeting which sets out the business to be conducted.

The AGM will be held at the Company's Head Office located at Level 1, 1601 Malvern Road Glen Iris Vic 3146 on Tuesday 27 November 2012 at 2.00pm.

Included with the notice of the AGM is a sheet where members can ask any questions they would like addressed at the meeting. The deadline for questions is 5.00pm on Tuesday 20 November 2012.

Importantly, the AGM is an opportunity for members to hear Directors' comments, ask questions about Company performance and receive the Financial Report for the year ended 30 June 2012.

An important item of business is related to the election of Directors. Jack Scanlan has decided to retire and will not be standing for re-election at this meeting. An opportunity will be taken at the meeting to recognise his contribution to the business. This year there are four candidates standing for a maximum of four positions on the Board.

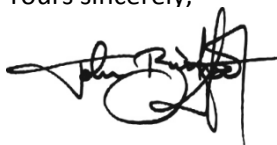
We only send an Annual Report in hard copy to members who have requested it. The Annual Report is available to members in electronic form on the FoodWorks Extranet at <http://extranet.foodworks.com.au>.

If you are unable to attend the AGM, I encourage you to complete the proxy form accompanying the notice of meeting so that your votes can be represented. The completed form must be received by 2.00pm on Sunday 25 November 2012. Given that the technical deadline is on a Sunday, we would encourage all Members to send in any Proxy forms as early as possible to minimise any chance of delays or administrative confusion.

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

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



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Questions from Members

Members are invited to ask questions of the Board about the Company performance and management. We will 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 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 onto 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 e-mail the form to the Company Secretary on secretary@foodworks.com.au or fax on (03) 9809 8699. Please note it will not be practical to send individual responses.

1. Board Question

2. Board Question

3. Board Question

4. Auditor Question

If you have any additional questions, please attach them and indicate this by ticking this box

☐

Questions must be received by the Company by 5.00pm 20 November 2012

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

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

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Proxy Form

For your vote to be effective it must be received by 2.00pm (AEDT) Sunday, 25 November 2012

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 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



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.



I 9999999999

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, and to the extent permitted by law, 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, 27 November 2012 at 2.00 pm (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2 and 7 (except where I/we have indicated a different voting intention below) even though Items 2 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Item 4, 6 and 7 where the Chairman of the Meeting will be voting against.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on all Items by marking the appropriate box in step 2 below.

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	To adopt the Company's Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Fred Fairthorne as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Election of Paul Job as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Re-election of Deborah Smith as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Election of John Florey as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	To consider whether to hold elections for directors at a 'spill meeting'	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business with the exception of Item 4, 6 and 7 where the Chairman of the Meeting will be voting against.

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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