

WINPAR HOLDINGS LIMITED
ACN 003 035 523

GPO Box 4248
Sydney
New South Wales 2001
21 October 2014

ANNUAL GENERAL MEETING 2014

The annual general meeting of members of Winpar Holdings Limited for the year ended 30 June 2014 will be held at 4.00 pm on Thursday 20 November 2014 in the meeting room on Ground Floor, 16-18 Grosvenor Street, Sydney, New South Wales.

BUSINESS

The business of the meeting will be:

1. To consider the accounts for the year ended 30 June 2014.
2. To consider and if thought fit to pass the pass the following resolution as an advisory resolution:

That the remuneration report be adopted.
3. To consider and if thought fit to pass the following resolution as an ordinary resolution:

That the appointment of PKF Lawler Partners Audit and Assurance as auditors of the company for the year ended 30 June 2014 be confirmed.
4. To consider and if thought fit to pass the following resolution as an ordinary resolution:

That PKF Lawler Partners Audit and Assurance be appointed as auditors of the company.
5. To consider and if thought fit to pass the following resolution as an ordinary resolution:

That Ted Rofe be re-elected as a director of the company.
6. To consider and if thought fit to pass the following resolution as an ordinary resolution:

That John Honan be re-elected as a director of the company.
7. To consider and if thought fit to pass the following resolution as an ordinary resolution:

That David Welsh be confirmed as a director of the company.

8. Subject to 25 percent or more of the votes cast under item 2 being against the adoption of the remuneration report – to consider and if thought fit to pass the following resolution as an ordinary resolution:

That for the purposes of section 250V of the *Corporations Act*:

- (a) a spill meeting of shareholders be held within 90 days of this meeting;
- (b) all directors who were directors of the company when the resolution to make the directors report considered at this meeting was passed cease to hold office immediately before the end of the spill meeting; and
- (c) resolutions to appoint directors to the offices to be vacated be put to a vote at the spill meeting.

NOTES

2. Under section 300A of the Corporations Act the directors report must include a separately identified remuneration report. The report appears on page 5 of the annual report. The company is required to submit the report for adoption at the annual general meeting.

3. On 31 March 2014 Forsythes Assurance and Risk merged with PKF Lawler Partners Audit and Assurance.

The Australian Securities and Investments Commission approved PKF Lawler Partners Audit and Assurance to undertake the audit of the company for the year ended 30 June 2014. The Commission required the appointment to be confirmed at the annual general meeting.

4. Steven Pritchard, a member of the Company, has nominated PKF Lawler Partners Audit and Assurance to continue as auditors of the company.

5. Ted Rofe retires by rotation and, being eligible, offers himself for re-election.

6. John Honan retires by rotation and, being eligible, offers himself for re-election.

7. David Welsh was appointed as a director on 5 June 2014. Under the companysconstitution his appointment needs to be confirmed at the annual general meeting following his appointment.

8. At the 2013 annual general meeting more than 25 percent of the votes on the resolution to adopt the remuneration report were cast against the report. If 25 percent or more of the votes that are cast in relation to item 2 are voted against the adoption of the remuneration report the company is required to put a spill resolution to shareholders to determine whether the directors will need to stand for re-election.

Gordon Elkington
Secretary

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FORM OF PROXY

I,, of

....., being a member 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 company to be held at 4.00 pm on

Thursday 20 November 2014.

VOTING DIRECTIONS

	For	Against	Abstain
2. Adoption of the remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Confirmation of appointment of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Appointment of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-election of Ted Rofe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-election of John Honan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Re-election of David Welsh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Spill resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGNATURE

Security holder 1 (individual)	Security holder 2 (individual)	Security holder 3 (individual)
Sole director and sole company secretary	Director / company secretary	Director

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 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 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.

VOTING EXCLUSION STATEMENT

The company will disregard any votes cast on resolution 2 by or on behalf of any of the following persons:

- (a) a member of the key management personnel of the company (*KMP*); or
- (b) a closely related party of such a member (collectively a *prohibited voter*).

However, a prohibited voter may cast a vote on resolution 2 as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the prohibited voter is appointed as a proxy by writing that specifies the way the proxy is to vote on resolution 2; or
- (d) the prohibited voter is the chair and the appointment of the chair as proxy:
 - (da) does not specify the way the proxy is to vote on the resolution and;
 - (db) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

LODGEMENT OF PROXY FORM

The proxy form, together with any power of attorney under which it is signed, may be delivered to the company at its registered address, Suite 2.6, Level 2, 16-18 Grosvenor Street, Sydney, New South Wales 2000 or posted to the company at GPO Box 4248, Sydney, New South Wales 2001. It may also be sent to the company by facsimile to (02) 4920 2878. It must be received no later than 4.00 pm on Tuesday 18 November 2014.

