

Notice of TPX Scheme **Meeting**

Notice is given that, by an Order of the Supreme Court of Tasmania (**Court**) made on 29 June 2009, pursuant to section 411(1) of the *Corporations Act 2001* (Commonwealth), a meeting of the holders of ordinary shares (**Shareholders**) of Tasmanian Perpetual Trustees Limited ACN 009 475 629 (**TPX**) will be held at the Hotel Grand Chancellor, 29 Cameron Street, Launceston, Tasmania, on Wednesday, 19 August 2009, commencing at 11.00am (A.E.S.T.).



**Tasmanian
Perpetual
Trustees**

ABN 97 009 475 629

Notice of TPX Scheme Meeting

Purpose of the meeting

The purpose of the meeting is to consider and if thought fit, approve a resolution for a scheme of arrangement (the **TPX Scheme**) proposed to be made between TPX and the Shareholders.

The enclosed TPX Explanatory Booklet contains details about the TPX Scheme which you should consider in making an informed voting decision.

Agenda

Pursuant to clause 11.4 of the TPX Constitution, the Chairman of the Board is entitled to act as Chariman of every general meeting of members.

Chairman's welcome.

Business of the meeting.

To consider and if thought fit, approve the following resolution:

'That pursuant to and in accordance with the provisions of section 411 of the *Corporations Act*, the shareholders are in favour of the arrangement proposed between Tasmanian Perpetual Trustees Limited and its shareholders, designated as the 'TPX Scheme', as contained in and more particularly described in the TPX Explanatory Booklet accompanying the Notice calling this meeting and authorise the Board of Directors of TPX to implement the Scheme (with or without any alterations or conditions required or approved by the Court to which the Directors of TPX agree).'

Close of meeting.

Court approval

In accordance with section 411(4)(b) of the *Corporations Act*, the TPX Scheme is subject to the approval of the Court. If the resolution put to this meeting is approved, TPX intends to apply to the Court for the approval of the TPX Scheme.

Dated this 29th day of June 2009.

BY ORDER OF THE BOARD



Paul Viney
Company Secretary

Registration will commence at 10.00am on the date of the meeting.

Please refer to section 2 of the TPX Explanatory Booklet for information concerning:

- *Registration of Shareholders attending the meeting*
- *Registration of proxies and other representatives, appointed by Shareholders, who are attending the meeting*
- *The requirements for the appointment of proxies and representatives*
- *The voting majority requirements for the resolution*
- *Entry to the meeting will be restricted to Shareholders, their duly appointed representatives and other persons who have been approved by the TPX Board to be present at the meeting.*

Explanatory notes for the TPX Scheme Meeting

GENERAL

Capitalised words and phrases used in this Notice of Scheme Meeting (including the proposed resolution) have the same meaning as set out in the Glossary in Section 13 of this TPX Explanatory Booklet of which this Notice forms part.

This Notice should be read in conjunction with the entire TPX Explanatory Booklet.

VOTING ENTITLEMENTS

The Chairman has determined that the vote will be conducted as a poll. Each Shareholder will have one vote for each fully paid ordinary share. Eligibility to vote will be determined as at 7.00pm on Monday, 17 August 2009.

REQUIRED VOTING MAJORITY

For the TPX Scheme to be approved at the Scheme Meeting, votes in favour of the TPX Scheme must be received from:

- a majority in number (more than 50%) of Shareholders that vote (in person, by proxy, by corporate representative or by attorney) at the Scheme Meeting, although the Court has the power by order to disregard this, see Section 2.1 of the TPX Explanatory Booklet for details; and
- Shareholders who together hold at least 75% of the total number of ordinary shares voted at the Scheme Meeting.

HOW TO VOTE

Members entitled to vote at the Scheme Meeting may vote:

- by attending the meeting and voting in person; or
- by appointing an attorney to attend the meeting and vote on their behalf or, in the case of corporate Shareholders or proxies, a corporate representative to attend the meeting and vote on its behalf; or
- by appointing a proxy to attend and vote on their behalf, using the proxy form accompanying this Notice or online by logging onto www.investorvote.com.au using the control number noted on your proxy form. A proxy may be an individual.

VOTING IN PERSON (OR BY ATTORNEY)

Voting By Attorney

A member may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment or a certified copy of it must be received by the Company at its registered office or at the Company's corporate registry listed below, at least 48 hours before the Meeting.

VOTING BY PROXY

A Shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the Shareholder. A proxy need not be a Shareholder and can be either an individual or a body corporate.

A Shareholder that is entitled to cast two or more votes may appoint 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.

A Proxy Form accompanies this Notice and to be effective must be received by 11.00am on Monday, 17 August 2009 at the Company's corporate registry in any of the following ways:

By internet to Computershare:

Log on through www.investorvote.com.au using the control number noted on your proxy form

By post in the enclosed reply paid envelope provided to the TPX Share Registry:

The Registrar
GPO Box 242
Melbourne, Victoria 3001

By hand delivery to the TPX Share Registry at:

452 Johnston Street,
Abbotsford, Victoria 3067

By fax to the TPX Share Registry on:

(if within Australia) 1800 783 447
(if outside Australia) +61 3 9473 2555

VOTING BY CORPORATE REPRESENTATIVES

A body corporate which is a member, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the *Corporations Act 2001*. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.