



PMV

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

Dear Shareholder

You are invited to attend the 2017 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 2017 Annual Report if you have requested this.

The meeting will be held at 10:30 am (Melbourne time) on Friday, 1 December 2017 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, 29 November 2017.

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

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, 1 December 2017 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 29 July 2017.

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 29 July 2017 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 Henry Lanzer AM, 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 Mr Solomon Lew, 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 Michael McLeod, 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.*

Special Business

4 Adoption of new constitution

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

That, for the purposes of section 136 of the Corporations Act and for all other purposes, the existing constitution of the Company be repealed and a new constitution, tabled at the meeting and signed by the Chair of the AGM for the purpose of identification, be adopted as the constitution of the Company with effect from the close of the meeting.

By order of the Board



Kim Davis
Company Secretary
27 October 2017

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/annual-reports-and-agms/>.

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 Resolution 2 and Resolution 3 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 paragraphs 3(b) and 3(c) 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 Resolution 2 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 3(c) below.
- (c) A person described in paragraph 3(b) above may vote on Resolution 2 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) In accordance with sections 136 and 249HA of the Corporations Act for Resolution 4 to be effective:
 - (i) not less than 28 days written notice has been given;

- (ii) the Resolution must be passed by more than 75% of all the votes cast by Shareholders entitled to vote on the Resolutions (whether in person or by proxy, attorney or representative); and
- (iii) on a show of hands every Shareholder has one vote and, on a poll, every Shareholder has one vote for each Share held.

4 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, 29 November 2017** (“Effective Time”).

5 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 5(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 5(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 5(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 5(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, 29 November 2017** 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/annual-reports-and-agms/>.

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.

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

3 Special Business

3.1 Item 4 - Adoption of new constitution

As required under section 136 of the Corporations Act, this resolution seeks approval, by special resolution, to repeal the Company's existing constitution ("**Current Constitution**") and adopt a new constitution ("**Proposed Constitution**").

The Company's existing constitution was adopted in 2008 and was last amended in 2010.

The Proposed Constitution is broadly consistent with the Current Constitution but has been updated to reflect changes to the Corporations Act, the ASX Listing Rules and other regulatory requirements.

Rather than make a number of amendments to the Current Constitution, the Directors believe that it is preferable to repeal the Current Constitution and adopt the Proposed Constitution.

The differences between the Current Constitution and the Proposed Constitution include:

- the definition of "ASTC" has been replaced with a definition "ASX" and consequential changes have been made throughout the constitution;
 - the definition of "Listing Rules" has been updated;
 - a definition of "Security Interests" has been inserted;
 - subject to the Corporations Act and the Listing Rules, in certain circumstances a resolution approving a proportional takeover bid is deemed to have been passed by members;
 - subject to the Corporations Act and the Listing Rules, in certain circumstances the Directors may sell Securities which comprise less than a Marketable Parcel;
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- subject to the Corporations Act and the Listing Rules, the Company may return capital to its members in any permissible manner either wholly or partly in cash or by distribution of specific assets;
- subject to the Corporations Act allowing shorter notice, at least 28 days written notice of a general meeting must be given;
- the payment of dividends is expressly subject to the Listing Rules;
- the Board may direct that the payment of dividends be either wholly or partly in cash or by distribution of specific assets;
- the capitalisation of profits is expressly subject to the Corporations Act and the Listing Rules;
- the date notices sent by prepaid post are taken to be given has been changed to reflect changes to the postal service; and
- other minor and consequential amendments.

Prior to the AGM, a copy of the Current Constitution and the Proposed Constitution are available for Shareholders to access and download from the Company's website at <http://www.premierinvestments.com.au>. A copy of the Current Constitution and Proposed Constitution will also be available for inspection at the AGM.

Director's recommendation

The Board unanimously recommends that Shareholders vote in favour of the adoption of the Proposed Constitution.


The Chair intends to vote all available proxies in favour of the adoption of the Proposed Constitution.

GLOSSARY OF TERMS

AGM	means the Annual General Meeting of the Company to be held at 10:30 am (Melbourne time) on Friday, 1 December 2017.
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, 29 November 2017.
Explanatory Statement	means this statement which provides details of the business of the AGM.
Financial Report	means the consolidated annual financial report of Premier Investments Limited for the 52 weeks ended on 29 July 2017 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

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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 Wednesday, 29 November 2017**

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

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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 3121 on Friday, 1 December 2017 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
Resolution 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3a	Re-election of Director - Mr Henry Lanzer AM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3b	Re-election of Director - Mr Solomon Lew	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3c	Re-election of Director - Mr Michael McLeod	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Adoption of new constitution	<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. 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

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

PMV

999999A

Computershare +

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