

Australian Premier Finance Holdings Limited

ACN 099 912 044

Proxy Form

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

Full name of security holder(s):.....

Address:.....

I/We being a member/s of Australian Premier Finance Holdings Limited (ACN 099 912 044) ("**Company**") and entitled to attend and vote at the meeting of the Company to be held on 1 September 2014 at 11am appoint:

☐

the Chairman of the meeting.

OR

☐

(mark box)

(mark box)

.....
(Full name of proxy or the office of the proxy)

or if the person or body corporate named above fails to attend the meeting, or if no person/body corporate is named, the Chairman of the meeting as my/our proxy to attend that meeting and vote on my/our behalf at that meeting and any adjournment or postponement of that meeting in accordance with the following directions (or if no directions have been given, as the proxy sees fit). If two proxies are appointed, the proportion of voting rights this proxy represents is%.

☐

(mark box)

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do **not** wish to direct your proxy how to vote as your proxy in respect of all the relevant resolutions, please place a mark in the box.

By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has interest in the outcome of all the relevant resolutions and that votes cast by the Chair of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

As proxy holder for all undirected proxies, the Chair of the meeting intends to vote in favour of ("For") all the relevant resolutions.

If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on all the relevant resolutions and your votes will not be counted in calculating the required majority if a poll is called on all the relevant resolutions.

STEP 2: VOTING DIRECTIONS ON ALL RESOLUTIONS

I direct that my proxy vote in the following manner (please mark relevant boxes with (✕) to indicate your directions):

| Resolution | | For | Against | Abstain* |
|------------|--|--------------------------|--------------------------|--------------------------|
| 1 | Disposal of Main Undertaking to Related Party and Substantial Shareholder of Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

| | | | | |
|---|---|--------------------------|--------------------------|--------------------------|
| 2 | Change in Nature and Scale of Activities of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|---|---|--------------------------|--------------------------|--------------------------|

* Please note if you mark **abstain**, you are directing your proxy not to vote on that Resolution.

STEP 3: SIGNATURE OF SECURITYHOLDER(S)

| | | | |
|-------|--|------------------|----------------------------|
| | Individual or Securityholder 1 | Securityholder 2 | Securityholder 3 |
| | | | |
| | Sole Director and Sole Company Secretary | Director | Director/Company Secretary |
| Date: | / / | / / | / / |

In addition to signing this Proxy Form, please provide the following information in case we need to contact you:

| | | | |
|--------------|-------|---------------------------|-------|
| Contact name | | Contact daytime telephone | |
|--------------|-------|---------------------------|-------|

STEP 4: LODGING YOUR PROXY FORM

You must lodge your Proxy Form by 11am on 30 August 2014.

Please read carefully and follow the instructions overleaf.

How to complete this Proxy Form

For your proxy vote to be effective, your completed Proxy Form must be received by 11am on 30 August 2014.

Step 1: Appointing a proxy

If you are entitled to attend and vote at the meeting, you may appoint a proxy to attend the meeting and vote on your behalf. A proxy can be an individual or a body corporate and need not be a securityholder. You may select the Chairman of the meeting as your proxy.

Appointing a second proxy: You can appoint up to two proxies. If you appoint two proxies, you must specify the proportion or number of votes each proxy may exercise. If no percentage is specified, each proxy may exercise half of your votes. Fractions of votes will be disregarded. A separate Proxy Form must be used for each proxy.

Default to the Chairman of the meeting: Any directed proxies that are not voted on a poll at the meeting will automatically default to the Chairman of the meeting, who is required to vote those proxies as directed.

Additional Proxy Forms: You can obtain additional Proxy Forms by telephoning the Company or you may copy this Form. Please lodge both Proxy Forms together.

Step 2: Voting directions

You may direct your proxy how to vote by placing a mark (✕) in one of the boxes opposite each item of business. All your securities will be voted in accordance with your directions. If you mark the "Abstain" box for an item, you are directing your proxy not to vote on that item. If you mark more than one box for an item, your vote on that item will be invalid.

Voting a portion of your holding: You may indicate that only a portion of your voting rights are to be voted on any item by inserting a percentage or the number of securities you wish to vote in the appropriate box or boxes. The total of votes cast, or the percentage for or against, an item must not exceed your voting entitlement or 100%.

No directions: If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses.

Step 3: Signing instructions

Individual: The Proxy Form must be signed by the securityholder personally or by Power of Attorney (see below).

Joint holding: The Proxy Form must be signed by each of the joint securityholders personally or by Power of Attorney (see below).

Power of Attorney: To sign under Power of Attorney, you must have already lodged the Power of Attorney with the Company. If you have not previously lodged that document, please attach a certified copy of the Power of Attorney to this Proxy Form when you return it.

Companies: For a corporate securityholder, if the company has a sole director who is also the sole company secretary, that person must sign this Proxy Form. If the company does not have a company secretary (under section 204A of the Corporations Act 2001 ("Act")), its sole director must sign this Proxy Form. Otherwise, a director must sign jointly with either another director or a company secretary in accordance with section 127 of Act. Please indicate the office held by signing in the appropriate place.

Corporate representative: If a representative of a corporate securityholder or proxy is to attend the meeting, the appropriate *Certificate of appointment of Corporate Representative* must be produced before the meeting. A form of the certificate may be obtained by telephoning the Company.

Step 4: Lodging your Proxy Form

This Proxy Form must be received by Australian Premier Finance Holdings Limited by 11am on 30 August 2014. Any Proxy Form received after that time will not be effective for the meeting. You can return this Proxy Form (and any Power of Attorney under which it is signed):

- **by post** to Level 5, 137-139 Bathurst Street, Sydney NSW 2000;
- **by facsimile** to (+61 2) 9283 1970; or
- **by hand delivery** to Level 5, 137-139 Bathurst Street, Sydney NSW 2000.