



**NOTICE OF ANNUAL GENERAL MEETING  
AUSTRALIAN UNITY LIMITED**  
ABN 23 087 648 888

**Notice is hereby given that the Annual General Meeting (“AGM”) of Australian Unity Limited (“Company”) will be held at the Auditorium, Melbourne Convention and Exhibition Centre, 2 Clarendon Street, Southbank, Victoria 3006 on Tuesday 25 October 2011 at 10:00 am to conduct the following business:**

1. **Financial statements and reports**—To consider and note the Company’s financial statements and reports for the year ended 30 June 2011.
2. **Remuneration Report**—To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That the Remuneration Report for the financial year ended 30 June 2011 be adopted.”

Please note that in accordance with the Corporations Act 2001 the vote on this resolution will be advisory only and will not bind the directors or the Company.

3. **Election of Director**—To elect one director of the Company in accordance with the Company’s constitution:

Ms Eve Crestani will retire and, being eligible, offers herself for re-election for a further term.

As the only nomination was that of Ms Crestani, in accordance with Rule 6.6(a) of the Company’s constitution, Ms Crestani shall be deemed to be elected.

**NOTE:** Mr Warren French, a non-executive director of the Company, shall retire at the conclusion of the AGM in accordance with the Company’s constitution and does not offer himself for re-election. The Board thanks Mr French for his contribution over recent years to the Australian Unity Board and in earlier years as chairman of Grand United Friendly Society Limited.

By order of the Board.

**KG Mander**  
Company Secretary  
20 September 2011

## Information for Members:

1. **Registration**—Registration at the meeting will commence from 8:30 am. Please note that proof of identity may be required in order to establish current membership.
2. **Voting Rights**—Each member of the Company is entitled to one vote provided they are “financial” as at the close of business on 19 September 2011. Members are “financial” only if they have paid in full all contributions due on or before the due date, if any are payable.
3. **Proxies**—A member has a right to appoint a proxy, who does not need to be a member of the Company. A member cannot appoint more than one proxy. If a member appoints the Chairman or Company Secretary as proxy and does not specify how they are to vote on an item of business, they will vote (if permitted under the proxy form), as a proxy in favour of the resolutions.

A proxy form accompanies this notice, together with a reply-paid envelope. To be valid it must be received together with, if applicable, any power of attorney or other authority under which the form is signed, or a notarially certified copy of that power or authority, at least 48 hours before the time for holding the meeting, namely no later than 10:00 am on 23 October 2011. Alternatively, proxy forms (accompanied by any applicable power or authority) may be:

- a. Delivered in person to the Australian Unity Limited Registry:  
C/-Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000; or
  - b. Sent by facsimile to (02) 9287 0309; or
  - c. Lodged online in accordance with the notes on the proxy form,  
before 10:00 am on 23 October 2011.
4. **Documents**—The Annual Report of the Company including the Financial Report, Directors’ Report and the Auditor’s Report for the year ended 30 June 2011 will be available at the AGM and at the registered office of the Company and at its principal places of business. Copies will be forwarded to members by post upon request.

## Explanatory Notes:

### Item 1—Financial statements and reports

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2011 will be laid before the meeting.

These reports are approved by the Board, and accordingly there is no requirement for members to approve these reports. However, members are invited to consider and note the reports, and will be given a reasonable opportunity to ask questions and make comments on the reports at the meeting.

### Item 2—Remuneration Report

The Remuneration Report for the financial year ended 30 June 2011 is set out in the Directors' Report in the Annual Report 2011 which is available on the Company's website, [www.australianunity.com.au](http://www.australianunity.com.au).

The Remuneration Report includes:

- an explanation of the Company's policy for determining the remuneration of directors and executives;
- a discussion of the relationship between that policy and the Company's performance; and
- details of the performance conditions associated with the remuneration of directors and executives.

As provided for by the Corporations Act, the vote on the proposed resolution in this Item 2 is advisory and will not bind the directors or the Company. However, members will be given a reasonable opportunity to ask questions and make comments on the report at the meeting, and the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

### Directors' Recommendation

The directors unanimously recommend that members vote in favour of the resolution on Item 2.

### Item 3—Election of director

Rule 4.3(a) of the Company's Constitution provides that directors are appointed for a term of three years. Ms Crestani, having served as a director for the past three years without re-election, retires at the end of the meeting. Being eligible, she offers herself for re-election.

Ms Crestani's profile is set out below.



**Ms Eve Crestani**  
*Dip. Law (B.A.B.), FAICD*

Ms Crestani was appointed to the Board of Australian Unity Limited in 1996. She is a director of a number of Australian Unity Limited subsidiaries as well as chairman of the Risk Committee and a member of the Human Resources, Remuneration and Nominations Committee. She is chairman of Mercer Investment Nominees Limited and a director of Booking.com Limited. Ms Crestani is qualified in law and management and is a member of the ASX Disciplinary Tribunal and chairman of several compliance committees. She consults in finance, strategic planning, marketing and management. She is a founding fellow of the Australian Institute of Company Directors and an emeritus trustee of the Committee for the Economic Development of Australia.

# Venue Details

Entrance address: 2 Clarendon Street, Southbank, Victoria 3006

