

Shareholder Communications Policy

Plan B Group Holdings Limited (“Plan B” or “the Company”)

1. Commitment & Responsibility

1.1 Commitment

Plan B is committed to the promotion of effective communication with shareholders and potential investors in a full and timely manner through its published materials, electronic media and in general meetings.

This commitment is expressed through two policies, this *Shareholder Communications Policy* and the *Market Disclosure Policy*.

1.2 Purpose of Policy

The purpose of the Shareholder Communications Policy is to outline:

- how Plan B communicates with its shareholders;
- the ways in which shareholders can access information about the Company and its activities; and
- the procedures for the conduct of general meetings and how shareholders can effectively participate in these meetings.

Whereas, the *Market Disclosure Policy* sets out the mechanisms in place to ensure compliance with the ASX Listing Rule disclosure requirements and how Plan B interacts with the financial markets in order to maintain a fully informed market place.

1.3 Responsibility

The Company Secretary has primary responsibility for effective communications with shareholders in Australia and overseas.

1.4 Policy Review

The Board reviews this Policy regularly to determine whether Plan B’s communication practices continue to meet shareholder expectations, particularly as technological advances provide new opportunities for improved communications with shareholders.

2. Methods of Communication

2.1 Communications by shareholders

Shareholders can communicate directly with Plan B by telephone, mail, email, facsimile, the Plan B website, in person at the company’s office or via attendance or proxy at the AGM.

2.2 Communications to shareholders

Plan B communicates with shareholders by the following means:

- the Annual Report and Half Yearly Reports are mailed to shareholders as required, and are published on the Company’s website
- ASX announcements and media releases are placed on the Company’s website
- updates on the Company’s activities are provided at the Company’s Annual General Meeting through the Notice of Meeting, the Chairman’s Address and responses to shareholders’ questions at the meeting
- via the Investor Relations and Corporate Governance sections on the Company’s website.

3. Access to Information

3.1 ASX Announcements

All announcements made to ASX are available to shareholders:

- in the Investor Relations section of the Plan B website and
- under the Company Announcements section of the ASX website.

3.2 Share Registry

For all share-related enquiries, shareholders should contact Plan B’s share registry at:

Computershare Investor Services Pty Limited
GPO Box D182
Perth Western Australia 6840

Telephone: (61) 3 9415 4837 (outside Australia)
1300 308 356 (within Australia)

Facsimile: (61) 3 9415 4000 (outside Australia)
1800 783 447 (within Australia)

E-mail: web.queries@computershare.com.au

Website: www.computershare.com.au

3.3 Annual Report

The Plan B Annual Report is mailed to shareholders in October each year. All shareholders are provided with the Annual Report unless they request not to receive one.

The Annual Report is available for viewing or downloading under the Investor Relations page of the Plan B website.

3.4 Website content

The Plan B website contains the following:

- Information about the Company, its Board and management;
- Copies of Annual Reports;
- Notices of General Meetings and Chairman and/or Managing Director speeches;
- ASX announcements and media releases;
- Copies of corporate presentations; and
- Corporate Governance Statement and related policies

3.5 Contact details

Contact details can be found on the Company’s website: www.planbgroup Holdings.com

Mail enquiries of the Company should be addressed to the Office of the Chairman or Company Secretary and mailed to:

Plan B Group Holdings Limited
Level 28, Central Park,
152-158 St Georges Terrace
Perth, Western Australia 6000.

All shareholder communications will be responded to in a timely, relevant and courteous manner.

4. Annual General Meetings

4.1 Purpose of AGM

The Company is required to hold an AGM under both the Corporations Act and the Company Constitution.

The AGM is considered by the Board and management to provide an important opportunity for communicating with shareholders.

4.2 AGM Planning

Planning for a Plan B AGM requires consideration of a range of matters which may include all or some of the following:

- the Notice of Meeting and Explanatory Notes;
- Chairman's and/or Managing Director's Address;
- consideration of the financial reports, Directors' Report, Auditor's Report and Remuneration Report;
- election of Directors;
- Non-Executive Directors' Remuneration;
- changes to Constitution (if any);
- any other important business which, by law, requires shareholder approval;
- matters raised by shareholders; and
- minutes of meeting.

4.3 Notice of Meeting

Plan B follows guidelines aimed at ensuring that a notice of meeting is written in clear, honest language and with explanatory notes that facilitate shareholder understanding of the nature of the business to be conducted at the meeting.

4.4 Directors seeking election or re-election

To allow shareholders to make an informed decision when voting for directors, the following information is included in the notice of meeting:

- biographical details, including competencies and qualifications and independence of the candidate;
- details of relationships between the candidate and the Company;
- other directorships held ;
- the term of office currently served by any director subject to re-election; and
- any other particulars required by law.

Guidance is also provided in the notice of meeting on how votes will be counted when the number of candidates exceeds the number of available positions.

4.5 Auditor attendance

Plan B requests the external auditor to attend the AGM and to be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

4.6 Location of AGM

As Plan B is domiciled in Western Australia the AGM is held in Perth.

4.7 Conduct of meetings and shareholder participation

The AGM is an important opportunity for shareholders to examine the Company's performance and prospects, to consider the accounts, and vote on the election of directors and the appointment of an auditor.

Plan B conducts its meetings in a manner that allows shareholders present to take full advantage of that opportunity.

4.8 Proxies and disclosure of proxy results

Shareholders may elect to appoint one or two proxies to attend and vote at the AGM on their behalf. A proxy appointment form is provided with the notice of meeting to all shareholders entitled to attend and vote at the meeting.

As a general rule the Chairman discloses the proxy count in relation to each resolution during the meeting proceedings.

In any event, the proxy details are released to ASX after the AGM along with the outcome of the resolutions.

4.9 Minutes of AGM meeting

As required by law, Plan B:

- records the proceedings and resolutions of the AGM in the minute book within one month of the meeting;
- records in the minutes of meeting the total number of proxy votes and how these votes were cast;
- ensures that the minute book is open for inspection to members free of charge;
- will provide a copy of the minutes of an AGM to a shareholder upon request from that shareholder; and
- announces to the ASX after the meeting the results of the resolutions considered at the AGM.

Plan B also places on its website the results of the resolutions and the details of the proxy count.

Adopted by the PBGH Board on 16 May 2007

Amended by the Audit & Risk Management Committee on 18 May 2009