



ARB Corporation Ltd

4X4 ACCESSORIES

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ABN 31 006 708 756

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of ARB Corporation Limited ["the Company"] will be held in the Swanston Rooms of the Langham Hotel, 1 Southgate Ave, Southbank Vic 3006 on Thursday 14th October 2010 at 11.00 am.

AGENDA ITEMS

ORDINARY BUSINESS

1. FINANCIAL REPORTS

To receive, consider and adopt the financial reports of the Company and of the consolidated entity for the period ended 30 June 2010 together with the related directors' report, directors' declaration and independent audit report.

2. REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution:

"That the shareholders adopt the Remuneration Report which was contained in the Directors' Report that was provided to shareholders as part of the 2010 Annual Report."

3. ELECTION OF DIRECTORS

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

"That Mr Roger Brown, a director retiring in accordance with the Company's Constitution, being eligible, is re-elected as a Director of the Company."

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

"That Mr Robert Fraser, a director retiring in accordance with the Company's Constitution, being eligible, is re-elected as a Director of the Company."

SPECIAL BUSINESS

4. NON-EXECUTIVE DIRECTORS' REMUNERATION

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

"That the maximum aggregate remuneration payable to the non-executive directors of the Company in a financial year be \$300,000 for the purposes of clause 61.6 of the Company's Constitution and ASX Listing Rule 10.17."

OTHER BUSINESS

To transact any other business that may be lawfully transacted at the Annual General Meeting.

ENTITLEMENT TO VOTE

For the purposes of determining a person's entitlement to vote at the meeting, the person will be recognised as a member and a holder of shares if that person is registered as a holder of those shares at 7.00 pm on 12th October 2010.

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on item 4 by the directors of the Company and any of their associates.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or

- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

NOTES

- 1 Any member entitled to attend and vote at the above Annual General Meeting may appoint not more than two proxies to attend and vote instead of that member. A member can appoint an individual or a body corporate as proxy. To appoint a proxy please complete the enclosed Proxy Form. A proxy so appointed need not be a member.
- 2 If a member appoints two proxies each will require a separate Proxy Form and the percentage of the voting rights applicable to each form is to be noted on each form. If you require a second Proxy Form please copy the enclosed form.
- 3 If a representative of a member corporation, or a representative of a corporation which has been appointed as a proxy, is to attend the meeting the corporation must provide satisfactory evidence of the appointment of the corporate representative to the Company at least 48 hours prior to the appointed time for the meeting.

By order of the Board
18th day of August 2010

John Forsyth
Company Secretary

EXPLANATORY STATEMENT

This statement accompanies and forms part of the Notice of Annual General Meeting for 2010.

Item 2 – Adoption of Remuneration Report

The Board of the Company is submitting its Remuneration Report to shareholders for consideration and adoption by way of a non-binding resolution as required by section 250R of the Corporations Act.

The Remuneration Report forms part of the Directors' Report contained within the Company's Annual Report to shareholders for 2010. The Remuneration Report:

- explains the Board's policies in relation to the nature and level of remuneration paid to directors and specified executives within the ARB group; and
- sets out the remuneration details for each director and each specified executive in the ARB group.

Recommendation

The Directors unanimously recommend that shareholders vote in favour of item 2 in the Notice of Annual General Meeting. The Board believes that the remuneration policies adopted by ARB represent appropriate remuneration arrangements given the Company's size and the industry in which it operates.

Item 3 – Election of Directors

In accordance with clause 58 of the constitution Mr Roger Brown, Managing Director, is required to retire at this Annual General Meeting. He is, however, eligible for re-election and pursuant to item 3.1 in the Notice of Annual General Meeting is seeking re-election as a director of the Company. Mr Brown was initially appointed as a director of the Company in 1987. He is also Chairman of the Company, a member of the Remuneration and Nomination

Committee and the Risk Management Committee.

In accordance with clause 58 of the constitution Mr Robert Fraser, a non-executive director, is required to retire at this Annual General Meeting. He is, however, eligible for re-election and pursuant to item 3.2 in the Notice of Annual General Meeting is seeking re-election as a director of the Company. Mr Fraser was initially appointed as a director of the Company in 2004. He is Chairman of the Audit Committee and a member of the Remuneration and Nomination Committee.

If shareholders approve the re-election of the above directors, the continuing directors will be:

Roger Brown
Chairman & Managing Director

Andrew Brown
Executive Director

John Forsyth
Executive Director

Robert Fraser
Non-executive Director
Ernest Kulmar
Non-executive Director

Andrew Stott
Non-executive Director

Recommendation

The directors [with Mr Roger Brown abstaining] support the re-election of Mr Brown as a director of the Company and recommend that you vote in favour of item 3.1 in the Notice of Annual General Meeting.

The directors [with Mr Robert Fraser abstaining] support the re-election of Mr Fraser as a director of the Company and recommend that you vote in favour of item 3.2 in the Notice of Annual General Meeting.

Item 4 – Non-Executive Directors' Remuneration

For the purposes of clause 61.1 of the Company's Constitution and Listing Rule 10.17, shareholder approval is sought to set the maximum aggregate remuneration for non-executive directors at \$300,000 per annum.

The maximum aggregate remuneration level is being sought

to provide the Company with flexibility, if considered appropriate, to:

- increase the number of non-executive directors;
- accommodate future fee increases in line with industry standards;
- provide for the increasing demands on non-executive directors' time; and
- ensure the Company continues to be able to attract the most appropriate directors.

The total fees paid to non-executive directors in the year ended 30 June 2010 was \$164,737.

There are currently no plans to appoint additional non-executive directors or to increase the level of individual non-executive director's fees beyond industry standards.

Recommendation

As the directors may have an interest in the outcome of this resolution, they consider that it would not be appropriate to make a recommendation to shareholders as to how to vote on this resolution. Please refer to the voting exclusion statement in this Notice of Annual General Meeting.



ARB Corporation Limited
ABN 31 006 708 756

Lodge your vote:



By Mail:

ARB Corporation Limited
PO Box 105 Kilsyth
Victoria 3137 Australia

Alternatively you can fax your form to
(within Australia) 03 9761 6807
(outside Australia) +61 3 9761 6807

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 11:00 am (AEDT) Tuesday 12 October 2010

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com



Review your securityholding



Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of ARB Corporation Limited hereby appoint

☐ the Chairman of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of ARB Corporation Limited to be held at the Swanston Rooms of the Langham Hotel, 1 Southgate Ave, Southbank Vic 3006 on Thursday, 14 October at 11:00 am (AEDT) and at any adjournment of that meeting.

Important for Item 4: If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Item 4 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 4 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of item 4 of business.

☐ I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

2 Remuneration Report

For

Against

Abstain

☐☐☐

3.1 Re-election of Mr Roger Brown as a Director of the Company

☐☐☐

3.2 Re-election of Mr Robert Fraser as a Director of the Company

☐☐☐

SPECIAL BUSINESS

4 Non-Executive Directors' Remuneration

☐☐☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /