

# Notice of annual general meeting - 2007

25 October 2007

Dear Shareholder

It gives me pleasure to invite you to attend Plan B Group Holdings Limited's inaugural 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 27 November 2007.

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.

Instructions on how to appoint a proxy are detailed on the front 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 25 November 2007 in order to be valid for the meeting. Your proxy may be returned by mail in the envelope provided or you may fax it to (08) 9323 2033.

A map of the venue and parking alternatives is shown on the back page for your convenience.

Yours sincerely



Denys Pearce  
Managing Director

## Notice of annual general meeting - 2007

Notice is hereby given that the inaugural 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 27 November 2007.

### 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 2007.

#### 2.0 Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2007.

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

#### 3.0 Appointment of Auditor

To appoint KPMG as the Company's auditor.

#### 4.0 Re-election of director

To re-elect Mr David de Burgh as a Director of the Company.

*Note: Mr de Burgh 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

25 October 2007

## 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 2007.

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 2007 Annual Report. The Annual Report is also available on the Company's internet site - [www.planbgroup Holdings.com](http://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: Appointment of Auditor

The Board appointed KPMG as the Company's auditor on 20 April 2007 in accordance with the requirements of section 327A(1) of the Corporations Act. An auditor appointed under this section holds office until the Company's first Annual General Meeting. Shareholders of public companies are required to consider and approve the appointment of an auditor at the Company's first Annual General Meeting.

KPMG has consented in writing to act as the Company's auditor and has not withdrawn that consent as at the date of this notice.

The Board recommends that shareholders vote in favour of item 3.

### Item 4: Election of Director – Details of Director seeking re-election

Mr David de Burgh - Independent Non Executive Director

Mr de Burgh has been a non-executive director of companies in the Plan B Group since 2002. In July 2007, shareholders approved his appointment to the Board of Plan B Group Holdings Ltd.

Rule 6.2 of the Company's Constitution requires there to be at least one director election at each Annual General Meeting of the Company. Accordingly Mr de Burgh has offered to retire by rotation and seeks re-election in accordance with Rule 6.2 of the Company's Constitution.

With a background in company administration, including 13 years experience with a multinational company in Asia and the Americas, Mr de Burgh has broad financial management experience and a significant knowledge and understanding of the technical, legal, operational and administration aspects of superannuation and investment funds.

Mr de Burgh held previous positions in the Company including Financial Controller and Deputy CEO, retiring and subsequently joining the Board of Plan B Group's holding company in 2004.

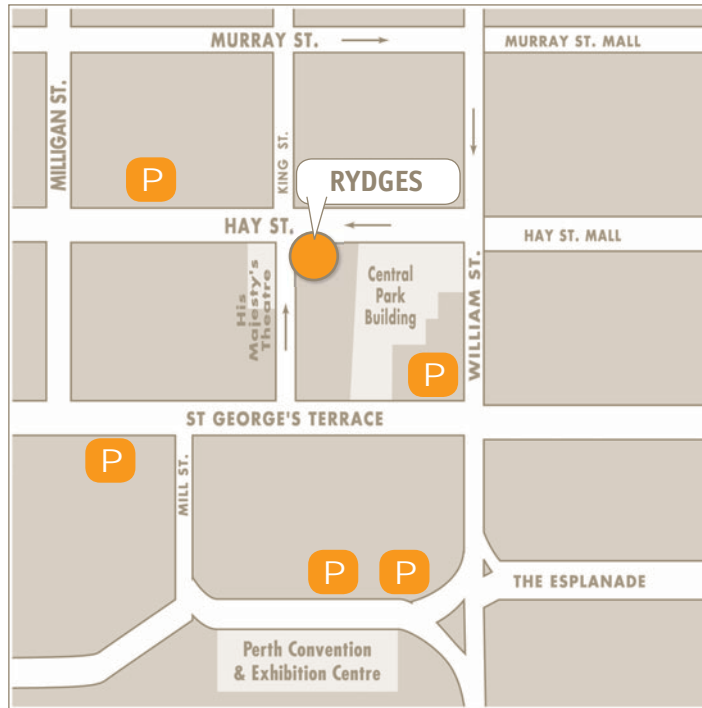
He is a member of the Board's Governance and Risk Management Committee, the Investment Policy Committee and the Nomination and Remuneration Committee. He is also Chairman of Plan B Trustees Limited.

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

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### 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 St. Perth

[www.planbgroup Holdings.com](http://www.planbgroup Holdings.com)