

# NONIB

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 "the Company") will be held at **PKF Level 10, 1 Margaret Street, Sydney, NSW at 10.00am on Tuesday 1<sup>st</sup> November 2011.**

### Ordinary Business

#### Accounts and Reports

To receive and consider the financial report, directors' report and auditor's report for the financial year ended 26 June 2011.

The annual report is able to be viewed online at the following address [www.nonib.com.au/annual-results](http://www.nonib.com.au/annual-results).

#### Resolution 1 – Re-election of Mr Alan Alec Kindl as a Director

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

"That Mr Alan Alec 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."

#### Resolution 2 – 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 8 to 16 of the Company's Annual Report for the financial year ended 26 June 2011 be adopted."

*Explanatory note:*

This resolution is advisory only and does not bind the directors or the Company.

The Company will disregard any votes on this resolution by or on behalf of certain shareholders. Details of the applicable voting exclusions are set out under the heading "Voting Exclusions" below in this notice.

### Other Business

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

## **Voting Exclusions**

In accordance with the Corporations Act 2001 (Cth), the following persons may not vote, and the Company will disregard any votes cast on Resolution 2 – Remuneration Report by or on behalf of the following persons:

1. a member of the key management personnel (as that term is defined in the Corporations Act), details of whose remuneration are included in the Remuneration Report, which is set out on pages 8 to 16 of the Annual Report for the financial year ended 26 June 2011, and include the directors of the Company and persons having authority and responsibility for planning, directing and controlling the activities of the Company (directly or indirectly), (**KMP**) and any closely related party of a KMP (which include certain family members, dependents and companies that they control), unless the vote is cast by a person as proxy for a person entitled to vote (not being a KMP or closely related party of a KMP) in accordance with the directions on the proxy form or
2. a member of the KMP (and any closely related party of the KMP), that is appointed a proxy where the proxy appointment does not specify the way the proxy is to vote on the resolution, unless the proxy is the Chairman of the meeting and the proxy appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

## **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 one of the following steps:

1. 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](http://www.investorvote.com.au) and following the instructions and information provided on the enclosed proxy form; or

2. Custodian voting for intermediary online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions,

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

If a shareholder appoints a proxy, the shareholder can direct the proxy how to vote by following the instructions on the Proxy Form. Shareholders are encouraged to direct the proxy how to vote on the resolutions in Resolution 1 – Re-election of Mr Kindl and Resolution 2 – Remuneration Report at the meeting.

If the Chairman of the meeting is appointed, or is taken to be appointed, as a proxy but the appointment does not specify the way to vote on a resolution, then the Chairman intends to exercise the relevant shareholder's votes in favour of the relevant resolutions (subject to the other provisions of this notice, including the voting exclusions noted above).

### **Direction to Chairman of the meeting for Remuneration Report**

If the Chairman of the meeting is appointed, or is taken to be appointed, as a proxy, the shareholder can direct the Chairman of the meeting at Step 2 of the Proxy Form to vote "For", "Against" or "Abstain" from voting on Item 2 (Resolution 2 – Adoption of the Remuneration Report) by marking the appropriate box opposite Item 2 (Resolution 2 – Adoption of the Remuneration Report) in the Proxy Form.

However, if the Chairman of the meeting is a proxy and the relevant shareholder does not mark the "For", "Against" or "Abstain" box opposite Item 2 (Resolution 2 – Adoption of the Remuneration Report) on the Proxy Form, the relevant shareholder's proxy will be taken as a direction to the Chairman of the meeting to vote in accordance with the Chairman's stated voting intentions, which is to vote in favour of the resolution on Item 2 (Resolution 2 – Adoption of the Remuneration Report).

You will be taken to authorize the Chairman to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the KMP or the Chairman has an interest in the outcome of the resolution.

If you appoint the Chairman of the meeting as your proxy and you want to direct the votes in respect of your shares on Item 2 (Resolution 2 – Remuneration Report), you should direct the Chairman how to vote by marking the relevant box ("For", "Against" or "Abstain") at Step 2 of the Proxy Form.

### **Resolution 2 – Remuneration Report – Undirected Proxies**

If:

- (1) you appoint a director of the Company (other than the Chairman) or other KMP or any of their closely related parties as your proxy; and
- (2) you do not direct the proxy how to vote on Item 2 (Resolution 2 – Remuneration Report),

your proxy will not be able to exercise your vote on your behalf on that resolution Item 2 (Resolution 2 – Remuneration Report).

### **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 30 October 2011. 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

**Ann Phillips**  
**Company Secretary**  
30 September 2011

## Explanatory Notes:

### Resolution 1 – Re-election of Mr Alan Alec Kindl as a Director

Alan Kindl, with a partner in 1977, acquired two women's fashion stores at Belmont and Swansea NSW which were the foundation of Noni B Limited. In 1989, the Kindl family became the sole owner of Noni B and Alan set a strategy for the direction and future growth of the company. The strategy was for Noni B to become the best fashion chain in Australia and culminated in the 2000 ASX listing of the company.

In April 2008, after over 30 years at the helm, and as a result of a succession strategy, Alan handed over management to his sons David and James. He remains on the Noni B Board as a non-executive director.

Alan has a Bachelor of Science degree from the University of New South Wales.

He is active in community affairs and has served for many years as a board member of the Board of Advice for the Hills Private Hospital.

He was also a councillor with the Australian Retailers Association of New South Wales.

Alan is a Melvin Jones Fellow for dedicated humanitarian services to the Lions Club International Foundation and has been awarded a Lifetime Achievement award.

The Board supports the re-election of Mr Alan Kindl to the Board of Directors.

### Resolution 2 – Remuneration Report

The Remuneration Report of the Company is set out on pages 8 to 16 of the Annual Report for the financial year ended 26 June 2011. Under the Corporations Act 2001 (Cth), the Company is required to submit the Remuneration Report for adoption by resolution of the shareholders at the Annual General Meeting.

The shareholder resolution is advisory only and does not bind the directors or the Company.

The Chairman will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting.

The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report in reviewing its remuneration policies.

If at least 25% of the votes cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, shareholders will be required to vote at the second meeting on a resolution (**Spill Resolution**) to determine whether another general meeting should be held within 90 days at which all of the Company's directors (other than the Managing Director and CEO) would need to stand for re-election.

If you appoint a proxy, you are encouraged to direct your proxy how to vote on Item 2 (Resolution 2 – Remuneration Report) by marking the relevant box ("For", "Against" or "Abstain") on the Proxy Form for that resolution. As noted in the Notice of Meeting, a voting exclusion applies to this resolution as required by the Corporations Act.

If you appoint the Chairman of the meeting as your proxy, and your proxy does not specify whether to vote "For", "Against" or "Abstain" on Item 2 (Resolution 2 – Remuneration Report), then your proxy on Item 2 (Resolution 2 – Remuneration Report) held by the Chairman will be taken as a direction to the Chairman to vote in accordance with the Chairman's stated intentions, which is to vote in favour of this resolution Item 2 (Resolution 2 – Remuneration Report).