

23rd November 2012

The Manager
Company Announcements
Australian Securities Exchange
Level 6, Exchange Centre,
20 Bridge Street
Sydney, NSW 2000

Dear Sir / Madam,

Re: AGM

Attached is a statement by the Chairman of Austbrokers Holdings Limited with respect to the items of Special Business to be dealt with at the Annual General Meeting of shareholders on Wednesday 28th November 2012.

Yours faithfully,

A handwritten signature in blue ink, appearing to read 'SR' followed by a stylized flourish.

Stephen Rouvray
Company Secretary
Austbrokers Holdings Limited

For further information, contact Steve Rouvray Tel: (02) 9935 2201
Mobile: 0412 259 158

Statement by the Chairman of Austbrokers Holdings Limited with respect to the items of Special Business to be dealt with at the Annual General Meeting of shareholders on Wednesday 28th November 2012

There are two items of Special Business which are set out in the Notice of Meeting, the purpose of which is addressed in the Explanatory Notes attached to the Notice of Meeting.

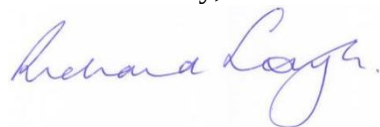
In relation to Item 4, the Senior Executive Option Plan offer, the grant of zero priced options over ordinary shares ('Options') to Mr Searles has been structured on a basis where 33,000 Options are to compensate Mr Searles for accumulated vested benefits which he is foregoing by leaving his current employment, 40,000 Options are to compensate Mr Searles for expected future benefits earned, but unvested, which he is foregoing by leaving his current employment and up to 160,000 Options subject to the performance hurdles in line with those applied to options issued to executives of the Company as set out in detail under Vesting hurdles in the Explanatory Notes included with the Notice of Meeting.

All Options are issued under the Executive Option Plan and are subject to Mr Searles being an employee of the Company at the time of vesting, details of these requirements are set out in the Notice of Meeting.

The base rate of earnings per share used to calculate the various hurdles will be that applicable under the scheme to all executives, namely \$0.495 per share.

In relation to the termination benefits referred to in Item 5 of Special Business, approval is being sought for the giving of benefits to any senior manager resulting from the release from the restriction placed on him under the terms of a grant of options over ordinary shares under the Senior Executive Option Plan to prevent the sale of shares during the two year period after vesting, in the event that the executive leaves the employment of the Company, or his employment is otherwise terminated during the two year period. This release is provided to enable the employee to dispose of the shares from the date of ceasing to be an employee as this event is the point at which income tax on the value of the shares is incurred and it would be inappropriate to prevent the sale of the shares at that time.

Yours faithfully,

A handwritten signature in blue ink, appearing to read 'Richard Longes'.

Richard Longes

Chairman

Austbrokers Holdings Limited