

Notice of annual general meeting - 2009

15 October 2009

Dear Shareholder

ANNUAL GENERAL MEETING

It gives me pleasure to invite you to attend Plan B Group Holdings Limited's third Annual General Meeting (AGM) to be held in the Westend One of the Rydges Hotel Perth, Level 1, 815 Hay Street, Perth, Western Australia at 9.30am WST on Wednesday, 18 November 2009.

Enclosed are the following documents:

- Notice of Meeting detailing the business to be dealt with at the AGM;
- Explanatory Notes; and
- 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 9.30am WST on Monday 16 November 2009 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 2009 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

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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 One of the Rydges Hotel Perth, Level 1, 815 Hay Street, Perth, Western Australia at 9.30am WST on Wednesday, 18 November 2009.

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 2009.

2.0 Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2009.

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

3.0 Director Re-election

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

- To re-elect Mr Craig Lubich as a director of the Company.

NOTE: Mr Lubich retires in accordance with Rule 6.2 of the Company's Constitution and, being eligible, offers himself for re-election.

By order of the Board



Mr Robert Appleyard
Company Secretary
15 October 2009

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 2009.

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 2009 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 election – Details of Director seeking re-election

Mr Craig Lubich – Executive Director

Craig Lubich has been a director since the Company's listing in April 2007. Prior to listing, Craig was a director of Plan B Wealth Management Ltd (the former legal parent entity of the Plan B Group) since November 2004 and prior to that a co-founder of the antecedent of Plan B, Precedent Financial Services (WA) Limited.

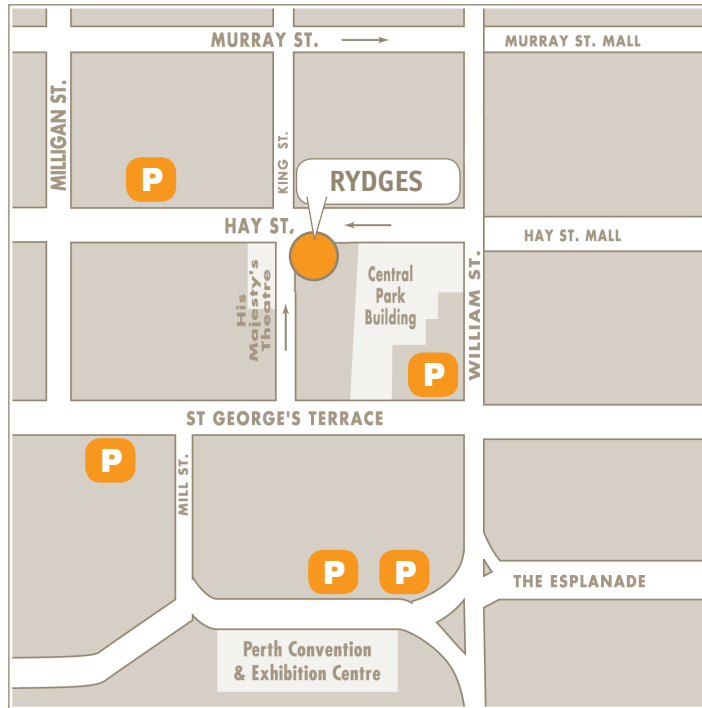
Craig is a Certified Financial Planner and the most senior member of the Plan B adviser team. Craig was responsible for the overall design and development of the corporate and private client adviser services currently offered by Plan B. Craig's areas of expertise include financial strategy analysis and portfolio design and implementation.

He is a member of the Investment Policy Committee.

The Directors (excluding Mr Lubich) recommend that shareholders vote in favour of Mr Lubich'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 Western Australia

www.planbgroup Holdings.com