

Noni·B
Limited
ABN 96 003 321 579

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Members of Noni B Limited (“Noni B” or “Company”) will be held at Level 18, Grosvenor Place, 225 George Street, Sydney, NSW at 10.00am on 28 October 2009.

Ordinary Business

Accounts and Reports

To receive and consider the Financial Statements of the Company including the balance sheet and income statement and statements of cash flows of the Company, the consolidated financial statement, the directors’ declaration and the Reports of the Directors and Auditors for the financial year ended 28 June 2009.

The annual report is able to be viewed online at the following address www.nonib.com.au annual-results

Resolution 1 – Election of Ms Joycelyn Morton as a Director

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

“That Ms Joycelyn Morton, having retired from her office as a director of the Company in accordance with rule 6.1(e) of the Constitution of the Company and, being eligible, having offered herself for election, be elected as a director of the Company.”

Explanatory note:

Joycelyn Morton joined the Board in January 2009 and chairs the Audit and Risk Management Committee.

Joycelyn has been a Non-Executive Director of Count Financial Limited since 2006 and is chair of their Audit Committee. She is a Board member of the International Federation of Accountants, representing the Institute of Chartered Accountants in Australia (ICAA) and CPA Australia. She is a fellow of ICAA, CPA Australia and the Chartered Institute of Company Secretaries in Australia and a former national president of both CPA Australia and the Australian Council of Professions. She has served on many committees and councils in both the private and government sectors.

Previously, Joycelyn worked with Shell, both in Australia and the Netherlands, in a number of senior financial roles including country finance lead for Australia and vice-president, accounting services for Shell International. Earlier she was Group Taxation Manager for Woolworths Limited and Taxation Manager in Coopers & Lybrand’s Sydney office (now PWC). Joycelyn has a Bachelor of Economics degree from the University of Sydney.

Resolution 2 – Re-election of Mr. David Kindl as a Director

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

“That Mr. David Kindl, having retired from his office as a director of the Company in accordance with rule 6.1(f) of the Constitution of the Company and, being eligible, having offered himself for re-election, be re-elected as a director of the Company.”

Explanatory note:

David commenced employment with Noni B in 1996 and was appointed a Director in May 1998. David was appointed Joint Managing Director in April 2008. He is responsible for strategy, finance, administration, information technology and property. He was also appointed Chief Financial Officer and Company Secretary in October 2008. Since joining Noni B he has held roles as Property and Marketing Manager and General Manager of Retail Operations. He is Chairman of the Executive Committee.

Previously, David held several positions within the Lend Lease group in finance and property related roles. He has a Bachelor of Economics degree from the University of Sydney and is a CPA. He is a Graduate of the Australian Institute of Company Directors and an affiliate of Chartered Secretaries Australia.

Resolution 3 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

“That the Remuneration Report, contained in the Directors’ Report, set out on pages [#] to [#] of the Company’s Annual Report for the financial year ended 28 June 2009 be adopted.”

Other Business

To transact any other business which may be lawfully brought forward in accordance with the Constitution and the Corporations Act 2001.

Proxies

A member entitled to attend and vote at the meeting has the right to appoint a proxy to attend and vote instead of the member. The proxy need not be a member of the Company.

A member who is entitled to cast 2 or more votes at the meeting may appoint not more than 2 proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If a shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the shareholder’s votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions).

A form for the appointment of a proxy is enclosed with this Notice.

To record a valid vote members will need to take the following steps:

Complete and lodge the Proxy Form (and the power of attorney or other authority (if any) under which it is signed, or a certified copy of it) at:

- (a) the share registry of the Company, Computershare Investor Services Pty Limited, located at GPO Box 242, Melbourne VIC 3001, or by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);
- (b) the registered office of the Company located at 10 Garling Road, Kings Park, NSW 2148, or by facsimile on (02) 9831 2146;
- (c) online by visiting www.investorvote.com.au and following the instructions and information provided on the enclosed proxy form; or
- (d) custodian voting for intermediary online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

no later than 48 hours before the time for the holding of the meeting.

Determination of Voting Entitlements

The Company has determined in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that for the purposes of the meeting, the shareholding of each shareholder for the purpose of ascertaining the voting entitlements at the meeting will be as it appears in the Share Register at 7.00 pm Sydney time on 26 October 2009. Members may vote by attending the meeting in person, by proxy, attorney or where a member is a body corporate, by its authorised representative.

BY ORDER OF THE BOARD

David Kindl
Company Secretary
16 September 2009

Noni·B

Noni B Limited ABN 96 003 321 579

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

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 556 161
(outside Australia) +61 3 9415 4000

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: 19999999999

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 10:00 am (Sydney time) Monday
26 October 2009**

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.

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.computershare.com.

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 Noni B 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 Noni-B Limited to be held at Level 18, Grosvenor Place, 225 George Street, Sydney on Wednesday, 28 October 2009 at 10:00 am and at any adjournment of that meeting.

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

- 1 Election of Ms Joycelyn Morton as a Director
- 2 Re-election of Mr David Kindl as a Director
- 3 Adoption of Remuneration Report

	For	Against	Abstain
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	<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.

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 / /