

Annual general meeting - 2008

20 October 2008

Dear Shareholder

ANNUAL GENERAL MEETING

It gives me pleasure to invite you to attend Plan B Group Holdings Limited's second Annual General Meeting (AGM) to be held in the Westend Room of the Rydges Hotel Perth, Level 1, 815 Hay Street, Perth, Western Australia at 11.00am WST on Tuesday 25 November 2008.

Enclosed are the following documents:

- Notice of Meeting detailing the business to be dealt with at the AGM.
- Explanatory Notes.
- Proxy Form and return addressed envelope.

If you do not plan to attend the AGM, but wish to vote on the resolutions to be considered, you are encouraged to complete and return the enclosed proxy form.

A map of the venue and parking alternatives has been provided with this notice for your convenience.

APPOINTING A PROXY

Instructions on how to appoint a proxy are detailed on the back of the proxy form. Note that you may appoint the Chairman of the meeting as your proxy. Proxy forms must be received by 11.00am WST on Sunday 23 November 2008 in order to be valid for the meeting. Your proxy may be returned by mail or you may fax it to 1800 783 447.

ANNUAL REPORT

The 2008 Annual Report is now available to view or download from our website www.planbgroup Holdings.com and can be located under the Investor Relations menu. A copy of the Annual Report has been enclosed for those shareholders who have elected to receive a printed copy of the report.

Yours sincerely



Denys Pearce
Managing Director

Notice of annual general meeting - 2008

Notice is hereby given that the Annual General Meeting of shareholders of Plan B Group Holdings Limited (ACN 124 951 337) (the Company) will be held in the Westend Room of the Rydges Hotel Perth, Level 1, 815 Hay Street, Perth, Western Australia at 11.00am WST on Tuesday 25 November 2008.

Ordinary business

1.0 Financial statements and reports

To receive and consider the financial statements and the reports of the directors and of the auditor for the financial year ended 30 June 2008.

2.0 Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2008.

NOTE: The vote on this resolution is advisory only and does not bind the directors or the Company.

3.0 Re-election of Directors

To consider, and if thought fit, to pass the following as ordinary resolutions:

3.1 Re-election of Director

To re-elect Mr Bryan Taylor as a director of the Company.

3.2 Re-election of Director

To re-elect Mr Barry Honey as a director of the Company.

NOTE: Mr Taylor and Mr Honey both retire in accordance with Rule 6.2 of the Company's Constitution and, being eligible, offer themselves for re-election.

By order of the Board



Mr Robert Appleyard
Company Secretary

20 October 2008

Explanatory notes

Item 1: Financial statements and reports

The Corporations Act 2001 requires the directors to lay before the meeting the Financial Statements, Directors' report and the Auditor's report for the year ended 30 June 2008.

Neither the Corporations Act nor the Company Constitution requires shareholders to vote on the financial statements and reports. However, shareholders will be given reasonable opportunity to raise questions on the statements and reports and on the performance of the Company generally.

Item 2: Remuneration Report

The Board submits its Remuneration Report to shareholders for consideration and adoption by way of a non-binding resolution.

The Remuneration Report is contained in the Company's 2008 Annual Report. The Annual Report is also available on the Company's internet site (www.planbgroup Holdings.com).

The Remuneration Report:

- explains the Board's policies in relation to the nature and level of remuneration paid to directors and senior managers within Plan B, and
- sets out remuneration details for each director and for each member of Plan B's senior executive management team.

A reasonable opportunity will be provided to ask questions about, or to make comments on, the Remuneration Report at the meeting.

The vote on item 2.0 is advisory and will not bind the Directors of the Company. The Board will however take the outcome of the vote into consideration when reviewing remuneration practices and policies.

The Board recommends that shareholders vote in favour of item 2.

Item 3: Director elections – Details of Directors seeking re-election

3.1 Mr Bryan Taylor – Executive Chairman

Bryan Taylor has been director and Chairman since the Company's listing in April 2007. Prior to listing, Bryan was a director of Plan B Wealth Management Ltd (the former legal parent entity of the Plan B Group) since November 2000 and Chairman from April 2004.

Bryan is the founder of Plan B and has been instrumental in the growth of Plan B's business. Bryan has remained involved in guiding the strategic direction of the Company in his role as Chairman and Chief Investment Officer.

In his role as the Chairman of the Company's Investment Policy Committee, Bryan is responsible for designing Plan B's core investment portfolios. Bryan is also a member of the Nomination and Remuneration Committee.

Bryan is a Director of WASO Holdings Ltd (WA Symphony Orchestra).

The Directors (excluding Mr Taylor) recommend that shareholders vote in favour of Mr Taylor's re-election.

3.2 Mr Barry Honey – Independent Non Executive Director

Barry Honey has been a Director since April 2007. If re-elected, he will assume the role of Chairman of the Group Audit and Risk Management Committee. He is presently a member of the Group Audit Committee and a member of the Nominations and Remuneration Committee as well as a Director of Plan B Trustees Limited.

Barry has over 30 years experience as a Chartered Accountant. Most of his working career has been as a partner in KPMG. During 2004, he retired from KPMG to establish the boutique accounting firm Honey & Honey, Chartered Accountants.

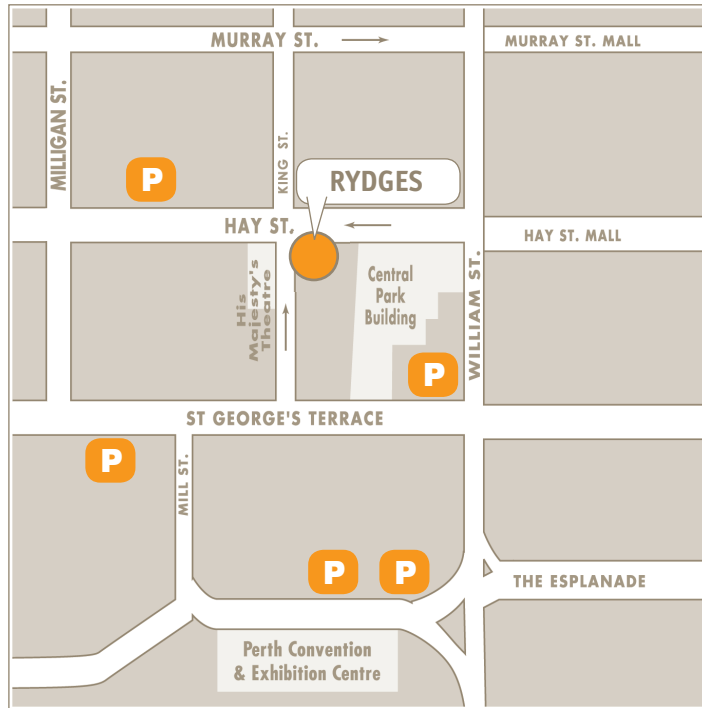
Barry's professional career has involved restructuring business entities and addressing financial performance issues in complex business structures including leading KPMG's advisory role in the successful restructuring of major South East Asian companies and managing the successful restructuring of significant Australian companies.

Barry brings substantial financial and governance expertise to the Board. He is a Director of HBF Health Funds Inc and HBF Insurance Pty Ltd and he Chairs the HBF Group Audit and Risk Management Committee. Barry is also the Chairman of the Board of The Bethanie Group Inc, a major provider of aged care services in Western Australia, and is a member of that group's Finance and Audit Committee and the group's Nominations and Remuneration Committee.

The Directors (excluding Mr Honey) recommend that shareholders vote in favour of Mr Honey's re-election.

Undirected Proxies

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.



Rydges Hotel
Level 1, 815 Hay Street Perth

www.planbgroup Holdings.com