

Neuren Pharmaceuticals Ltd

Level 1, 59 Wellington Street Freemans Bay, Auckland, New Zealand office: +64 9 3700 200

> fax: +64 9 361 7981 enquiries@neurenpharma.com www.neurenpharma.com

18 April 2013

Dear Shareholder

Please find enclosed the notice for the Annual Shareholders' Meeting which we are holding at 12:30 pm (AEST) on Monday 20 May 2013 at the offices of HWL Ebsworth, Level 14, Australia Square, 264-278 George Street, Sydney, Australia. Also enclosed is a notice in lieu of our Annual Report for 2012, an electronic copy of which is available for download from our website. If you have previously elected to receive a mailed copy of our Annual Report this is enclosed.

If you would like to attend the Annual Shareholders' Meeting in Sydney we would be grateful if you could r.s.v.p for catering purposes either by email to **enquiries@neurenpharma.com** or by phoning 1800 259 181 in Australia or (09) 3700 200 in New Zealand.

I look forward to seeing you at the above meeting.

Yours sincerely

Dr Richard Treagus Chairman



pharmaceuticals

18 April 2013

Dear Shareholder

NEUREN ANNUAL REPORT NOTICE UNDER SECTION 209 OF THE COMPANIES ACT 1993

Our Annual Report for the year ended 31 December 2012 is available on the Neuren Pharmaceuticals website at the following link: www.neurenpharma.com

Under the New Zealand Companies Act 1993 companies are not required to mail shareholders printed copies of Annual and Interim Reports on the basis that these can be viewed and obtained electronically from our website noted above. We encourage you to view these reports online as it keeps costs down, delivery to you is faster and it is better for the environment.

The Interim Report for the six months ending 30 June 2013 will be available on our website from around the end of August 2013.

You still have the right to receive, upon request, a printed copy of the Neuren Pharmaceuticals Annual Report and our next Interim Report. If you wish to receive a printed copy of these reports (free of charge), please tick the box below, insert your shareholder number, sign at the bottom of the page, and return this form within 15 working days by mail to Neuren Annual Report, PO Box 9923, Newmarket, Auckland 1149, New Zealand or fax it to +64 9 361 7981. Alternatively, you can scan and email this completed form to enquiries@neurenpharma.com.

If you have previously sent this request to the Company, you will find an Annual Report enclosed and <u>you do</u> <u>not need to send it again</u>. Your previous request will remain effective in future years as long as you remain a shareholder and you will not need to provide us with further requests, although you will notice that each year we will send a reminder (this notice) to all shareholders of their right to receive hard copies of the Annual and Interim Reports.

The Companies Act also permits a company to issue a concise Annual Report. The Board has chosen not to prepare such a document for the year ending 31 December 2012.

The Company is required to provide to you details of substantial security holders. Overleaf is a list of all persons who as at 17 April 2013 were recorded as substantial security holders of the Company, along with the recorded details of their holdings and the total number of the Company's listed voting securities at that date.

COMPLETE THIS SECTION			
RECEIVING HARD COPIES OF ANNUAL AND INTERIM REPORTS			
I/We request to receive printed copies of Neuren Pharmaceutical Limited's Annual and Interim Reports (when available) each year.			
Please tick			
ALL SHAREHOLDERS MUST SIGN HERE			
Shareholder number (SRN/HIN):	Signed:		
Shareholder names:	Signed:		
	Signed: (All joint shareholders must sign)		

Rob Turnbull CFO



Appendix 1

Substantial Security Holders

Set out below is a table of all persons who as at 17 April 2013 were recorded by the Company as substantial security holders along with the recorded details of their holdings. The total number of listed voting securities in the Company as at that date was 1,182,786,570 all of which are ordinary shares.

Substantial Security Holders who have notified the Company as at 17 April 2013 are:	Number of Ordinary Shares
Langley Alexander Walker (through Auckland Trust Company Limited in its capacity as trustee)	228,322,986



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www.neurenpharma.com

NOTICE OF ANNUAL SHAREHOLDERS' MEETING

Notice is given that the Annual Shareholders' Meeting of Neuren Pharmaceuticals Limited (**Company** or **Neuren**) will be held at the offices of HWL Ebsworth, Level 14, Australia Square, 264-278 George Street, Sydney, Australia, on Monday 20 May 2013 commencing at 12:30 pm (AEST). In accordance with the Constitution, the Board has fixed 12 April 2013 as the date of shareholder entitlement to notice of the Annual Shareholders' Meeting.

BUSINESS

Chairman's address

Chief Executive Officer's review

Annual Report

To receive and consider the annual report of the Company.

Ordinary Resolutions

- 1. To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:
 - "That Dr Richard Treagus be re-elected as director of the Company."
- 2. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
 - "That Dr Trevor Scott be re-elected as director of the Company."
- 3. To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:
 - "That, for the purposes of ASX Listing Rule 10.11 of the Listing Rules of ASX Limited and for all other purposes, approval be given to the Company to issue Equity Performance Rights to Dr Richard Treagus on the terms and conditions outlined in the Explanatory Memorandum accompanying this Notice of Meeting."
- 4. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
 - "That, for the purposes of ASX Listing Rule 10.14 of the Listing Rules of ASX Limited and for all other purposes, approval be given to the Company to grant Loan Funded Shares to Dr Richard Treagus under a Loan Funded Share Plan on the terms and conditions outlined in the Explanatory Memorandum accompanying this Notice of Meeting."
- 5. To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:
 - "That PricewaterhouseCoopers be re-appointed as auditor to:
 - (a) hold office from the conclusion of this meeting to the conclusion of the next annual meeting;
 - (b) audit the financial statements for the year ending 31 December 2013;

and to authorise the board of directors to fix the auditor's remuneration."



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Voting Exclusions

The Company will disregard any votes cast in relation to Resolution 3 and Resolution 4, by Dr Richard Treagus and any of his associates.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by Dr Treagus chairing 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.

Each of these Resolutions is described in the attached Explanatory Memorandum which forms part of this Notice of Annual Shareholders' Meeting.

By order of the Board

Mr Rob Turnbull

CFO

Neuren Pharmaceuticals Limited

18 April 2013

FXPI ANATORY MFMORANDUM

1. INTRODUCTION

The purpose of this Explanatory Memorandum (which forms part of the Notice of Annual Shareholders' Meeting dated 18 April 2013) ("Meeting" or "Annual Shareholders' Meeting") is to provide shareholders with an explanation of the Resolutions to be proposed and considered at the Annual Shareholders' Meeting on 20 May 2013 and to allow shareholders to determine how they wish to vote on these Resolutions.

2. ANNUAL REPORT

The Company's Annual Report containing the financial statements for the year ended 31 December 2012 was lodged with the ASX on 28 March 2013 and is available for viewing and download from the Company's website www.neurenpharma.com. Shareholders should note that they will be able to ask questions or discuss matters arising from the financial statements at the Meeting however it is not the purpose of the Meeting that the Annual Report be accepted, rejected or modified in any way.

3. ELECTION OF DIRECTORS (ORDINARY RESOLUTIONS 1 and 2)

Dr Robin Congreve and Dr Doug Wilson have advised the Company that they will be resigning as directors effective from the Annual Shareholders' Meeting. Robin and Doug have been directors of Neuren since December 2001 and June 2004 respectively, and have made significant contributions to the affairs of the Company. We wish Robin and Doug well for the future and thank them for their commitment as Board members.

The ASX Listing Rules provide that an entity which has directors must hold an election of directors each year. Accordingly Dr Richard Treagus and Dr Trevor Scott offer themselves for re-election. Their details are set out on pages 5 and 6 respectively of the Annual Report.

4. APPROVAL OF EQUITY PERFORMANCE RIGHTS FOR DIRECTOR (ORDINARY RESOLUTION 3)

4.1. General

On 31 January 2013 Dr Richard Treagus was appointed a director and Executive Chairman of the Company. As part of Dr Treagus' service contract the Company agreed to seek shareholder approval for two long term incentives, the Equity Performance Rights ("EPR") the subject of this ordinary resolution 3, and the Loan Funded Shares the subject of ordinary resolution 4.

Subject to continuous service by Dr Treagus with the Company, each EPR vests three years from the date of appointment of Dr Treagus. When vested, the Company will issue at no cost one new ordinary share for each EPR exercised. The issued shares shall rank equally with the Company's other issued ordinary shares and Dr Treagus shall be free to deal with the issued shares in accordance with the Company's Securities Trading Policy.

The EPR will vest automatically upon any effective change in control of the Company, control being when a person and their associates becomes the holder of greater than 50% of the ordinary share voting rights.

Any unvested EPR will expire if Dr Treagus ceases to be a director of the Company.

The Company is seeking approval from shareholders in compliance with ASX Listing Rule 10.11 for Dr Treagus to be awarded the EPR on the terms noted above and in 4.2 below.

4.2. Technical Information required by ASX Listing Rule 10.13

a. ASX Listing Rule 10.13.1: Name of the person

The EPR are to be awarded to Dr Richard Treagus, Executive Chairman.

b. ASX Listing Rule 10.13.2: Number of securities to be issued

Dr Treagus is to be awarded 9,615,385 EPR calculated as A\$300,000 divided by A\$0.0312, the average closing price of the listed ordinary shares of the Company over the five trading days immediately preceding the Board's decision to appoint Dr Treagus.

c. ASX Listing Rule 10.13.3: Date of issue of securities

If shareholders approve this resolution, the EPR will be issued as soon as practicable after the date of the Annual Shareholders' Meeting and in any event no more than 1 month after the meeting.

d. ASX Listing Rule 10.13.5: Issue price of securities and a statement of the terms of the issue

Subject to the satisfaction of the vesting conditions described above, each EPR will entitle Dr Treagus to acquire one fully paid ordinary share in the capital of the Company at no further cost.

e. ASX Listing Rule 10.13.6: Voting exclusion statement

A voting exclusion statement is included in the Notice accompanying this Explanatory Statement.

f. ASX Listing Rule 10.13.6A: Intended use of funds

No funds are to be raised on the grant or exercise of the EPR.

5. APPROVAL OF LOAN FUNDED SHARE PLAN AND PARTICIPATION BY DR RICHARD TREAGUS (ORDINARY RESOLUTION 4)

5.1. Background

As noted above, on 31 January 2013 Dr Richard Treagus was appointed a director and Executive Chairman of the Company, and as part of Dr Treagus' service contract the Company agreed to seek shareholder approval for two long term incentives, the Equity Performance Rights ("EPR") the subject of ordinary resolution 3, and the Loan Funded Shares the subject of this ordinary resolution 4.

Under ASX Listing Rule 10.14, the acquisition of securities by a Director under an employee incentive scheme requires shareholder approval. If shareholder approval is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 10.11. Dr Treagus was offered ordinary shares in the Company with the purchase funded using a loan provided by the Company. The Loan is an interest-free, limited recourse loan in accordance with the loan terms and the LFSP Rules. The Loan Funded Shares shall rank equally with the Company's other issued ordinary shares but will remain in a trust operated by the Company ("Trust") until the Vesting Conditions are met and the loan repaid, following which Dr Treagus shall be free to deal with the issued shares in accordance with the Company's Securities Trading Policy.

The LFSP has been designed to support the achievement of the Company's business strategy by linking executive reward to improvements in the financial performance of the Company and aligning the interests of executives with shareholders. It provides similar economic benefits to a conventional share option but in a more tax efficient manner for someone such as Dr Treagus who is resident in Australia.

The maximum number of Loan Funded Shares that may be granted pursuant to the LFSP is 5.0% of issued share capital, although only the Loan Funded Shares set out in this ordinary resolution 5 are proposed to be issued.

Vesting Conditions of Shares

Dr Treagus' Loan Funded Shares will vest if, and to the extent the following conditions are met:

a. He is continuously a director of the Company for a period of three years commencing on the day on which the Board resolves to issue the Loan Funded Shares ("Issue Date") and finishing on the third anniversary of the Issue Date (or such other date on which the Board makes a determination as to whether the Vesting Condition has been met) (the "Vesting Period"); and

- b. The Loan Funded Shares shall vest in the proportions noted where the following performance conditions are met:
 - i. 50% of the Loan Funded Shares if the Total Shareholder Return (TSR) on the Company's ASX-listed ordinary shares equals or exceeds 75% over the Vesting Period. The TSR is calculated using the average closing share price over the period of 30 consecutive trading days concluding on the Issue Date and the average closing share price over the period of 30 consecutive trading days concluding on the date on which the Vesting Period ends; and
 - ii. 50% of the Loan Funded Shares if, within the Vesting Period, either:
 - 1. The Company determines to progress a product candidate to a Phase 2b or Phase 3 clinical trial following a positive Phase 2 clinical trial outcome and a national regulatory authority approves the initiation of such trial, or
 - 2. A material partnering or licensing transaction is concluded.

Both of these Vesting Conditions will be tested at the end of the Vesting Period.

Restrictions on Disposal of Shares

Dr Treagus' Loan Funded Shares are subject to disposal restrictions, such that the Loan Funded Shares will continue to be held in trust and only transferred to Dr Treagus after:

- the Vesting Conditions have been satisfied; and
- any outstanding Loan balance has been repaid.

Forfeiture of Shares

Dr Treagus' rights to and interests in the Loan Funded Shares shall be automatically and immediately forfeited (expire) if he ceases to be a director of the Company before the end of the Vesting Period, however in exceptional circumstances such as death in service the Board may decide that the Loan Funded Shares are not forfeited.

Change of Control

In the event of a change in control of the Company during the Vesting Period, control being when a person and their associates (as defined in the New Zealand Takeovers Code) becomes the holder or controller of more than 50% of the ordinary shares of the Company, the Board will decide whether any unvested Loan Funded Shares vest and, if the terms of the Loan are complied with, that those Loan Funded Shares can be transferred to Dr Treagus.

Source of Shares and enforcement of LFSP Rules

The Loan Funded Shares will be issued to the Trust to be held on behalf of Dr Treagus. On satisfaction of the conditions contained in the LFSP, the trustee of the Trust may, at its discretion, transfer the Loan Funded Shares from the Trust to Dr Treagus or dispose of the Loan Funded Shares and provide any proceeds of the disposal to him.

The Company is seeking approval from shareholders in compliance with ASX Listing Rule 10.14 for Dr Treagus to be awarded the Loan Funded Shares under the LFSP on the terms noted above and in 5.2 below.

5.2. Technical Information required by ASX Listing Rule 10.15 and sections 78(5) and 79 of the Companies Act 1993

a. ASX Listing Rule 10.15.2: Maximum number of securities to be issued

Subject to Shareholder approval, 40 million Loan Funded Shares will be issued into trust and held on behalf of Dr Treagus until the Vesting Conditions described below have been met.

b. ASX Listing Rule 10.15.3: Issue price of securities

The Loan Funded Shares will be issued at the closing price of the ASX-listed ordinary shares of the Company on the Issue Date.

As described above, a Loan will be provided to Dr Treagus for the purchase cost of the Loan Funded Shares, which initially will equal the number of Loan Funded Shares issued multiplied by the closing price of the ASX-listed ordinary shares of the Company on the Issue Date. Further terms of the Ioan are described below.

c. ASX Listing Rule 10.15.4: Persons who received securities since last approval

This issue of Loan Funded Shares to Dr Treagus will be the first awarded under this LFSP and no person has previously been awarded securities under this LFSP.

d. ASX Listing Rule 10.15.4A: Persons entitled to participate

Participation in the LFSP is only being offered to Dr Treagus. No other Directors (nor Associates of Directors) are being awarded Loan Funded Shares.

e. ASX Listing Rule 10.15.5: Voting exclusion statement

A voting exclusion statement is included in the Notice accompanying this Explanatory Statement.

f. ASX Listing Rule 10.15.6 and sections 78(5) and 79 of the Companies Act 1993: Proposed Financial Assistance, Loan Terms

The information below is a disclosure document for the purpose of section 79 of the Companies Act 1993 and is given to all shareholders of the Company pursuant to section 78(5) of the Companies Act 1993.

Financial assistance under the LFSP will take the form of:

- an interest free, limited recourse loan by the Company to Dr Treagus for the subscription price of the Loan Funded Shares; and
- payment of the establishment and operating costs of the Trust.

The subscription price for the Loan Funded Shares, and hence the amount of the Loan, is specified in paragraph 5.2(b) above.

The full terms and conditions of the Loan will be detailed in the Loan Agreement between Dr Treagus and the Company. The Loan commences on the Issue Date and ends at the earliest of the following:

- five years from the Issue Date;
- the date Dr Treagus ceases to be a director of the Company;
- the date the Loan Funded Shares are forfeited;
- the date the Board determines any of the Vesting Conditions will not be satisfied; or
- the date, other than above, that Dr Treagus and the Company agree to in writing.

The Loan is interest free and limited recourse. Limited recourse means the repayment amount will be the lesser of the outstanding Loan value and the Market Value of the Shares that are subject to the Loan. If the Shares are of lower value than the Loan balance at the time that Dr Treagus is required to repay the Loan, the Shares may be bought-back or disposed of at the discretion of the Company and the proceeds applied in full satisfaction of the Loan obligations.

The Loan may be repaid at any time. The Loan must be repaid in full, and the Vesting Conditions satisfied, before the Loan Funded Shares can be transferred to Dr Treagus.

If dividends are paid by the Company on the Loan Funded Shares, the Company or the Trust will withhold and remit any applicable taxes including withholding taxes, if any are required to be withheld, and apply the after tax value of the dividends to the repayment of the Loan.

If the Loan period ends, the Company may sell or buy-back some or all of the Loan Funded Shares to satisfy the outstanding Loan balance. The proceeds from any sale or buy-back of the Loan Funded Shares will be applied to repay the outstanding Loan balance and any excess funds after costs and expenses will be remitted to Dr Treagus if he is entitled to them.

On 16 April 2013, the Board resolved to provide the financial assistance specified above to Dr Treagus. The text of the Board resolutions authorising the Company to provide financial assistance pursuant to section 78 of the Companies Act 1993 includes as follows:

- 1. That the Company should provide financial assistance to Dr Treagus pursuant to the LFSP, such financial assistance to take the form of:
 - a. an interest free, limited recourse loan to Dr Treagus to enable him to acquire Loan Funded Shares under the LSFP; and
 - b. payment of the establishment and operating costs of the Trust.
- 2. That giving the financial assistance is in the best interests of the Company and is of benefit to those shareholders not receiving the financial assistance.
- 3. That the terms and conditions under which the financial assistance is to be given are fair and reasonable to the Company and to those shareholders not receiving the financial assistance.
- 4. That, immediately after giving the financial assistance, the Company will satisfy the solvency test as defined in sections 4 and 77 of the Companies Act 1993.

The reasons for the Directors' conclusions in the resolutions concerning the giving of financial assistance in respect of the LFSP are:

- giving the assistance is in the best interests of the Company, and is of benefit to those shareholders not receiving the financial assistance, because it increases the alignment of the interests of Dr Treagus and shareholders and rewards Dr Treagus for the creation of shareholder wealth, and, therefore creates incentives for Dr Treagus to strive to ensure that the Company performs for the benefit of all its shareholders;
- the terms and conditions are fair and reasonable to the Company and to those shareholders not receiving the assistance because the costs of providing the financial assistance are relatively small and are outweighed by the benefit of the alignment of interest that is achieved under the LFSP;
- the vesting conditions of the Loan Funded Shares are intended to encourage Dr Treagus to achieve the outcomes embodied in those vesting conditions; and
- in the opinion of the directors, the provision of financial assistance under schemes of this kind is consistent with market practice in the area of executive incentive schemes currently operated in New Zealand and Australia.
- g. ASX Listing Rule 10.15.7: Date of issue of securities

If shareholders approve this resolution, the Loan Funded Shares will be issued as soon as practicable after the date of the Annual Shareholders' Meeting and in any event no more than 12 months after the meeting.

6. APPOINTMENT OF AUDITOR (ORDINARY RESOLUTION 5)

The New Zealand Companies Act 1993 provides that at each Annual Shareholders' Meeting the Company must appoint an auditor and fix the auditor's remuneration. PricewaterhouseCoopers has consented to it continuing as auditor.

7. HOW TO VOTE

To vote on the resolutions to be put to the meeting follow these steps:

1. Complete the Proxy Form and return it by facsimile or mail (to be received no later than 48 hours before meeting commencement) as directed on the Proxy Form.

OR

2. Attend the Meeting.

Persons Entitled to Vote

The persons who will be entitled to vote at the Meeting are those persons (or their proxies or representatives) registered as holding Ordinary Shares on Neuren's share register at 7.00 pm (AEST) on 19 May 2013.

Proxies and Corporate Representatives

Shareholders entitled to attend and vote at the Meeting may appoint a proxy or representative (in the case of a corporate shareholder) to attend and vote on their behalf. A proxy need not be a shareholder of Neuren. Proxy Forms must be received at Neuren's offices, level 1, 59 Wellington Street, Freemans Bay, Auckland or PO Box 9923, Newmarket, Auckland, New Zealand (or facsimile +64 9 361 7981) 48 hours before commencement of the Meeting. The Proxy Form is enclosed with this Notice.



PROXY FORM

Neuren Pharmaceuticals Limited

ARBN 111 496 130

All correspondence to:

Neuren Pharmaceuticals Limited PO Box 9923, Newmarket Auckland, New Zealand Facsimile +64 9 361 7981 Enquiries (within Australia) 1 800 259 181 (outside Australia) +64 9 3700 200 www.neurenpharma.com

Appointment of Proxy	SRN:	I40021697160
The Chairman	imited and entitled to attend and vote hereby appoint	If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate
of the Meeting OR (mark with an "X")		(excluding the registered Securityholder) you are appointing as your proxy.
generally at the meeting on my/our behalf and to at the Annual Shareholders' Meeting of Neuren Ph	or if no individual or body corporate is named, the Ch vote in accordance with the following directions (or if narmaceuticals Limited to be held at the offices of HWI at 12:30 pm (AEST) and at any adjournment of that m	no directions have been given, as the proxy sees fit L Ebsworth, Level 14, Australia Square, 264-278
respect of a resolution, please place a mar has an interest in the outcome of the resol disregarded because of that interest. If yo	r, or may be appointed by default, and you do <u>not</u> wis k in the box. By marking this box, you acknowledge th ution(s) and that votes cast by the Chairman for those u do not mark this box, and you have not directed you will not be counted in calculating the required majority	nat the Chairman may exercise your proxy even if he resolutions other than as proxy holder will be our proxy how to vote, the Chairman will not cast your proxy how to vote, the Chairman will not cast you
Voting directions to your pro	xy – please mark X to indic	ate your directions
		For Against Abstain*
Resolution 1 Re-election of Dr Richard Trea	igus as a Director	
Resolution 2 Re-election of Dr Trevor Scott	as a Director	
Resolution 3 To issue Equity Performance	Rights to Dr Richard Treagus	
Resolution 4 To grant Loan Funded Shares	to Dr Richard Treagus	
Resolution 5 Reappointment of Pricewater	nouseCoopers as auditor	
The Chairman of the Meeting intends to vote undi * If you mark the Abstain box you are directing you computing the required majority on a poll.	rected proxies in favour of the resolutions. Ir proxy <u>not</u> to vote on your behalf on a show of hands	s or on a poll and your votes will not be counted in
Appointing a second		
Proxy		
I/We wish to appoint a second proxy		
Mark with an "X" if you wish to appoint a second proxy.	% OR	State the percentage of your voting rights or the number of securities for this Proxy Form.
PLEASE SIGN HERE This section	must be signed in accordance with the instructions over	rleaf to enable vour directions to be implemented.
Individual or Securityholder 1	Securityholder 2	Securityholder 3
Individual/Trustee/Sole Director and Company Secretary	Director/Trustee	Director/Trustee
		1 1

Contact Daytime Telephone

Date

Contact Name

How to complete the Proxy Form

1 Your Address

This is your address as it appears on the Company's share register. If this information is incorrect, please make the correction on this form and lodge it in accordance with the instructions below.

Please note, you cannot change ownership of your securities using this form.

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting, please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the Company. Do not write the name of the Company or the registered securityholder in the space.

3 Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite the resolutions. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of securities you wish to vote in the appropriate boxes. If you do not mark any of the boxes on any resolution, your proxy may vote as he or she chooses. If you mark more than one box on any resolution your vote will be invalid.

4 Appointment of a Second Proxy

You may appoint a second proxy to attend the meeting and vote on a poll. If you wish to appoint a second proxy, you may copy this form and complete and lodge the additional Proxy Form.

To appoint a second proxy you must:

- (a) Indicate that you wish to appoint a second proxy by marking the box;
- (b) On each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (c) Return both forms together to the Company in accordance with the lodgement instructions below.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the securityholder must sign.

Joint Holding or Trust: where the holding is in more than one name or by Trustees of a Trust, all of the securityholders or

trustees should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the Company.

If you have not previously lodged this document, 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 Company Secretary (or the company does

not have a Company Secretary), this form must be signed by that person. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please

indicate the office held by the signatory.

6 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the Meeting at 12:30 pm (AEST) on Monday, 20 May 2013. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

IN PERSON Level 1, 59 Wellington Street, Freemans Bay, Auckland, New Zealand

BY MAIL PO Box 9923, Newmarket, Auckland, New Zealand

BY FACSIMILE +64 (9) 361 7981