

## Findlay Securities Limited

ACN 124 891 685

### Notice of Annual General Meeting

Notice is given that a general meeting of Findlay Securities Limited ("**Company**") will be held at 10.30am on Wednesday, 12 December 2007 at the offices of Findlay Securities Limited, Level 12, 10 Spring Street, Sydney, NSW 2000.

#### Ordinary Business

##### Item 1 - Financial Statements and Reports

To receive and consider the financial report, the directors' report and the auditor's report for the year ended 30 June 2007.

##### Item 2 - Remuneration Report

To consider and, if thought fit, pass the following non-binding resolution:

"That the Remuneration Report be adopted."

##### Item 3 - Re-election of director: Mr Richard Mollett (executive director and company secretary)

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

"That Mr Richard Mollett, being eligible for re-election, be elected as a director of the Company."

##### Item 4 - Issue of Shares to James Beecher

To consider and, if thought fit, pass the following Ordinary Resolution:

"That in accordance with the provisions of the ASX Listing Rules 7.1 and 10.11 the Company issue 500,000 Shares as additional remuneration at a nil issue price to James Beecher within 30 days of the passing of this resolution."

#### VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast in relation to Item 6 by:

- (i) James Beecher as a recipient of Shares (**Recipient**); and
- (ii) Any Associate of any Recipient.

However, the Company need not disregard a vote of the Recipient or any Associate of the Recipient if:

- (i) it is cast by a person or proxy for a person entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

**Explanatory Statement**

Before deciding how to vote on the resolutions, you should carefully read the Explanatory Statement accompanying, and forming part of, this Notice of Annual General Meeting (**Notice of Meeting**).

By Order of the Board

Richard Mollett  
Secretary  
12th November 2007

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NOTES:

<p><b>Who may vote</b></p>	<p>Persons whose names are set out in the register of members of the Company as at the close of business on 10 December 2007 are entitled to attend and vote at the meeting convened by this notice.</p>
<p><b>Proxies Appointment</b></p>	<p>- A member of the Company who is entitled to attend and vote at the meeting has a right to appoint not more than 2 proxies to attend and vote for the member at the meeting. A member who is entitled to cast 2 or more votes may appoint 2 proxies. Where a member appoints 2 proxies, the appointment may specify the proportion or number of votes which each proxy may exercise. If the appointment does not specify the proportion or number of the member's votes each proxy may exercise, then each proxy may exercise half of those votes. A proxy must be a member of the Company.</p>
<p><b>Proxies Lodgement</b></p>	<p>- To be valid, a proxy form must be received by the Company by no later than 10:30am on 10 December 2007 (in Sydney, Australia) ("<b>Proxy Deadline</b>"). Proxies may be submitted by :</p> <ul style="list-style-type: none"> <li>(a) <b>post</b>; or</li> <li>(b) <b>hand delivery</b> to Level 12, 10 Spring Street, Sydney NSW 2000</li> <li>(c) <b>facsimile</b> to facsimile number +61 2 9279 0664</li> </ul> <p>A written proxy appointment must be signed by the member or the member's attorney. Where the appointment is signed by the appointor's attorney, a certified copy of the authority, or the authority itself, must be lodged with Company in one of the above ways by the Proxy Deadline. If facsimile transmission is used, the authority must be certified.</p>
<p><b>Body corporate representative</b></p>	<p>A member of the Company who is a body corporate and who is entitled to attend and vote at the meeting, or a proxy who is a body corporate and who is appointed by a member of the Company entitled to attend and vote at the meeting, may appoint a person to act as its representative at the meeting by providing that person with:</p> <ul style="list-style-type: none"> <li>(a) a letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or</li> <li>(b) a copy of the resolution, certified by the secretary or a director of the body corporate, appointing a representative.</li> </ul>

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**Explanatory Statement**  
**Annual General Meeting 12 December 2007**

**Item 1 – Financial Statement and Reports**

As required by the Corporations Act (Cth) 2001 (“**Corporations Act**”), the financial statements and reports including the directors’ report and the auditor’s report for the most recent financial year will be laid before the meeting. There is no requirement in the Corporations Act or the Company’s Constitution for members to vote on, approve or adopt these reports.

Members will have a reasonable opportunity at the meeting to ask the Managing Director questions and make comments on the business, operations and management of the Company. The auditor of the Company will also be available to take members’ questions and comments about the conduct of the audit, the preparation and content of the auditor’s report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

**Item 2 – Remuneration Report**

The Corporations Act requires that a listed company’s directors’ report include a section called the remuneration report. The report is set out on pages 11 to 13 of the annual report. (*The annual report is available on the Company’s website at [www.findlay.com.au](http://www.findlay.com.au)*). Additionally, the Corporations Act requires listed companies to put the remuneration report for each financial year to a resolution of members at the Company’s annual general meeting. Under the Corporations Act, the vote is advisory only, and does not bind the directors.

Security holders will be provided with the opportunity to ask questions in relation to the remuneration report prior to the resolution being voted on.

**Item 3 - Re-election of directors**

The Listing Rules of the Australian Securities Exchange (“ASX Listing Rules”) require the Company to hold an election of directors each year. The Constitution of the Company requires one third of the directors (other than the Managing Director) to retire from office at each annual general meeting, together with any director who has held office without re-election for three or more years.

**Re-election of Mr Richard Mollett (executive director and secretary)**

Mr Mollett who retires by rotation in accordance with the Constitution of the Company, being eligible, offers himself for re-election as an executive director.

Richard has been responsible for the finance and administration of Findlays since 2000. He oversees all back office operations, accounting and secretarial functions. Richard has held similar roles in other financial services firms including CIBC Wood Gundy Ltd (formerly Eyres Reed Ltd), D J Carmichael Pty Ltd and T A Securities Australia Pty Ltd. He has also held roles in the finance industry as a business architect and consultant.

Richard is a member of the Audit, Risk & Compliance Committee and he joined the Board on 13 April 2007. He is not a director of any other listed public company.

Richard has a Bachelor of Commerce from University of Western Australia, and a post graduate CPA qualification and a Graduate Diploma in Applied Finance and Investments. He is also a Justice of the Peace.

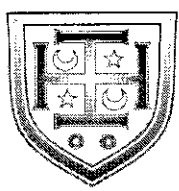
**Item 4 – Issue of Shares to James Beecher**

Under ASX Listing Rule 10.11, the Company may not issue securities to a related party (defined to include a Director of the Company), without first obtaining shareholder approval. The Company therefore seeks approval for the proposed issue, within one month of the date of the resolution, of 500,000 fully paid shares in the capital of the Company for nil consideration to James Beecher, a non-executive independent director.

The share issue is proposed as additional remuneration to Mr Beecher as permitted under Article 19.3 of the Company's constitution in recognition of services provided by James Beecher to the Company over and above his normal duties. Mr Beecher currently has a relevant interest in 1,000,000 shares in the Company.

No funds will be raised pursuant to this issue. The shares will rank pari passu in all respects with the Company's existing full paid shares.

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PROXY FORM

Annual General Meeting – 12 December 2007

Name Address 1
Name Address 2
Name Address 3
Name Address 4
Name Address 5
Name Address 6

Appointment of Proxy

If appointing a proxy to attend the Annual General Meeting on your behalf, please complete the form and submit it in accordance with the directions on the reverse of the page.

I/We being a shareholder/shareholders of the Company pursuant to my/our right to appoint not more than two proxies, appoint

Form for appointing the Chairman of the Meeting or failing him/her, including checkboxes and text boxes.

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

Write here the name of the other person you are appointing.

or failing him/her, (or if no proxy is specified above), the Chairman of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the General Meeting to be held at 10.30am on Wednesday, 12 December 2007 at the offices of Findlay Securities Limited, Level 12, 10 Spring Street, Sydney, NSW 2000 and at any adjournment of that meeting.

This proxy is to be used in respect of % of the ordinary shares I/we hold.

Checkbox for directing the proxy to vote as the proxy holder wishes, with explanatory text.

Voting directions to your proxy – please mark X to indicate your directions

Table with 4 columns: RESOLUTION, For, Against, Abstain\*. Rows include Remuneration Report, Re-election of director, and Issue of Shares.

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

PLEASE SIGN HERE

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Executed in accordance with section 127 of the Corporations Act:

Signature lines for Individual or Shareholder 1, Joint Shareholder 2, and Joint Shareholder 3.

Sole Director & Sole Company Secretary

Director

Director / Company Secretary

Dated this day of 2007

Contact Name

Contact Business Telephone / Mobile

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## INSTRUCTIONS FOR COMPLETING PROXY FORM

1. Your pre-printed name and address is as it appears on the share register of the Company. If you are Issuer Sponsored and this information is incorrect, make the correction on the form, sign it and return it to us. Securityholders sponsored by a broker on the CHES subregister should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.
2. Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
3. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half of the votes.
4. A proxy need not be a shareholder of the Company.
5. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
6. If a representative of a company shareholder is to attend the Meeting, a properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be produced for admission to the Meeting. Previously lodged "Certificates of Appointment of Corporate Representative" will be disregarded by the Company.
7. If a representative as Power of Attorney of a shareholder is to attend the meeting, a properly executed original (or originally certified copy) of an appropriate Power of Attorney should be produced for admission to the Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

### 8. Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual:** Where the holding is in one name, the holder must sign.
- Joint Holding:** Where the holding is in more than one name, all of the shareholders should sign.
- Power of Attorney:** If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form.
- 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 indicate the office held by signing in the appropriate place.

### 9. Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than 10:30 am on 10 December 2007 (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the scheduled meeting.

#### Hand deliveries

**Registries Limited  
Level 2  
28 Margaret Street  
Sydney NSW 2000**

#### Postal address:

**Registries Limited  
PO Box R67  
Royal Exchange NSW 1223**

#### Fax number:

**(02) 9279 0664**

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