



Notice of Meeting

Notice is hereby given that the 92nd Annual General Meeting of Shareholders in the Company will be held in the Staff Amenities Room at K&D Warehouse Mitre 10, Cnr Murray & Melville Streets, Hobart on Wednesday 23 September 2015 at 10.30 am.

Business

- To receive and consider the financial report and the reports of the Directors and of the Auditors for the year ended 31 May 2015.
- To elect three (3) Directors.
To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:
 - That Mrs S M Allison-Rogers, who will retire by rotation at the close of the meeting in accordance with clause 11.3 of the Company's constitution, be re-elected as a Director of the Company.
 - That Mr G Goodman, who has made himself available, be elected as a Director of the Company.
 - That Mr J A Simon, who has made himself available, be elected as a Director of the Company.
- To transact any other business which may lawfully be brought forward.

By Order of the Board

Peter Stone, Secretary, Hobart, 12 August 2015

✂

Appointment of Proxy

I _____

of _____

being a shareholder of **Kemp & Denning Limited**, hereby appoint _____

of _____

or failing the person named above, or if no person is named, the **Chairman of the Meeting**, to vote in accordance with the directions on the reverse side of this form or, if no directions have been given, as he or she sees fit, at the Annual General Meeting of the Company to be held on Wednesday 24 September 2014 and at any adjournment thereof.

Signature of Shareholder(s) _____ Date _____

Note:

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies.
- A proxy need not be a Shareholder.
- If two proxies are appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights, otherwise half each will be assumed.
- Proxies must be lodged at the Registered Office not less than 24 hours before the meeting.

Voting Directions on Next Page

Determination of Entitlement to Attend and Vote

For the purposes of the meeting, those shareholders holding shares at 5.00 pm on Tuesday 22 September 2015 will be voting members for the meeting.

Proxies

A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. If two proxies are appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights, otherwise half each will be assumed. A proxy need not be a Shareholder. Instruments appointing proxies must be lodged at the Registered Office not less than 24 hours before the meeting.

Invitation

Shareholders are invited to morning tea with Directors at the conclusion of the Meeting.

Questions

In accordance with the Corporations Act 2001 and best practice, a reasonable opportunity will be given to shareholders at the meeting to ask questions about, or make comments on, the operations of the company.

In order to give management and auditors sufficient notice to respond, it would be appreciated if questions could be forwarded to the Company Secretary at least 5 days prior to the meeting.

Directing Your Proxy How To Vote

Should you desire to direct your proxy how to vote on any item place a mark in the appropriate box. In the absence of a direction your proxy may vote as he or she thinks fit or abstain from voting. Unless instructed to the contrary, proxies in favour of the Chairman will be used in support of the specific matters set out in the Notice of Meeting.

Resolutions to Elect Directors:

	For	Against	Abstain
(a) Mrs S M Allison-Rogers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(a) Mr G Goodman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Mr J A Simon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>