

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the shareholders of Amalgamated Holdings Limited (the “**Company**”) will be held at Event Cinemas, 505-525 George Street, Sydney NSW 2000 on Friday 23 October 2015 at 10:00am (Sydney time).

### ORDINARY BUSINESS

#### Annual Report

1. To receive and consider the financial statements of the Company and its controlled entities (collectively the “**Group**”) and the reports of the directors and of the auditor for the year ended 30 June 2015.

#### Remuneration Report

2. To adopt the remuneration report for the year ended 30 June 2015.

*Please note that the vote on this resolution is advisory only, and does not bind the Company or its directors.*

#### Directors

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

3. That Mr Alan Graham Rydge being a director who retires by rotation, in accordance with rule 8.1(d) of the Constitution, and being eligible, is re-elected as a director of the Company.
4. That Mr Peter Roland Coates being a director who retires by rotation, in accordance with rule 8.1(d) of the Constitution, and being eligible, is re-elected as a director of the Company.

### SPECIAL BUSINESS

#### Award of Performance Rights to the Managing Director

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

5. That the shareholders approve for all purposes, including ASX Listing Rule 10.14, the award of up to 300,000 Performance Rights to the Managing Director, Mr David Christopher Seargeant, on the terms set out in the Explanatory Notes to this Notice of Annual General Meeting.

### VOTING EXCLUSION STATEMENT

For all resolutions that are directly or indirectly related to the remuneration of a member of the Key Management Personnel (“**KMP**”) of the Group (being resolutions in respect of Items 2 and 5 of this Notice of Meeting), the *Corporations Act 2001* (Cth) (“**Corporations Act**”) restricts KMP and their closely related parties from voting in certain circumstances. Closely related party is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP.

In addition, a voting restriction applies in respect of Item 5 under the ASX Listing Rules.

#### Item 2 (Remuneration Report)

The Company will disregard any votes cast on Item 2:

- by or on behalf of a KMP named in the Company’s Remuneration Report or their closely related parties (regardless of the capacity in which the votes are cast); or
- as proxy by a person who is a KMP on the date of the Annual General Meeting or their closely related parties,

unless the vote is cast by a person as proxy for a person entitled to vote:

- in accordance with a direction on the proxy form; or
- by the Chairman of the Meeting, in accordance with an express authorisation in the proxy form to vote as the proxy decides, even though the resolution is connected with the remuneration of the KMP.

**Item 5 (Award of Performance Rights to the Managing Director)**

The Company will disregard any votes cast on Item 5:

- by or on behalf of Mr Seargeant or any of his associates (regardless of the capacity in which the vote is cast); and
- as a proxy by a person who is a KMP on the date of the Annual General Meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote:

- in accordance with a direction on the proxy form; or
- by the Chairman of the Meeting, in accordance with an express authorisation in the proxy form to vote as the proxy decides, even though the resolution is connected with the remuneration of Mr Seargeant.

By order of the Board:

**DAVID STONE**

Company Secretary  
Sydney, 18 September 2015

## EXPLANATORY NOTES

These Explanatory Notes form part of the Notice of Meeting and are intended to provide shareholders of the Company with information to assess the merits of the proposed resolutions.

The directors recommend that shareholders read these Explanatory Notes in full before making any decision in relation to the resolutions.

### ITEM 1 – ANNUAL REPORT

The Corporations Act requires that the financial statements of the Company and its subsidiaries (the “**Group**”) and the reports of the directors and the auditor (collectively the “**Annual Report**”) be laid before the Annual General Meeting. The Corporations Act does not require a vote of shareholders at the Annual General Meeting on such reports or statements.

The Annual Report is available on the Company’s internet site ([www.ahl.com.au](http://www.ahl.com.au)). Shareholders who have specifically requested a hard copy of the Annual Report will receive it in the mail. Shareholders who have not specifically requested a hard copy of the Annual Report but would like to do so should contact the share registry on 1300 850 505.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions of the Board of directors in relation to the management of the Company. Shareholders will also be given a reasonable opportunity to ask the Company’s auditor questions relevant to the conduct of the audit, the preparation and content of the Independent Auditor’s Report, the accounting policies adopted by the Group in relation to the preparation of its financial statements, and the independence of the auditor in relation to the conduct of the audit.

### ITEM 2 – REMUNERATION REPORT

The remuneration report is set out on pages 14 to 26 of the 2015 Annual Report. It is also available on the Company’s internet site ([www.ahl.com.au](http://www.ahl.com.au)). The remuneration report:

- explains the structure of, and rationale behind, the Group’s remuneration practices and the link between the remuneration of senior executives and the Group’s performance;
- sets out remuneration details for each director of the Company and for each member of the Group’s senior executive team during the year; and
- makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives, including the executive director.

### Board recommendation

The Board recommends that shareholders vote in favour of Item 2.

### ITEMS 3 AND 4 – RE-ELECTION OF DIRECTORS

#### Mr Alan Graham Rydge

Mr Alan Graham Rydge, a non-executive director, Chairman of the Board, and member of the Audit and Risk Committee and Nomination and Remuneration Committee, retires by rotation in accordance with the Constitution. Rule 8.1(d) of the Constitution states that no director who is not the managing director may hold office without re-election beyond the third Annual General Meeting following the meeting at which the director was last elected or re-elected.

A profile of Mr Rydge is included on page 2 of the 2015 Annual Report and is also set out below.

#### Experience and directorships

Mr Rydge is a company director with 40-plus years experience in the film, hospitality, leisure and tourism industries. Mr Rydge joined the Greater Union group in 1971, has been a director of the Company since 1978 and Chairman since 1980, and was formerly the Group Managing Director. Mr Rydge is also a director and chairman of the listed company, Carlton Investments Limited, and is chairman of Alphoeb Pty Limited and Enbear Pty Limited.

Mr AG Rydge is not considered an independent director due to the substantial shareholding clause. Mr Rydge was previously Chairman and Managing Director of the Company until retiring from the position of Managing Director on 31 December 2001. The Board has determined that the chairmanship of Mr Rydge is of significant benefit to the Company and Group due to his long standing contribution to, and association with, the Company and extensive knowledge of the film, hospitality, leisure and tourism industries. Mr Rydge has been non-executive Chairman since 1 January 2002.

As part of its ongoing performance review process, the Board considered Mr Rydge's contribution to the Board and strongly supports his re-election as a director of the Company.

#### **Board recommendation**

The Board (Mr Rydge abstaining) recommends that shareholders vote in favour of Item 3.

#### **Mr Peter Roland Coates AO**

Mr Peter Roland Coates AO, an independent non-executive director, chairman of the Nomination and Remuneration Committee, and member of the Audit and Risk Committee, retires by rotation in accordance with rule 8.1(d) of the Constitution.

A profile of Mr Coates is included on page 3 of the 2015 Annual Report and is also set out below:

#### **Experience and directorships**

Mr Coates is a company director with 40-plus years senior executive experience in the mining and commodities industries. Mr Coates has been a director of the Company since 2009. Mr Coates is currently executive chairman of Santos Limited, a non-executive director of Glencore plc, non-executive chairman of Sphere Minerals Limited, and chairman of the NSW Government's North West Rail Link Advisory Board. Mr Coates was formerly non-executive chairman of Xstrata Australia Pty Limited and chief executive of Xstrata Coal.

As part of its ongoing performance review process, the Board considered Mr Coates' contribution to the Board and strongly supports his re-election as a director of the Company.

#### **Board recommendation**

The Board (Mr Coates abstaining) recommends that shareholders vote in favour of Item 4.

#### **ITEM 5 – AWARD OF PERFORMANCE RIGHTS TO THE MANAGING DIRECTOR**

Shareholder approval is sought for the award of up to 300,000 performance rights to the Managing Director, Mr David Seargeant, under the Company's long term incentive arrangements on the terms set out below.

#### **Background**

The Amalgamated Holdings Limited Executive Performance Rights Plan (the "**Plan**") was approved by shareholders at the Company's Annual General Meeting held on 25 October 2013. The Plan provides an incentive for executives to achieve above average performance over the medium to long term in the Group's businesses, which will be reflected in higher Group earnings and growth rates.

The Board believes that long term incentives form a key part of remuneration for executives and assist to align the interests of executives with the longer term interests of shareholders and has previously awarded long term incentives to certain senior executives on similar terms to those set out below. The Board considers that it is important that the remuneration of the Managing Director and members of the senior executive team, including any long term incentive, be on similar terms to ensure a co-ordinated and consistent approach.

Performance rights ("**Rights**") are rights to receive shares in the Company in the future, subject to meeting performance hurdles specified by the Board. Approval is being sought under ASX Listing Rule 10.14 so that the Company is able to issue shares to the Managing Director if the applicable Rights vest. In addition, if approval is given under ASX Listing Rule 10.14, approval is not required under Listing Rule 7.1.

#### **Performance Hurdles**

The performance criteria to apply to the award of Rights is based on earnings per share ("**EPS**") and Total Shareholder Return ("**TSR**") growth of the Company as determined by the Board over a three-year period (the "**Performance Period**"). The award is divided into equal portions with each portion being subject to one of these performance hurdles.

The extent to which the performance hurdles have been met will be assessed by the Board at the conclusion of the Performance Period. The performance hurdles for this award of Rights will be based on the Company's EPS and TSR growth over the Performance Period of the three years to 30 June 2018, with performance measured against the year ended 30 June 2015 (being the "**Base Year**").

- **EPS hurdle**

The EPS hurdle requires that the Company's EPS growth for the Performance Period must be greater than the target set by the Board. For the award of Rights with an EPS hurdle, the hurdle is as follows:

- (a) if annual compound EPS growth over the Performance Period is less than 4%, no Rights will vest;
- (b) if annual compound EPS growth over the Performance Period is equal to 4%, but less than 6%, the proportion of Rights vesting will be increased on a pro-rata basis between 50% and 100%; or
- (c) if annual compound EPS growth over the Performance Period is equal to or greater than 6%, all of the Rights awarded will vest.

- **TSR hurdle**

The TSR hurdle requires that the growth in the Company's TSR must be above the median of the Company's comparator group. The comparator group is the S&P/ASX 200 (excluding certain trusts, infrastructure groups and mining companies). Growth in TSR is defined as share price growth and dividends paid and reinvested on the ex-dividend date (adjusted for rights, bonus issues and any capital reconstructions) measured from the beginning to the end of the Performance Period.

For the award of Rights with a TSR hurdle, the hurdle is as follows:

- (a) if annual compound TSR growth over the Performance Period is less than the 51<sup>st</sup> percentile, no Rights will vest;
- (b) if annual compound TSR growth over the Performance Period is equal to or exceeds the 51<sup>st</sup> percentile but is less than the 75<sup>th</sup> percentile, the proportion of Rights vesting will be increased on a pro-rata basis between 50% and 100%; or
- (c) if annual compound TSR growth over the Performance Period is equal to or greater than the 75<sup>th</sup> percentile all of the Rights awarded will vest.

The Board retains the discretion to vary the performance hurdles and criteria.

Following the Board's assessment at the end of the Performance Period, any Rights that remain unvested will automatically lapse.

*Additional information provided in accordance with the ASX Listing Rules*

Only executives are eligible to participate in the Company's long term incentive arrangements, which include the Plan. Mr David Seargeant is currently the Company's only executive director and accordingly, he is the only director entitled to participate in the Plan.

It is proposed Mr Seargeant be awarded a total of up to 300,000 Rights. The award number of 300,000 Rights is the total maximum number of Rights that may be issued to Mr Seargeant, and does not necessarily represent the number that will be issued.

The actual number of Rights awarded to Mr Seargeant will be calculated in accordance with the following formula:

Formula: 
$$X = \frac{Y\% \text{ of Fixed Remuneration}}{P}$$

Where:

X = total number of Rights awarded (up to the total maximum number of 300,000 Rights);

Y = maximum long term incentive performance-based percentage, as approved annually at the Board's discretion. Mr Seargeant's current maximum long term incentive performance-based percentage is 100%;

Fixed Remuneration = cash or base salary, superannuation contributions and any salary sacrifice components. Mr Seargeant's current Fixed Remuneration is \$1,970,000;

P = the volume weighted average share price of the Company's shares over a 20 day trading period, as determined at the Board's discretion.

Mr Seargeant will not be required to pay any consideration on issue of the Rights or when they vest. There is no loan to Mr Seargeant in connection with the Rights. The Board will make such adjustments to Mr Seargeant's Rights as the Board considers appropriate in order to minimise or eliminate any material advantage or disadvantage to Mr Seargeant resulting from a corporate action such as a capital raising or capital reconstruction.

If approved by shareholders, the Board will determine the timing of the award and the number of Rights awarded (based on the formula above and up to the maximum number approved by shareholders) following recommendations by the Nomination and Remuneration Committee and subject to the Group's senior executive remuneration policy. In any case, the Company will issue the Rights no later than 12 months after the 2015 Annual General Meeting.

If Mr Seargeant ceases to be employed by the Group during the Performance Period, the Rights will only vest in limited circumstances, and subject to the requirements of the Corporations Act and ASX Listing Rules. In addition, the Board has discretion to determine that some or all of the unvested Rights will vest if there is a takeover or other similar event.

Awards to Mr Seargeant under the Plan and the previous Executive Performance Share Plan in the past three years are set out in the table below. All of these Rights and performance shares were awarded to Mr Seargeant for no consideration.

<b>Date of approval at Annual General Meeting</b>	<b>Plan</b>	<b>Number of Rights or performance shares approved</b>	<b>Number of Rights or performance shares issued</b>	<b>Date Rights or performance shares awarded</b>	<b>Performance Period</b>
24 October 2014	Executive Performance Rights Plan	300,000	170,000	19 February 2015	30 June 2014 to 30 June 2017
25 October 2013	Executive Performance Rights Plan	300,000	205,000	20 February 2014	30 June 2013 to 30 June 2016
26 October 2012	Executive Performance Share Plan	300,000	210,000	21 February 2013	30 June 2012 to 30 June 2015

The performance shares the subject of the 2006, 2007 and 2008 shareholder approval vested in full upon testing of the relevant performance criteria. With regards to the performance shares the subject of the 2009 shareholder approval, 120,000 shares, relating to the TSR hurdle vested, whilst the remainder relating to the EPS hurdle were forfeited. With regards to the performance shares the subject of the 2010 shareholder approval, 105,000 shares relating to the TSR hurdle vested, whilst the remainder relating to the EPS hurdle were forfeited. With regards to the performance shares the subject of the 2011 shareholder approval, 127,500 shares relating to the TSR hurdle vested, whilst the remainder relating to the EPS hurdle were forfeited.

The Rights and performance shares the subject of the 2012 – 2014 shareholder approvals (see table above) remain unvested at the date of this Notice of Meeting and will be subject to testing in respect of the relevant performance criteria at the end of the respective Performance Periods.

Further details of Mr Seargeant's remuneration for the year ended 30 June 2015 are included in the remuneration report in the 2015 Annual Report.

#### **Board recommendation**

Each of the non-executive directors of the Company recommends that shareholders vote in favour of Item 5.

## VOTING ENTITLEMENTS

Directors have determined that the shareholding of each shareholder for the purposes of ascertaining the voting entitlements for the Annual General Meeting will be as it appears in the Share Register at 7pm (Sydney time) on Wednesday 21 October 2015. Accordingly, share transfers registered after that time will be disregarded in determining entitlement to attend and vote at the Annual General Meeting.

## PROXIES

- A shareholder has the right to appoint a proxy, who need not be a shareholder of the Company.
- A proxy may be an individual or body corporate. If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:
  - appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
  - provides satisfactory evidence of the appointment of its corporate representative.If such evidence is not received prior to admission to the meeting, the body corporate (through its representative) will not be permitted to act as a proxy.
- On a poll, shareholders have one vote for every fully paid ordinary share held. On a show of hands, every person present and qualified to vote has one vote.
- If a shareholder is entitled to cast two or more votes, they may appoint not more than two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes. If it is desired to appoint two proxies, then shareholders should follow the instructions specified on the proxy form.
- If a shareholder appoints more than one proxy, neither proxy may vote on a show of hands if more than one proxy attends the meeting. Both proxies may only exercise votes on a poll in respect of the shares or voting rights that they represent.
- A representative of a company attending the meeting must present satisfactory evidence of his or her appointment to attend on its behalf prior to admission to the meeting, unless previously lodged with the share registry of the Company.
- A shareholder may appoint the Chairman of the Meeting as their proxy by nominating him in the proxy form. If a shareholder returns their proxy form but does not nominate the identity of their proxy, the Chairman of the Meeting will automatically be appointed as their proxy. If a shareholder returns their proxy form but their nominated proxy does not attend the meeting, then their proxy will revert to the Chairman of the Meeting. For resolutions determined on a poll, if a shareholder's nominated proxy is either not recorded as attending the meeting or does not vote on the resolution in accordance with any directions, the Chairman of the Meeting is taken, before voting on the resolution closes, to have been appointed as the shareholder's proxy for the purposes of voting on the resolution.

## PROXY VOTING BY KEY MANAGEMENT PERSONNEL ("KMP")

If a shareholder appoints a KMP (which includes each of the directors) or one of their closely related parties as their proxy, they will not be able to cast the shareholder's votes on Items 2 and 5, unless the shareholder directs them how to vote or the Chairman of the Meeting is the shareholder's proxy. If a shareholder appoints the Chairman of the Meeting as their proxy or the Chairman of the Meeting is appointed as the shareholder's proxy by default, but the shareholder does not mark a voting box for Items 2 and 5, then by completing and submitting the proxy form the shareholder will be expressly authorising the Chairman of the Meeting to exercise the proxy even though the relevant Item is connected with the remuneration of the KMP.

The Chairman of the Meeting intends to vote all available proxies in favour of all Items of business.

## SUBMITTING PROXY FORMS

The Proxy Form (which accompanies this Notice of Meeting) can be submitted to the share registry of the Company, Computershare Investor Services Pty Limited:

- by **mail** to Computershare Investor Services Pty Limited GPO Box 242, Melbourne, Victoria 3001 Australia;
- by **facsimile** to 1800 783 447 (within Australian) or +61 3 9473 2555 (outside Australia); or
- **online** at [www.investorvote.com.au](http://www.investorvote.com.au).

In order to be effective, Proxy Forms must be received not later than 48 hours before the commencement of the meeting, that is **no later than 10am (Sydney time) on Wednesday 21 October 2015**. If the appointment of a proxy is signed by the appointor's attorney, the original authority under which the appointment was signed or a certified copy of the authority must also accompany the Proxy Form.

## QUESTIONS AND COMMENTS BY SHAREHOLDERS AT THE MEETING

In accordance with the Corporations Act, shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions about or to make comments on the management of the Company or the Group.

Similarly, a reasonable opportunity will be given to shareholders to ask the Group's external auditor, KPMG, questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Independent Auditor's Report;
- (c) the accounting policies adopted by the Company and Group in relation to the preparation of its financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

Shareholders may submit written questions to the directors in accordance with the directions on the question form accompanying this Notice of Meeting. Shareholders may also submit written questions to KPMG if the questions are relevant to the content of the KPMG Independent Auditor's Report or the conduct of its audit of the Company or the Group's financial statements for the year ended 30 June 2015.

Relevant written questions for KPMG must be received no later than 5:00pm (Sydney time) on Friday 16 October 2015. KPMG intends to either answer relevant questions at the meeting or table written answers at the meeting. If written answers are tabled, they will be made available to shareholders as soon as practicable after the meeting.

A question form has been provided with the material accompanying this Notice of Meeting.

**CHANGE IN REGISTERED OFFICE**

The Company's Registered Office address is currently Level 22, 227 Elizabeth Street, Sydney NSW 2000 (**Current Address**). During October 2015, the Company will relocate to 478 George Street, Sydney NSW 2000 (**New Address**). This change in the address of the Company's Registered Office is expected to take effect on or around 19 October 2015 and an announcement will be made to the ASX when the change has occurred. After the Company's Registered Office is changed, mail sent to the Current Address will be redirected to the New Address. **However, to ensure that your Proxy Form and question form are received by the Company, please return these in one of the ways specified in the Proxy Form.**





# AMALGAMATED HOLDINGS LIMITED

## QUESTIONS FROM SHAREHOLDERS

Your questions regarding matters relating to the Company or the Group that may be relevant to the 2015 Annual General Meeting are important to us. We invite you to use this form to submit any questions that you may have regarding the Annual General Meeting matters.

Please complete and return this form in the envelope provided along with the Proxy Form. Alternatively you may return the form via facsimile to the Company on (02) 9373 6534. Please note that written questions for KPMG must be received no later than 5:00pm (Sydney time) on Friday 16 October 2015.

We will endeavour to address all questions of general interest to shareholders at the 2015 Annual General Meeting.

Shareholder's Name:

Address:

Shareholder Reference Number or Holder Identification Number:

### Questions to Directors

All written questions to the directors should be received by no later than 10:00am (Sydney time) on Wednesday 21 October 2015.

### Questions to KPMG


All written questions to KPMG should be received by no later than 5:00pm (Sydney time) on Friday 16 October 2015.


### All Correspondence to:

**AMALGAMATED HOLDINGS LIMITED**  
ABN 51 000 005 103  
GPO Box 1609  
Sydney NSW 2001  
Telephone: 61 2 9373 6600  
Facsimile: 61 2 9373 6534

**COMPUTERSHARE INVESTOR SERVICES PTY LIMITED**  
GPO Box 2975  
Melbourne VIC 3001  
Telephone: 1300 850 505 (within Australia)  
Telephone: 61 3 9415 4000 (outside Australia)  
Facsimile: 61 3 9473 2555

**Lodge your vote:**

 **Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)

 **By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

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

**Proxy Form**

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**Vote and view the annual report online**

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



**Your access information that you will need to vote:**

**Control Number: 999999**

**SRN/HIN: I9999999999 PIN: 99999**

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

 **For your vote to be effective it must be received by 10:00am (Sydney time), Wednesday 21 October 2015.**

**How to Vote on Items of Business**

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

**Appointment of Proxy**

**Appointing the Chairman as proxy:** If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you leave Step 1 blank, or your named proxy does not attend the meeting or does not vote on a poll in accordance with your instructions, the Chairman of the Meeting will be your 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 or abstain as they choose (to the extent permitted by law). 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.

**Voting restrictions for Key Management Personnel (KMP):** Please note that if you appoint a member of the KMP (which includes each of the directors) or one of their closely related parties as your proxy, they will not be able to cast your votes on Items 2 or 5, unless you direct them how to vote or the Chairman of the Meeting is your proxy. If you appoint the Chairman of the Meeting as your proxy or the Chairman of the Meeting is appointed as your proxy by default, but you do not mark a voting box for Items 2 or 5, then by signing and returning the proxy form, you will be expressly authorising the Chairman of the Meeting to exercise your proxy in respect of the relevant Item, even though the Item is connected with the remuneration of the KMP.

**A proxy need not be a securityholder of the Company.**

**Signing Instructions for Postal Forms**

**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 sign this form under Power of Attorney and have not already lodged the Power of Attorney with Computershare, 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 corporate 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](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the Company or the auditor, please write them on the question form enclosed with the Notice of Meeting and return it to Computershare in accordance with the instructions on the form.

**GO ONLINE TO VOTE,  
or turn over to complete the form**



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.



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IND

# 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 Amalgamated Holdings 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Amalgamated Holdings Limited to be held at Event Cinemas, 505-525 George Street, Sydney, NSW 2000 on Friday 23 October 2015 at 10:00am (Sydney time) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), by signing and returning this form I/we expressly authorise the Chairman to exercise my/our proxy on Items 2 and 5 (except where I/we have indicated a different voting intention below) even though Items 2 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting by marking the appropriate box in Step 2 below.

## 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

	For	Against	Abstain
2. To adopt the remuneration report for the year ended 30 June 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Mr Alan Graham Rydge as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Mr Peter Roland Coates as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### SPECIAL BUSINESS

5. To approve the award of performance rights to the Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## 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 \_\_\_\_ / \_\_\_\_ / \_\_\_\_