



17 October 2014

Dear Securityholder

Please find enclosed Notice of Wide Bay Australia's Annual General Meeting to be held in Brisbane on Tuesday 18 November 2014 at 11:00am (Queensland time).

Full details of our 2013-2014 financial results are contained in our 2014 Financial Statements which have been lodged with the Australian Securities Exchange.

The 2014 Financial Statements are now available on our website [www.widebayaust.com.au](http://www.widebayaust.com.au) under Corporate Information – Company Reports & Disclosures.

Our full Annual Report including the Chairman's Report is being printed and copies will be sent to Shareholders who have requested same in the near future.

Should you have any queries in respect of the Annual General Meeting or information contained in the Annual Report, please contact our Company Secretary, Bill Schafer on 07 4150 4075.

Yours faithfully



M.J. BARRETT  
Managing Director

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Notice is hereby given that the **Annual General Meeting** of Wide Bay Australia Ltd. ABN 40 087 652 060 ('Company') will be held at 11.00am (Queensland time) on Tuesday 18 November 2014 at King & Wood Mallesons, Level 33, Waterfront Place, 1 Eagle Street, Brisbane, Queensland.

**ORDINARY BUSINESS:**

**Financial Statements and Reports**

To receive and consider the financial statements and reports of the Directors and Auditors for the year ended 30 June 2014.

*There is no vote on this item.*

**Resolution 1 – Directors' Remuneration Report**

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

"That the Remuneration Report for the year ended 30 June 2014, as set out in the 2014 Annual Report, be adopted."

*This is a non-binding advisory vote.*

**Resolution 2 – Re-election of Directors**

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

- a) "That Mr B Dangerfield, who retires by rotation in accordance with rule 13.6 of the Company's Constitution and being eligible, be re-elected as a Director of the Company."
- b) "That Mr J S Humphrey, who retires by rotation in accordance with rule 13.6 of the Company's Constitution and being eligible, be re-elected as a Director of the Company."

Information about the candidates appears in the accompanying Explanatory Memorandum.

**Resolution 3 – Re-election of Director**

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

"That in accordance with rule 13.4(a) of the Company's Constitution, Mr G Kenny, who was appointed by the Board as a non-executive director on 19 November 2013 and, being eligible for re-election in accordance with rule 13.4(b) of the Company's Constitution, be re-elected as a Director of the Company."

Information about the candidate appears in the accompanying Explanatory Memorandum.

**Resolution 4 – Removal of Auditor**

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

"That Bentleys, the current auditor of the Company, be removed as the auditor of the Company effective from the date of the Meeting."

**Resolution 5 – Appointment of Auditor**

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

"That, subject to the passing of Resolution 5, Deloitte, being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the auditor of the Company effective from the date of the Meeting and the Directors be authorised to agree the remuneration."

Dated 17 October 2014

By order of the Board



William R. Schafer  
Company Secretary

## **ENTITLEMENT TO VOTE**

Pursuant to regulation 7.11.37 of the Corporations Act 2001, the Company has determined that for the purposes of the Meeting all Ordinary Shares in the Company shall be taken to be held by the persons who held them as registered shareholders at 7:00pm (Sydney time) on 16 November 2014 (Entitlement Time). All holders of ordinary shares in the Company as at the Entitlement Time are entitled to attend and vote at the Meeting.

## **VOTES OF SHAREHOLDERS**

Subject to the Company's Constitution and to any rights or restrictions attaching to any class of shares:

- a) Every shareholder may vote;
- b) On a show of hands every shareholder has one vote; and
- c) On a poll every shareholder has for each fully paid share held by the shareholder, one vote.

## **VOTING BY PROXY**

A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies. A proxy form, including instructions, accompanies this notice of meeting. To be valid, the proxy form (together with the original or a certified copy of any power of attorney under which the proxy form is signed) must be received at the Company's share registry at the following address:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne Victoria 3001  
Australia

Or by fax:  
Within Australia: 1800 783 447  
Outside Australia: +61 3 9473 2555

Alternatively, you may lodge a proxy electronically, at [www.investorvote.com.au](http://www.investorvote.com.au).

A proxy form must be received by 11:00am (Queensland time) on Sunday 16 November 2014, being not less than 48 hours before the time for holding the meeting.

## **CHANGE OF ELECTION FOR SHAREHOLDER COMMUNICATIONS & ANNUAL REPORT**

The Company's Annual Report and Financial Statements are made available on-line at [www.widebayaust.com.au](http://www.widebayaust.com.au) under Shareholder Information. Please note that the default option for receiving your Annual Report is via our website. You have the choice of receiving an email when the Wide Bay Australia Ltd Annual Report becomes available online or electing to receive a printed Annual Report. To change your current Annual Report election – please update your details online or by visiting [www.computershare.com.au/easyupdate/wbb](http://www.computershare.com.au/easyupdate/wbb). If you do not have internet access please call 1300 308 185 and follow the voice instructions.

## **Explanatory Memorandum**

This Explanatory Memorandum has been prepared to assist shareholders with their consideration of the Resolutions to be put to the Annual General Meeting to be held Tuesday 18 November 2014.

### **Ordinary Business:**

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

The *Corporations Act 2001* requires that the report of the Directors, the Auditor's Report and the Financial Statements be laid before the Annual General Meeting. In addition, the Company's Constitution provides for such Reports and Statements to be received and considered at the Meeting. Apart from the matters involving remuneration which are required to be voted upon, neither the *Corporations Act 2001* nor the Company's Constitution require a vote of shareholders at the Annual General Meeting on such reports or statements; however shareholders will be given ample opportunity to raise questions with respect to these Reports and Statements at the Meeting.

Following consideration of the Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management and audit of the Company.

**There is no vote on this item.**

#### **Resolution 1 - Directors' Remuneration Report**

Shareholders are asked to adopt the Remuneration Report. The Remuneration Report is set out on pages 3 to 8 of the 2014 Financial Statements. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

The vote on this resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report when reviewing the Company's remuneration policies.

While the resolution is not binding on the Company, under the *Corporations Act 2001*, if the resolution on the Company's remuneration report receives votes against of 25% or more at two consecutive annual general meetings, a resolution must then be put to shareholders at the second annual general meeting as to whether another meeting should be held within 90 days at which all directors (other than a managing director) who were in office at the date of approval of the applicable directors' report must stand for re-election.

The Board recommends that shareholders vote in favour of the Remuneration Report.

#### **Voting Exclusion Statement:**

In accordance with section 250R(4) of the *Corporations Act*, a vote may not be cast by or on behalf of a member of the Company's Key Management Personnel (which includes directors of the Company) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a person, unless:

- (a) it is cast by the person as a proxy for a shareholder who is entitled to vote, in accordance with a direction on the proxy form; or
- (b) the person is the chair of the Meeting and it is cast by the person as proxy for a shareholder who is entitled to vote, and the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

#### **Resolution 2 – Re-election of Directors**

##### **Mr Barry Dangerfield**

Mr Dangerfield was appointed to the Board on 22 November 2011. Mr Dangerfield has had a successful 39 year banking career with Westpac Banking Corporation having held positions across Queensland and the Northern Territory of Regional Manager Business Banking, Head of Commercial and Agribusiness and Regional General Manager Retail Banking. Mr Dangerfield was appointed to the Board of Mortgage Risk Management on 19 November 2013. Mr Dangerfield is the Chairman of the Group Board Remuneration Committee, a member of the Audit Committee, a member of the Risk Committee and is an independent director. He is aged 58.

## **Mr John S Humphrey LL.B**

Professor Humphrey was appointed to the Board on 19 February 2008, and was appointed Chairman following the 2009 Annual General Meeting. He was a senior partner in the Brisbane office of international law firm, King & Wood Mallesons (until 01 January 2013), where he specialised in commercial law and corporate mergers and acquisitions. He is now Executive Dean of the Faculty of Law at Queensland University of Technology. He is currently a non-executive director of Horizon Oil Limited and Downer-EDI Limited. Professor Humphrey is a member of the audit committee and an independent director. He is aged 59.

The Board recommends that shareholders vote in favour of the re-election of Barry Dangerfield and John Humphrey.

### **Resolution 3 – Re-election of Director**

#### **Mr Gregory N Kenny GAICD GradDipFin**

Mr Kenny was appointed to the Board on 19 November 2013. Mr Kenny has had a long and successful career with Westpac Banking Corporation and St George Bank Ltd, and prior to that with Bank of New York and Bank of America in Australia. At St George he held the positions of Managing Director (NSW and ACT), General Manager Corporate and Business Bank and General Manager Group Treasury and Capital Markets. Mr Kenny was appointed to the Board of Mortgage Risk Management Pty Ltd on 19 November 2013. He is the Chairman of the Risk Committee, a member of the Audit Committee, a member of the Group Board Remuneration Committee and is an independent director. He is aged 58.

The Board recommends that shareholders vote in favour of the re-election of Gregory Kenny.

### **Resolutions 4 & 5 – Removal of Auditor and Appointment of Auditor**

The Audit Committee resolved to invite tenders from a number of accounting firms for the external audit for the year ended 30 June 2015.

The Board of Directors expresses their appreciation to Bentleys for their many years of service to the company.

Under Section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months notice of intention to move the resolution has been given. The notice of intention to remove Bentleys is provided to shareholders with this Notice of Meeting.

It should be noted that under this section, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.

The company provides the notice of intention to Shareholders at Appendix A to this Notice and seeks the approval to remove the auditor even though the meeting will be held less than 2 months after the notice of intention is given.

Section 327D of the Corporations Act provides that when an auditor is removed from a company, the company may appoint a new auditor at a general meeting by special resolution.

If Bentleys is removed under Resolution 4, the Directors propose that Deloitte be appointed as the Company's auditor effective from the close of this General Meeting.

Deloitte has given written consent to act as the Company's auditor in accordance with Section 328A(1) of the Corporations Act.

The Board recommends that shareholders vote in favour of the removal of Bentleys as auditor and the appointment of Deloitte as auditor.



10 October 2014

The Company Secretary  
Wide Bay Australia Ltd  
16-20 Barolin Street  
BUNDABERG QLD 4670

Dear Sir

I, Peter Sawyer, being a director and member of Wide Bay Australia Ltd (the Company), request the Company to convene a general meeting of the Company to be held at least 2 months from the date of service of this notice, to consider and if thought fit, pass the following resolution:

“That Bentleys be removed as auditor of the Company.”

Furthermore, for the purposes of Section 328B(1) of the Corporations Act 2001, I hereby give you notice of the nomination of Deloitte, of Level 25, Riverside Centre, 123 Eagle St, Brisbane, Queensland as auditor of the Company.

SIGNED by



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PETER SAWYER

Director and Chairman of the Audit Committee

Date: 10 October 2014

## Lodge your vote:

 **Online:**  
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

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

## Proxy Form



### 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: I999999999**

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 11:00 am (Queensland time) Sunday 16 November 2014**

### 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 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.

**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 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](http://www.investorcentre.com) under the help tab, "Printable 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.

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

**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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# 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 Wide Bay Australia Ltd 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 Wide Bay Australia Ltd to be held at **King & Wood Mallesons, Level 33, Waterfront Place, 1 Eagle Street, Brisbane, Queensland on Tuesday, 18 November 2014 at 11:00 am (Queensland 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), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 1** (except where I/we have indicated a different voting intention below) even though **Item 1** is 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 on **Item 1** 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
1	Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(a)	Re-election of Director - Mr B Dangerfield	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(b)	Re-election of Director - Mr J S Humphrey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Director - Mr G Kenny	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Removal of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 \_\_\_\_ / \_\_\_\_ / \_\_\_\_