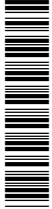


PMV

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



Wednesday, 26 October 2016

Dear Shareholder

You are invited to attend the 2016 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 2016 Annual Report if you have requested this.

The meeting will be held at 10:30 am (Melbourne time) on Friday, 2 December 2016 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 am (Melbourne time) Wednesday, 30 November 2016.

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 3121 on **Friday, 2 December 2016 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 53 weeks ended 30 July 2016.

2 Remuneration Report

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

That the Remuneration Report for the 53 weeks ended 30 July 2016 be adopted.

3 Election of Directors

To consider and, if thought fit, pass each of the following resolutions as a separate ordinary resolution:

- (a) *That Mr Tim Antonie, who retires in accordance with ASX Listing Rule 14.4 and 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 ASX Listing Rule 14.4 and 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 ASX Listing Rule 14.4 and clause 22.10(b) of the company’s Constitution and, being eligible, is re-elected as a director.*
- (d) *That Mr Terrence McCartney, who was appointed in accordance with ASX Listing Rule 14.4 and clause 22.6 of the company’s Constitution and, being eligible, is elected as a director.*

Special Business

4 Increase in maximum Non-Executive Directors remuneration

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

That the maximum total remuneration payable to Non-Executive Directors be increased from A\$1,000,000.00 per annum to an amount not exceeding A\$1,500,000.00, to be divided between the Non-Executive Directors in such proportions and manner as the Directors determine.

5 Spill Resolution (if required)

This resolution will only be put to Shareholders if at least 25% of the votes cast in respect of Resolution 2 of this Notice are against the adoption of the Remuneration Report.

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

That for the purposes of section 250V of the Corporations Act 2001:

- (a) a general meeting ("Spill Meeting") of the Company's members be held within 90 days of the 2016 AGM; and*
- (b) all of the Company's directors who were directors at the time the Directors resolved to make the Directors' Report considered at the 2016 AGM (other than the Managing Director), cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting pursuant to paragraph (b) above must be put to the vote at the Spill Meeting.*

By order of the Board



Kim Davis
Company Secretary
26 October 2016

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 <http://www.premierinvestments.com.au/financial-results/>.

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 - Corporations Act

- (a) In accordance with section 249HA of the Corporations Act for each of Resolutions 2 to 5 (all inclusive) to be effective:
 - (i) not less than 28 days written notice has been given;
 - (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); and
 - (iii) subject to paragraph 3(b), 3(c), 3(d) and 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.
- (b) In accordance with section 250R of the Corporations Act, for each of Resolution 2 and Resolution 5, 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 the resolution except as provided in paragraph 4(b) below.
- (c) A person described in paragraph 4(a) may vote on Resolution 2 and Resolution 5 if the vote is not cast on behalf of a person described in that paragraph, 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.

- (d) For Resolution 4, in accordance with section 250BD of the Corporations Act, for Resolution 4, a member of Premier Group's KMP and a closely related party of a member of the KMP, will not be eligible to vote as a proxy except where either:
 - (i) the appointment specifies the way the proxy is to vote on the Resolution; or
 - (ii) the vote is cast by the Chair and the appointment of the Chair as proxy expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP.

4 Voting Exclusion Statements - Listing Rules

- (a) In accordance with Listing Rule 10.17 and 14.11, for Resolution 4, the Company will disregard any votes cast by any Directors of the Company and their respective 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 Chair 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.

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 Wednesday, 30 November 2016 ("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 time 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 Wednesday, 30 November 2016** 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 considered at the AGM.

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

The Chair will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the operations and management of the Company. Shareholders will also have a reasonable 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 <http://www.premierinvestments.com.au/financial-results/>.

2.2 Item 2 - Remuneration Report

Shareholders are asked to adopt the 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 Premier Group's performance.

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.

Shareholders should, however, be aware of the "Two Strikes Rule". Under Part 2G.2 of the Corporations Act, a spill resolution must be put to Shareholders if:

- (a) at an AGM 25% or more of the votes cast were against the adoption of the Remuneration Report; and
 - (b) at the next AGM 25% or more of the votes cast are also against the adoption of the Remuneration Report.
-

At the Company's 2015 AGM, 31.67% of the votes cast by Shareholders were cast against the adoption of the Remuneration Report and the Company received its 'First Strike'. While the resolution was passed by the majority of Shareholders, the Board (and the Remuneration and Nomination committee) noted the concerns of Shareholders and has implemented a number of changes, further details of which are included in the Annual Report.

If at this AGM at least 25% of the votes cast by Shareholders are also cast against the adoption of the Remuneration Report, the Company will receive its "Second Strike" and will be required to put a spill resolution, Resolution 5, to Shareholders. If more than 50% of votes that are cast are in favour of the spill resolution, the Company will be required to hold another general meeting within 90 days of the 2016 AGM at which the Directors (excluding the Managing Director) who were directors at the time the Directors resolved to make the Directors' Report 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 KMP whose remuneration is included in the Remuneration Report and closely related parties of those KMP are not eligible to vote on the resolution, except as stated in the Notice.

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

2.3 Item 3 - Election of Directors

Each election resolution will be conducted as a separate resolution.

Information on the skills and experience for each of Mr Tim Antonie, Dr David Crean, Mr Lindsay Fox and Mr Terrence McCartney can be found in the Directors' Report, which is included in the Annual Report.

Directors' Recommendation

The Directors who are not standing for election unanimously support the re-election of Mr Tim Antonie, Dr David Crean and Mr Lindsay Fox and the election of Mr Terrence McCartney. The Chair intends to vote all available proxies in favour of the re-election of Mr Tim Antonie, Dr David Crean and Mr Lindsay Fox and the election of Mr Terrence McCartney.

3 Special Business

3.1 Item 4 - Increase in maximum Non-Executive Directors remuneration

Shareholders are asked to approve the increase in maximum remuneration payable to Non-Executive Directors of the Company in accordance with Listing Rule 10.17. The Company has issued no securities to Non-Executive Directors at any time in the last three preceding years.

The maximum remuneration which may currently be paid to Non-Executive Directors of the Company was last approved by Shareholders in 2008. The Company then had six Non-Executive Directors and the amount set for all fees for all services by Non-Executive Directors, including committee fees and superannuation contributions, was A\$1,000,000.00 per annum.

The Company currently has eight Non-Executive Directors and increasing the total maximum remuneration will allow the Company to retain these existing Non-Executive Directors and provide it with scope to appoint other suitably qualified and experienced directors and to pay fees which are consistent with market benchmarks.

The total fees for which approval is sought may not be fully expended in the current year but the Board believes that it will provide the flexibility, capacity and resources needed over the next few years to attract and retain candidates for appointment to the Board with the necessary competencies to maintain and complement the Board's effectiveness and the Company's growth strategies.

The Board's approach to the remuneration of Non-Executive Directors is set out in more detail in the Remuneration Report.

Director's recommendation

As the Directors have an interest in the outcome of this resolution, they make no recommendation about this resolution to Shareholders.

As stated in the Notice, any votes cast in respect of this resolution by a Director or by any associate of that Director will be disregarded, except as stated in the Notice.

3.2 Item 5 - Spill Resolution (if required)

Shareholders will only be asked to vote on this resolution if the outcome of Resolution 2 is such that at least 25% of the votes cast are against the adoption of the Remuneration Report.

As set out above in relation to Resolution 2, if at least 25% of the votes cast in respect of Resolution 2 are against the adoption of the Remuneration Report, the Company is required to put this spill resolution to Shareholders.

If more than 50% of votes that are cast are voted in favour of this spill resolution, the Company must convene another general meeting within 90 days of the Company's 2016 AGM ("**Spill Meeting**"). All of the Directors (other than the Managing Director) who were directors at the time the Directors resolved to make the Directors' Report considered at the 2016 AGM will need to stand for re-election at the Spill Meeting. Following the meeting, those persons whose election or re-election as directors is approved will be the Directors of the Company. If a Director is re-appointed at the Spill Meeting, the appointment continues as if the cessation and re-appointment had not happened.

The Corporations Act includes a mechanism to ensure that the Company will have at least three directors (including the Managing Director) after the Spill Meeting, as is required for a public company. If at the Spill Meeting at least two non-executive directors are not appointed by ordinary resolution, those persons with the highest percentage of votes favouring their appointment will be taken to be appointed (even if less than half of the votes cast on the resolution were in favour of their appointment).

Board recommendation

The Board unanimously recommends that Shareholders vote against this resolution.


As stated in the Notice, each of Premier Group's KMP whose remuneration is included in the Remuneration Report and closely related parties of those KMP are not eligible to vote on the resolution, except as stated in the Notice.

The Chair intends to vote all available proxies against this resolution.

GLOSSARY OF TERMS

AGM	means the Annual General Meeting of the Company to be held at 10:30 am (Melbourne time) on Friday, 2 December 2016.
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 Company, and its controlled entities, which accompanies the Financial Report.
Board	means the board of Directors of the Company.
Chair	means the person who chairs the AGM.
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 7:00 pm (Melbourne time) on Wednesday, 30 November 2016.
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 53 weeks ended on 30 July 2016 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 the ASX, as amended from time to time.
Managing Director	means the Executive Director, Mr Mark McInnes.
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 the 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.
Shareholder	means a holder of one or more Shares.

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

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



Proxy Form

XX



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) Wednesday, 30 November 2016**

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 or abstain as they choose (to the extent permitted by law). 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 help tab, "Printable 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 I ND

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 the Just Building, 658 Church Street, Richmond, Victoria 3121 on Friday, 2 December 2016 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 Items 2, 4 and 5 (except where I/we have indicated a different voting intention below) even though Items 2, 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Item 5 where the Chairman of the Meeting intends to vote against.

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 Items 2, 4 and 5 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
Item 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3(a)	Re-election of Mr Tim Antonie as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3(b)	Re-election of Dr David Crean as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3(c)	Re-election of Mr Lindsay Fox as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3(d)	Election of Mr Terrence McCartney as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Increase in maximum Non-Executive Directors remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Spill Resolution (if required)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Item 5 where the Chairman of the Meeting intends to vote against. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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

Individual or Securityholder 1 <input style="width: 90%; height: 20px;" type="text"/>	Securityholder 2 <input style="width: 90%; height: 20px;" type="text"/>	Securityholder 3 <input style="width: 90%; height: 20px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

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



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

Premier Investments Limited