

PREMIER INVESTMENTS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that the Company's 2011 Annual General Meeting will be held at Just Building, 658 Church Street, Richmond, Victoria on Tuesday, 29 November 2011 at 10.30 am. AEDT

Ordinary Business

1 Financial Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the 52 weeks ended 30 July 2011.

2 Remuneration Report

To adopt the Remuneration Report (which forms part of the Directors' Report) for the 52 weeks ended 30 July 2011.

3 Re-election and election of Directors

In accordance with the Company's constitution and ASX Listing Rule 14.4:

- (a) Mr. Solomon Lew retires by rotation and, being eligible, offers himself for re-election.
- (b) Mr. Henry Lanzer retires by rotation and, being eligible, offers himself for re-election.
- (c) Mr. Michael McLeod retires by rotation and, being eligible, offers himself for re-election.

Special Business

4 Performance Rights Share Plan

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

"That the Company's Performance Rights Share Plan ("**Plan**") described in the Explanatory Notes to the Notice calling this meeting be approved for all purposes (including the issue of securities under the Plan for the purposes of ASX Listing Rule 7.2, exception 9)."

By order of the Board



Kim Davis
Company Secretary
21 October 2011

1. Defined Terms

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

2. Material accompanying this Notice

The following materials accompany this Notice:

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including the Remuneration Report, and the Auditor's Report, if you have elected to receive a printed copy and have not withdrawn that election;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

3. Voting and required majority

Resolutions 2, 3(a) to 3(c) (all inclusive) and 4

- (a) In accordance with section 249HA of the Corporations Act, for each of these resolutions to be effective:
 - (i) not less than 28 days written notice specifying the intention to propose the resolutions 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 Ordinary Share held.

4. Voting exclusions

The Corporations Act and the ASX Listing Rules require that certain persons must not vote or their votes must be disregarded on resolutions 2 and 4. These voting exclusions are described below.

Resolution 2

In accordance with the Corporations Act, a member of the Company's Key Management Personnel and closely related parties of a KMP, whose remuneration is included in the Remuneration Report, will not be eligible to vote on **resolution 2**, except if the person:

- (i) votes as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; and
- (ii) the vote is not cast on behalf of a person who is a KMP or a closely related party of a KMP.

Resolution 4

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on **resolution 4** by a Director (except a Director who is ineligible to participate in any employee incentive scheme in relation to the Company) and any of the Director's associates, unless the vote is cast by:

- (i) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
-

- (ii) the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In accordance with the Corporations Act, a person appointed as a proxy who is a KMP or a closely related party of the KMP must not vote on this resolution if the Proxy Form does not specify the way in which the proxy is to vote. However, the Company will not disregard any proxy votes cast on this resolution by a KMP if the KMP is the Chairman of the AGM acting as a proxy and the appointment expressly authorizes the Chairman to exercise the proxy.

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, all Ordinary Shares in the Company will be taken to be held by the persons registered as Shareholders at **10.30 a.m. AEDT on Sunday, 27 November 2011** (the "**Effective Time**"). **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 accompanying this Notice should be used 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 and the Proxy Form.
- (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) below at any time before the time of the AGM or adjourned meeting, or at the meeting.
- (h) Proxies and powers of attorneys granted by Shareholders must be received by the Company by no later than **10.30 am AEDT on Sunday, 27 November 2011**
- (i) electronically, by visiting www.investorvote.com.au and following the instructions provided but a proxy cannot be appointed online if appointed under power of attorney or similar authority; or
- (ii) at the Company's share registry in Australia – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, 3001; **or**
- (iii) by fax at the Company's share registry – fax number 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); **or**
- (iv) for Intermediary Online subscribers **only** (custodians) - electronically by visiting www.intermediaryonline.com.

Please refer to the Proxy Form for more information.

PREMIER INVESTMENTS LIMITED

EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING

1. General

- (a) These Explanatory Notes contain information relevant to the business referred to in the Notice of Premier Investments Limited (the "**Company**") which they accompany. **Shareholders are encouraged to read these Explanatory Notes carefully before the AGM.**
- (b) All capitalised terms used in these Explanatory Notes have the meanings set out in the Glossary of Terms located at the end of this document.
- (c) Further details relating to each item in the Notice are set out below.

2. Business

(a) **Item 1 - Financial Reports**

The Financial Report, Directors' Report and Auditor's Report of the Premier Group, prepared on a consolidated single entity basis for the most recent financial year, will be laid before the AGM as required by the Corporations Act. This item does not require a formal resolution to be put to the meeting.

The Chairman will give Shareholders the opportunity to ask the Auditor questions relevant to the Auditor's Report or conduct of the audit. If a Shareholder wishes to put written questions to the Auditor, a Shareholder is entitled to 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 before the AGM. The Company will pass the questions on to the Auditor before 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. A printed copy of these reports has only been sent to Shareholders who have asked for them.

(b) **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 Premier Group's performance.

As required under 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 new reforms to the Corporations Act which apply to this year's AGM, 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 Directors unanimously recommend Shareholders vote in favour of adopting the Remuneration Report. As stated in the Notice, each of the KMP's whose remuneration is included in the Remuneration Report and closely related parties of those KMP's are not eligible to vote on this Resolution, except as stated in the Notice.

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

(c) Items 3(a), 3(b) and 3(c): Re-election and election of Directors

Each re-election and election of Directors will be conducted as a separate resolution.

Mr. Solomon Lew was appointed to the Board in March 2008 and as the Company's new Chairman. Mr. Solomon Lew has over 40 years experience in the manufacture, importation, wholesaling and retailing of textiles, apparel and general merchandise, property development and the acquisition and disposal of equity investments. He is the Chairman of the Mount Scopus College Foundation, a member of the Board of Trustees of the Sport and Tourism Youth Foundation, a life member of The Duke of Edinburgh's Award World Fellowship, Governor Patron of Opera Australia and Chairman and director of several philanthropic organisations. Mr. Solomon Lew was a director of Coles Myer Group from 1985 to 2002 and held positions as Vice Chairman in 1989, Chairman in 1991, Executive Chairman in 1995 and Vice Chairman in 1995 to 1996. He is also a former director of the Reserve Bank of Australia from 1992 to 1997. Mr. Lew is also Chairman of Just Group Limited.

Mr. Henry Lanzer is Managing Partner of Arnold Bloch Leibler - a leading Australian commercial law firm - and has over 25 years experience in providing legal and strategic advice to some of Australia's leading companies. He is a Director of Just Group Limited, a Director of the Burnet Institute and a member of its Development Committee and also a Director of the TarraWarra Museum of Art. He is a Life Governor of the Mount Scopus College Council and President of the Mount Scopus College Foundation. Mr. Lanzer is Chairman of the Remuneration and Nomination Committee for Premier Investments Limited and Chairman of the Just Group Property Committee.

Mr. Michael McLeod joined the Board in 2002. He is Executive Director of the Century Plaza Group of Companies and a director of related entities of that group. He has extensive experience as an advisor to a range of companies and government. Mr. McLeod is a Director of Just Group Limited and Chairman of the Just Group Remuneration Committee.

Information about each of these Directors can be found in the Directors' Report, which accompanies, and forms part of, the Financial Report.

Directors' Recommendation

The continuing Directors unanimously support the re-election of Mr. Solomon Lew, Mr. Henry Lanzer and Mr. Michael McLeod.

The Chairman intends to vote all available proxies in favour of the re-election of Mr. Solomon Lew, Mr. Henry Lanzer and Mr. Michael McLeod.

(d) **Item 4 - Performance Rights Share Plan**

This resolution seeks to renew Shareholder approval to the issue of securities of the Company under, and pursuant to, the rules of the Plan as an exception to Listing Rule 7.1 for a further 3 years.

Listing Rule 7.1 limits, with some exceptions, the number of securities which the Company can issue (including the issue of securities under an employee incentive scheme) to a maximum of 15% of its issued capital in 12 months without Shareholder approval. One of the exceptions to Listing Rule 7.1 is the issue of securities under an employee incentive scheme if, within 3 years before the date of issue, Shareholders have approved the issue as an exception to Listing Rule 7.1.

The Board established the Plan in 2008 and Shareholders first approved the issue of securities under the Plan under Listing Rule 7.2, exception 9 at the Company's annual general meeting held on 25 November 2008. That approval will expire on 25 November 2011.

If this resolution is approved by Shareholders, it will enable the securities issued by the Company under the Plan to continue to be automatically excluded from the formula to calculate the number of securities which the Company may issue (within the 15% in 12 months rule) under Listing Rule 7.1 for a further three years following the AGM.

At the date of the Notice there are 1,735,032 performance rights on issue under the terms of the Plan. Since the 2008 annual general meeting, 70,170 Ordinary Shares have been issued (comprising 35,085 Ordinary Shares to each of Mr Jason Murray and Mr Ashley Gardner) as a result of vesting of performance rights issued to them under the Plan. Under the 2008 long term incentive arrangements, the Board believes that the Company's total shareholder return will be positive to the extent that 100% of the performance rights will vest, resulting in the issue of 81,545 additional performance shares to Mr Ashley Gardner and 98,789 performance shares to Mr David Bull.

If all the performance rights currently on issue in the Company vest and are exercised, based on the total number of issued Ordinary Shares in the Company as at the date of the Notice, they will represent 1.11% of the total voting power in the Company.

Any new executive Directors will not be entitled to participate in the Plan until Shareholder approval is obtained under ASX Listing Rule 10.14.

In accordance with Listing Rule 7.2, exception 9, a summary of the key terms of the Plan is set out below.

Key features of the Plan

Summary

The Board may, in its absolute discretion grant performance rights to any person other than a non-executive Director.

A performance right entitles its holder to a share in the Company, subject to the satisfaction of certain performance conditions on terms and conditions determined by the Board. If the performance conditions are satisfied, the performance rights vest and shares will be delivered to the eligible executive.

Performance rights will be issued for no consideration, unless otherwise determined by the Board.

The maximum number of performance rights that can be issued under the Plan is that number which equals 5% of the total number of issued Ordinary Shares.

Change of Control

In the event of a takeover bid where a bidder acquires a relevant interest in at least 50% of the Company, any performance rights granted (or that the Company is contractually obliged to grant) will vest where pro rata performance is in line with any performance condition applicable to those performance rights from the date of grant to the date the bidder acquires the control interest.

Restrictions on Performance Rights and Shares

Participants in the Plan will be prohibited from transfer of performance rights without the consent of the Board.

Performance shares (being those Ordinary Shares acquired pursuant to a performance right) cannot be traded without the prior consent of the Board until the earlier of 7 years after the date of grant of the performance rights pursuant to which the performance shares were granted and the date on which a participant cease to be employed by the Company or its subsidiaries. The Board maintains discretion to determine any other date at which performance shares can be traded.

Any performance shares issued on vesting of performance rights will be held in trust by the trustee of the Premier Investments Performance Share Plan Trust ("**Trust**"), Trust Company Fiduciary Services Limited ACN 000 000 993, on the terms and conditions of the Plan and the trust deed establishing the Trust.

Rights and entitlements

Performance rights do not carry any rights or entitlements to dividends, capital or voting. However, in the event of bonus issues of shares, rights issues or share reconstructions, the number of performance rights to which a participant is entitled will be adjusted in a manner determined by the Board to reflect any such changes.

From the date performance shares are acquired pursuant to a performance right, participants will have the same entitlements to dividends, capital and voting as existing Shareholders.

Forfeiture

Participants in the Plan may have their performance rights or performance shares forfeited if the Board determines they have committed any act of fraud, dishonesty or breached their obligations to the Company and its subsidiaries.

Shareholder approval

Shareholders are asked to approve this resolution pursuant to Listing Rule 7.2, exception 9.

Board recommendation


The Directors have considered all relevant information relating to this resolution and, unanimously, recommend that you vote in favour of this resolution.

As stated in the Notice, any votes cast in respect of this resolution by any Director or associate of any Director (except if ineligible to participate in any employee incentive scheme), will be disregarded except as stated in the Notice of AGM.

The Chairman intends to vote all available proxies in favour of this resolution

GLOSSARY OF TERMS

AEDT	means Australian Eastern Daylight Time.
AGM	means the annual general meeting of the Company to be held on Tuesday, 29 November 2011 at 10.30 a.m. AEDT.
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, which accompanies 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, which accompanies the Financial Report.
Effective Time	means 10.30 a.m. AEDT on Sunday, 27 November 2011.
Explanatory Notes	means the notes contained in this document that provide details of the business to be considered at the AGM.
Financial Report	means the annual financial report of the Premier Group for the 52 weeks ending on 30 July 2011 that accompanies the Notice of AGM.
Key Management Personnel	has the meaning given to that term in the Financial Report and KMP has the same meaning.
Listing Rules	means the listing rules of the ASX, as amended from time to time.
Notice of AGM	means the notice of the AGM of the Company accompanying these Explanatory Notes (and " Notice " has the same meaning).
Ordinary Shares	means fully paid ordinary shares in the capital of the Company.
Plan	means Premier's Performance Rights Plan (as amended from time to time).
Premier Group	means the Company and its controlled entities.
Proxy Form	means the proxy form accompanying the Notice of AGM.
Remuneration Report	means the remuneration report of the Premier Group that forms part of the Directors' Report.
Shareholder	means a holder of one or more Ordinary Shares.



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



21 October 2011

Dear Shareholder

You are invited to attend the 2011 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 2011 Annual Report.

The meeting will be held at 10.30 a.m. on Tuesday 29 November 2011 at:

Just Group 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, 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 <<http://www.investorvote.com.au>> and following the instructions provided. Proxy forms must be received no later than 10.30 a.m. Sunday, 27 November 2011.

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

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
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Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au

- Cast your proxy vote**
- Access the annual report**
- Review and update your securityholding**

Your secure access information is:

Control Number: 999999

SRN/HIN: 1999999999

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 10:30am AEDT Sunday, 27 November 2011**

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 "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable 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.



I 9999999999

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, 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 Tuesday, 29 November 2011 at 10:30am AEDT and at any adjournment of that meeting.

Important for Items 2 and 4 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 2 and 4 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Items 2 and 4, the Chairman of the Meeting will not cast your votes on Items 2 and 4 and your votes will not be counted in computing the required majority if a poll is called on these items. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote for, against or abstain from voting) or by marking this box.

The Chairman of the Meeting intends to vote all available proxies in favour on Items 2 and 4.

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 2 and 4 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Items 2 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel and/or even if the Chairman of the Meeting has an interest in the outcome of these items and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

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
Item 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3a Re-election of Mr. Solomon Lew as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3b Re-election of Mr. Henry Lanzer as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3c Re-election of Mr. Michael McLeod as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS

Item 4 Performance Rights Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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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

Sole Director and Sole Company Secretary

Securityholder 2

Director

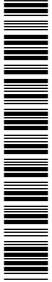
Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____



000001 000 PMV
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE 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 (PMV);
- > 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 CHESSE 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 CHESSE are also updated.

Yours sincerely



Kim Davis
Company Secretary