

# WINPAR HOLDINGS LIMITED

A.C.N. 003 035 523

G.P.O. Box 4248  
Sydney New South Wales 2001

27 December 2012

## NOTICE OF MEETING

Notice is hereby given that a general meeting of the shareholders of Winpar Holdings Limited will be held at Level 5, 10-14 Hunter Street, Sydney, New South Wales, at 4.00 p.m. on Thursday 7 February 2013.

### BUSINESS

The business of the meeting will be to consider and if thought fit to pass each of the following resolutions as an ordinary resolution:

- 1 That Steven Shane Pritchard be removed as a director of the Company forthwith.
- 2 That John Honan be removed as a director of the Company forthwith.

By Order of the Board

Gordon Elkington  
Company Secretary

**WINPAR HOLDINGS LIMITED**  
**A.C.N. 003 035 523**

**FORM OF PROXY**

I/We,.....being  
a member/members of Winpar Holdings Limited, hereby appoint  
.....or, failing that person, the Chairman of  
the Meeting, to attend on my behalf and vote at the general meeting of the members of the  
Company to be held at Level 5, 10-14 Hunter Street, Sydney, New South Wales, at 4.00 p.m. on  
Thursday 7 February 2013.

**VOTING DIRECTIONS**

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1. That Steven Shane Pritchard be removed as a director of the company forthwith			
2. That John Honan be removed as a director of the company forthwith			

**Signature of Shareholder – This must be completed**

Security holder 1 (Individual)	Joint security holder 2 (individual)	Joint security holder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary	Director

Date:

## INSTRUCTIONS FOR COMPLETION OF PROXY FORM

### APPOINTMENT OF A PROXY

You may appoint a proxy to attend at the meeting and vote on your behalf. You may if you wish appoint the Chairman of the Meeting to act as your proxy. If you do not name a proxy, or if your named proxy does not attend the meeting, the Chairman of the Meeting will act as your proxy. A proxy need not be a shareholder in the Company.

### VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All of your shares will be voted in accordance with such a direction unless you indicate that only a portion of your voting rights are to be exercised by the proxy holder. If you do not mark any of the boxes on a given item your proxy may vote as he or she chooses.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional form may be obtained from the Company or you may copy this form.

To appoint a second proxy you must mark on each proxy form the percentage of your voting rights or the number of shares represented by that form. If the forms do not specify the percentage of voting rights or the number of shares represented, each proxy may exercise half of your votes.

### SIGNING INSTRUCTIONS

Where the holding is in one name, the proxy form must be signed by the holder.

Where the holding is in joint names, the form must be signed by each shareholder.

Where the proxy is executed under a power of attorney, a certified copy of the power of attorney must be attached to the form.

Where the holder is a company, the form must be signed:

- (a) where the company has a sole director who is also the company secretary, by that person;
- (b) where the company does not have a secretary, by a sole director;
- (c) otherwise, by a director jointly with another director or the secretary

### LODGEMENT OF PROXY FORM

The proxy form, together with any power of attorney under which it is signed, may be posted to the Company at G.P.O. Box 4248, Sydney, New South Wales 2001. It may also be sent by facsimile to the Company's Share Registry, Newcastle Capital Markets Registries Pty Limited (02) 4920 2878. It may be delivered by hand to the Share Registry at 10 Murray Street, Hamilton, New South Wales.

It must be received no later than 4.00 p.m. on Tuesday 5 February 2013.

