

┌ 000001 000 PMV
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Wednesday, 16 October 2013

Dear Shareholder

You are invited to attend the 2013 Annual General Meeting ('AGM') of Premier Investments Limited. The enclosed Notice of Annual General Meeting sets out the items of business to be conducted. Also enclosed is the 2013 Annual Report if you have requested this.

The meeting will be held at 10.30 am (Melbourne time) on Thursday, 21 November 2013 at:

Just Building
658 Church Street
Richmond, Victoria 3121
Australia

If you are attending the AGM please bring this letter with you to facilitate the registration process.

If you are unable to attend you are encouraged to complete the enclosed proxy form. The proxy form should be returned in the envelope provided or faxed to our share registrar, Computershare Investor Services Pty Limited, on fax number (Within Australia) 1800 783 447 and (Outside Australia) +61 3 9473 2555. Alternatively proxy forms can be lodged electronically, by visiting www.investorvote.com.au and following the instructions provided. Proxy forms must be received no later than 10.30 a.m (Melbourne time) Tuesday, 19 November 2013.

Corporate shareholders will be required to complete a 'Certificate of Appointment of Representative' to enable a representative to attend. This certificate may be obtained from the Company's share registrar.

Further information is set out in the enclosed Notice of Annual General Meeting.

I look forward to your attendance at the meeting.

Yours sincerely



Kim Davis
Company Secretary
Encl:

NOTICE OF ANNUAL GENERAL MEETING

PREMIER INVESTMENTS LIMITED ACN 006 727 966

Notice is given that the Annual General Meeting (**AGM**) of Shareholders of Premier Investments Limited (the **Company**) will be held at Just Building, 658 Church Street, Richmond, Victoria on **Thursday, 21 November 2013 at 10.30 am (Melbourne time)**.

Ordinary Business

1 Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the 52 weeks ended 27 July 2013.

2 Remuneration Report

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

That the Remuneration Report for the 52 weeks ended 27 July 2013 be adopted.

Details of the resolution and the voting exclusion are set out in the Notes and in the Explanatory Statement.

3 Election of Directors

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

- (a) That Mr Tim Antonie, who retires in accordance with clause 22.10(b) of the company's Constitution and, being eligible, is re-elected as a director.
- (b) That Dr David Crean, who retires in accordance with clause 22.10(b) of the company's Constitution and, being eligible, is re-elected as a director.
- (c) That Mr Lindsay Fox, who retires in accordance with clause 22.10(b) of the company's Constitution and, being eligible, is re-elected as a director.
- (d) That Mr Frank Jones, who retires in accordance with clause 22.10(b) of the company's Constitution and, being eligible, is re-elected as a director.

By order of the Board



Kim Davis
Company Secretary
16 October 2013

1 Defined terms

Capitalised terms used in this Notice (including those used in the resolutions set out in this Notice) have, unless otherwise defined, the same meanings set out in the Explanatory Statement attached to this Notice.

2 Material accompanying this Notice

The following materials accompany this:

- (a) the Financial Report, Directors' Report including the Remuneration Report and the Auditor's Report, if you have elected to receive a printed copy of these reports and have not withdrawn that election;
- (b) the Explanatory Statement setting out details relevant to the business set out in this Notice; and
- (c) a Proxy Form.

If you did not make an election to receive a hard copy of the Financial Report, Directors' Report and Auditor's Report, you can access the reports on the Company's website at www.premierinvestments.com.au/shareholders.html.

Election forms to receive free copies of the Company's Financial Report, Directors' Report and Auditor's Report are available from the Share Registry.

3 Voting and required majority

- (a) In accordance with section 249HA of the Corporations Act for each of **resolutions 2 and 3(a) to 3(d)** (inclusive) to be effective -
 - (i) not less than 28 days written notice has been given; and
 - (ii) each resolution must be passed by more than 50% of all the votes cast by Shareholders entitled to vote on the resolutions (whether in person or by proxy, attorney or representative).
- (b) Subject to paragraph 4 below, on a show of hands every Shareholder has one vote and, on a poll, every Shareholder has one vote for each Share held.

4 Voting exclusions

- (a) In accordance with the Corporations Act, a member of the Premier Group's Key Management Personnel (**KMP**) and closely related parties of a KMP, details of whose remuneration are included in the Remuneration Report, will not be eligible to vote on **resolution 2**, except as provided in paragraph 4(b) below.
 - (b) A person described in paragraph 4(a) may vote on **resolution 2** if the vote is not cast on behalf of a person described in paragraph 4(a), and either -
 - (i) the person votes as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; **or**
 - (ii) the person voting is the chair of the AGM, votes as a proxy for a person who is entitled to vote, and the appointment of the chair of the AGM as proxy:
 - (A) does not specify the way the proxy is to vote on the resolutions; **and**
 - (B) expressly authorises the chair of the AGM to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP.
-

5 Shareholders eligible to vote

Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* the Board has determined that, for the purposes of the AGM (including voting at the AGM), Shareholders are those persons who are registered holders of Shares at **7.00 pm (Melbourne time) on Tuesday, 19 November 2013 (Effective Time)**.

6 Proxies and Representatives

- (a) All Shareholders at the Effective Time who are entitled to attend and vote at the AGM may appoint a proxy for that purpose.
- (b) A proxy need not be a Shareholder of the Company.
- (c) The Proxy Form sent with this Notice should be used for the AGM unless you appoint your proxy online as set out in clause 6(h) below.
- (d) Each Shareholder who is entitled to cast 2 or more votes at the AGM, may appoint up to 2 proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder **does not** specify the proportion or number of that Shareholder's votes each proxy may exercise, each proxy will be entitled to exercise half of the votes. An additional Proxy Form will be supplied by the Company on request.
- (e) Shareholders wishing to appoint a proxy should read the instructions on the Proxy Form carefully and then complete and return the Proxy Form to the Company by the due date and time set out in clause 6(h) below.
- (f) Any Shareholder may appoint an attorney to act on its behalf. The power of attorney, or a certified copy of it, must be received by the Company as set out in clause 6(h) below.
- (g) Any corporation which is a Shareholder of the Company may appoint a representative to act on its behalf. Appointments of representatives must be received by the Company as set out in clause 6(h) before the rime of the AGM or adjourned meeting or at the meeting.
- (h) Proxies, powers of attorneys and company representative authorisations granted by Shareholders must be received by the Company by no later than **10.30 am (Melbourne time) on Tuesday, 19 November 2013** by—
 - (i) mail, to the Share Registry (using the envelope enclosed with this Notice) to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001 or hand delivered to 452 Johnson Street, Abbotsford, Victoria 3067; or
 - (ii) fax, to the Share Registry on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
 - (iii) electronically, via the electronic proxy voting instructions, which can be recorded on the internet at www.investorvote.com.au; or
 - (iv) for intermediary online subscribers only (custodians) please visit www.intermediaryonline.com.

Please refer to the Proxy Form accompanying this Notice for more information.

EXPLANATORY STATEMENT

PREMIER INVESTMENTS LIMITED ACN 006 727 966

1 General

- 1.1 This Explanatory Statement contains information relevant to the business referred to in the Notice of AGM of Premier Investments Limited (the "**Company**") which it accompanies and **should be read carefully by Shareholders prior to the AGM.**
- 1.2 All capitalised terms used in this Explanatory Statement have the meanings set out in the Glossary of Terms located at the end of this document.
- 1.3 Further details relating to each item in the Notice is set out below.

2 Ordinary Business

2.1 Item 1 – Financial Statements and Reports

The Corporations Act requires the Financial Report (which includes the Financial Statements and Directors Declaration), the Directors' Report and the Auditor's Report for the Premier Group, to be laid before the AGM.

While this item does not require a formal resolution to be put to the meeting, the chair of the AGM will give Shareholders a reasonable opportunity to raise questions on these reports at the AGM.

The chair of the AGM will give Shareholders the opportunity to ask the Auditor questions relevant to the Auditor's Report or the conduct of the audit. If a Shareholder prefers to put written questions to the Auditor, a Shareholder may submit questions relevant to the content of the Auditor's report or the conduct of the audit, in writing, to the Company, up to five business days prior to the AGM. The Company will pass the questions on to the Auditor prior to the AGM. The Auditor may, but is not obligated to, answer any written or oral questions that are put to the Auditor by Shareholders.

The Financial Report, Directors' Report and Auditor's Report are available for Shareholders to access and download from the Company's website at www.premierinvestments.com.au/shareholders.html.

2.2 Item 2 – Remuneration Report

The Remuneration Report (which forms part of the Directors' Report) is required to include discussion on a number of issues relating to remuneration policy and its relationship to the performance of the Premier Group.

As required under section 250R(2) of the Corporations Act, a resolution will be put to Shareholders to adopt the Remuneration Report. Shareholders should note that the vote on this resolution is advisory only and is not binding on the Board.

Under the Corporations Act, if 25% or more of the votes cast on this resolution are against adoption of the Remuneration Report, the Company will be required to consider, and report to Shareholders on, what action (if any) has been taken to address Shareholders' concerns at next year's annual general meeting. Depending on the outcome of next year's voting on the Company's Remuneration Report, Shareholders may be required to consider a resolution to call another general meeting in accordance with the Corporations Act at which the Directors who held office at the date of the Directors' Report (excluding the Managing Director) will be required to seek re-election.

Directors' Recommendation

The Board unanimously recommends that shareholders vote in favour of the adoption of the Remuneration Report. As stated in the Notice, each of the Premier Group's KMPs whose remuneration is included in the Remuneration Report and closely related parties of those KMPs are not eligible to vote on the resolution, except as stated in the Notice.

The chair of the AGM intends to vote all available proxies in favour of the adoption of the Remuneration Report.

2.3 Item 3 - Election of Directors

Further information on the skills and experience for each of Mr Antonie, Dr Crean, Mr Fox and Mr Jones is set out in the Company's Financial Report.

Directors' Recommendation


Those of Premier's directors who are not the subject of a re-election resolution, support the re-election of Mr Antonie, Dr Crean, Mr Fox and Mr Jones.

The chair of the AGM intends to vote all available proxies in favour of the re-election of Mr Antonie, Dr Crean, Mr Fox and Mr Jones.

GLOSSARY OF TERMS

AGM	means the Annual General Meeting of the Company to be held at 10:30 am (Melbourne time) on Thursday, 21 November 2013.
ASX	means ASX Limited ACN 008 624 691.
Auditor	means the auditor of the Company.
Auditor's Report	means the report of the Auditor regarding its audit of the Premier Group accompanying the Financial Report.
Board	means the board of Directors of the Company.
Company	means Premier Investments Limited ACN 006 727 966.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Directors' Report	means the report of the Directors of the Company accompanying the Notice of AGM.
Effective Time	means 7.00 pm (Melbourne time) on Tuesday, 19 November 2013.
Explanatory Statement	means this statement which provides details of the business of the AGM.
Financial Report	means the annual financial report of the Premier Group for the 52 weeks ending on 27 July 2013 that accompanies the Notice of AGM.
Key Management Personnel	has the meaning given to that term in the Corporations Act and generally includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including a Director (and the term " KMP " has the same meaning).
Listing Rules	means the listing rules of ASX, as amended from time to time.
Notice of AGM	means the notice of the annual general meeting of the Company accompanying this Explanatory Statement (and the term " Notice " has the same meaning).
Premier Group	means the Company and its controlled entities.
Proxy Form	means the proxy form accompanying this Notice of AGM.
Remuneration Report	means the remuneration report of the Premier Group that forms part of the Directors' Report.
Share Registry	means the Company's share registry.
Shares	means fully paid ordinary shares in the capital of the Company.

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



┌ 000001 000 PMV
MR SAM SAMPLE
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123 SAMPLE STREET
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SAMPLEVILLE VIC 3030

Proxy Form



Vote and view the annual report online

Go to 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: I9999999999 PIN: 99999

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
10.30 am (Melbourne time) on Tuesday, 19 November 2013**

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 as they choose. 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 under the information tab, "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 →**

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

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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IND

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 Premier Investments Limited 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 Premier Investments Limited to be held at Just Building, 658 Church Street, Richmond, Victoria on Thursday, 21 November 2013 at 10.30 am (Melbourne 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 Resolution 2 (except where I/we have indicated a different voting intention below) even though Resolution 2 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 Resolution 2 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.

	For	Against	Abstain
Resolutions 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3a Re-election of Mr Tim Antonie as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3b Re-election of Dr David Crean as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3c Re-election of Mr Lindsay Fox as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3d Re-election of Mr Frank Jones as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>


The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>

Sole Director and Sole Company Secretary Director Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____



┌ 000002 000 PMVRM
MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Premier Investments Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely



Kim Davis
Company Secretary