

# Notice of Annual General Meeting

**Australian United Investment Company Limited** ABN 37 004 268 679

The Annual General Meeting of the shareholders of Australian United Investment Company Limited ("the Company") will be held at the offices of KPMG, 147 Collins Street, Melbourne, Victoria on Thursday, 15 October 2009 at 11.00 am.

## **Business:**

### **Financial Statements and Reports:**

1. To receive the Statement and Report of the Directors, the Report of the Auditor and the Financial Statements for the financial year ended 30 June 2009. The auditor will be available at the meeting to receive questions from shareholders about the preparation of the auditor's report and the conduct of the audit.

### **Remuneration Report:**

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

*"That the Remuneration Report that forms part of the directors report for the Company for the financial year ended 30 June 2009 be adopted."*

The Remuneration Report is set out on page 13 of the Annual Report.

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

### **Constitution:**

3. To consider, and if thought fit, pass the following resolution as a special resolution:

*"That the constitution of the Company is amended by increasing the maximum number of Directors of the Company stated under Clause 10.1 of the constitution from 5 (five) to 6 (six)."*

An explanation and reasons for the proposed resolution are set out in the attached Explanatory Statement.

### **Directors:**

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

*"That **Mr C B Goode**, a Director retiring from office by rotation in accordance with article 10.3 of the Constitution, being eligible, is re-elected as a Director of the Company."*

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

*"That **Dr P J B Rose**, a Director retiring from office by rotation in accordance with article 10.3 of the Constitution, being eligible, is re-elected as a Director of the Company."*

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

*"That **Mr J Craig**, who offers himself for election, be elected as a Director of the Company."*

Mr Craig's qualifications and experience are set out in the attached Explanatory Statement.

### **Other Business**

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act.

## **Voting entitlements**

The Company has determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that the Company's shares quoted on ASX Limited at 7.00pm Melbourne time on 13 October 2009 are taken for the purposes of the general meeting to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote (if not excluded) at the meeting.

## **Proxies**

A shareholder has the right to appoint a proxy, who need not be a shareholder of the Company. If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. The Proxy Form must be deposited at the share registry of the Company, Computershare Investor Services Pty Limited, located at GPO Box 242, Melbourne Victoria 3001 or by facsimile to Computershare on 1800 783 447 (within Australia) or 61 3 9473 2555 (outside Australia) or to the Company on (03) 9654 3499 by 11.00am Tuesday 13<sup>th</sup> October 2009.

Dated this 15<sup>th</sup> day of September 2009

By order of the Board

A handwritten signature in black ink, appearing to read 'Andrew J Hancock', written in a cursive style.

Andrew J Hancock  
Company Secretary

# **AUSTRALIAN UNITED INVESTMENT COMPANY LIMITED**

**ABN 37 004 268 679**

## **Explanatory Statement**

This explanatory statement relates to the notice of Annual General Meeting dated 15 September 2009.

### **Resolution 3: Constitution**

The Board seeks approval by special resolution of shareholders to increase the maximum number of Directors permitted under the Company's Constitution from 5 (five) to 6 (six).

#### **Reasons and Recommendation**

The Board, through its' Nomination and Remuneration Committee, seeks to achieve a balance of skills, knowledge, experience and independence on the board and considers it is in the interest of shareholders to increase the maximum number of directors permitted for these reasons and to allow flexibility in board succession planning.

The Board recommends shareholders vote in favour of Resolution 3.

### **Resolution 6: Election of Mr Jim Craig as a Director**

#### **Jim Craig: Qualifications and Experience**

Mr Jim Craig LLB (Hons), B.Ec, (Adelaide), LLM (Melb).

Age 44

Mr Craig has significant international business and financial experience particularly in the infrastructure, financial services and mining industries. From 2003 to 2007 he was Chief Executive Officer of Macquarie Capital and Chairman of Macquarie Bank Ltd in Europe. He was Founding CEO of Macquarie European Infrastructure Funds (MEIF) and then Chairman of the MEIF Investment Committee. From 1998 to 2002 he was Head of Macquarie Bank's global natural resources advisory business.

#### **Reasons and Recommendation**

The Board considers Mr Craig will add to the depth of skills and experience on the board and recommends his election.