

14 October 2014

Market Announcements Office ASX Limited Exchange Centre 20 Bridge Street SYDNEY NSW 2000

2014 AGM RESOLUTION 3

Following our discussions with proxy advisers, the Company wishes to clarify certain matters relating to resolution three in its notice of Annual General Meeting ("Resolution 3"). The Company's 2014 AGM is to be held on 29 October 2014.

Resolution 3 is as follows:

That approval be given for the purposes of ASX Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes to either the issue or transfer of ordinary shares in the capital of the Company (or cash in lieu) to the participants (including the Managing Director & CEO) in accordance with the Company's long term and short term incentive schemes (including in circumstances of death, genuine retirement, redundancy or total and permanent disability).

The non-executive directors of the Company have determined that they will not exercise their discretion to allow early vesting (or early payment of cash in lieu) of conditional rights under the Company's short term or long term incentive scheme in connection with a person's termination of employment to the extent such early vesting or payment would exceed the average annual base salary of the person over the three years before retirement, being the limit under the Corporations Act.

Shareholders are requested to consider the above in exercising their vote on Resolution 3.

The Company will not rely upon any shareholder approval provided by the passing of Resolution 3 after three years and will, at that time, seek further shareholder approval in relation to Resolution 3.

Yours faithfully

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Linda Ellis

Group Company Secretary & General Counsel

Steadfast Group Limited

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