

PEET

PEET LIMITED

ABN 56 008 665 834

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

A PROXY FORM IS ENCLOSED

Please read the Notice and Explanatory Memorandum carefully.

If you are unable to attend the meeting please complete and return the enclosed proxy form in accordance with the specified instructions.

PEET LIMITED
ABN 56 008 665 834

NOTICE OF ANNUAL GENERAL MEETING (“AGM”)

Notice is given that the AGM of Peet Limited (“the Company” or “Peet”) will be held at the Parmelia Hilton Hotel, 14 Mill Street, Perth, Western Australia on Wednesday, 21 November 2018 at 10.00am (WST).

Agenda items

1 Financial report

To receive and consider the financial report of the Company and the reports of the Directors and auditor for the year ended 30 June 2018.

2 Resolution 1 - Re-election of Anthony James Lennon

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

“That Anthony James Lennon, being a Director of the Company, who retires in accordance with rule 8.1(d) of the Company’s Constitution, and being eligible, be re-elected as a Director of the Company.”

3 Resolution 2 - Re-election of Trevor James Allen

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

“That Trevor James Allen, being a Director of the Company who retires in accordance with rule 8.1(d) of the Company’s Constitution, and being eligible, be re-elected as a Director of the Company.”

4 Resolution 3 - Adoption of Remuneration Report

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

“That the Company’s Remuneration Report for the year ended 30 June 2018 be adopted.”

Note: The vote on this item is advisory only and does not bind the Directors or the Company.

Voting exclusion statement

The Company will disregard any votes cast (in any capacity) on Resolution 3:

- by or on behalf of a member of the Company’s key management personnel details of whose remuneration is included in the 2018 Remuneration Report (“KMP”); or
- a closely related party of a member of the KMP.

However, the Company need not disregard a vote cast if the vote is cast as a proxy for a person entitled to vote:

- in accordance with the directions on the proxy form; or
- by the Chairman in accordance with a direction on the proxy form to vote as the proxy decides even though Resolution 3 is connected with the remuneration of the KMP.

5 Resolution 4 - Approval for the grant of FY19 Performance Rights under the Peet Limited Performance Rights Plan to Brendan Gore

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

“For the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given to grant 870,288 FY19 Performance Rights to the Managing Director and Chief Executive Officer, Mr Brendan Gore, under the Peet Limited Performance Rights Plan, as amended from time to time, and on the terms and conditions summarised in the Explanatory Memorandum.”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 4:

- by, or on behalf of, any Director who is eligible to participate in the Peet Limited Performance Rights Plan and any of their associates; or
- as a proxy by a person who is a member of the KMP or their closely related parties,

unless the vote 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
- the Chairman of 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 even though Resolution 4 is connected with the remuneration of a member of the KMP.

Mr Gore is the only Director eligible to participate in the Peet Limited Performance Rights Plan.

Explanatory Memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of AGM.

Entitlement to vote

It has been determined that under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the AGM, shares will be taken to be held by the persons who are the registered holders at **7.00pm (EDT), Monday, 19 November 2018**. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Methods of voting

Ordinary shareholders can vote in the following ways:

- by attending the AGM and voting in person, by attorney or, in the case of corporate shareholders, by corporate representative; or
- by appointing a proxy to vote on their behalf using the proxy form enclosed with this Notice of AGM (see below).

Attending the AGM

If you attend the AGM, please bring along your personalised proxy form with you. The bar code at the top of the form will help you register. If you do not bring your proxy form with you, you will still be able to attend the AGM but representatives from the Company’s share registry, Computershare Investor Services, will need to verify your identity. You will be able to register from 9.00am (WST) on the day of the AGM.

Bodies Corporate

A body corporate may appoint an individual as its representative to attend and vote at the AGM and exercise any other powers the body corporate can exercise at the AGM. The appointment may be a standing one. The representative should bring to the AGM evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Proxies

A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder.

Members of the KMP (other than the Chairman in a certain circumstance) will not be able to vote as proxy on Resolutions 3 and 4 unless the shareholder instructs them how to vote. If you intend to appoint a member of the KMP (other than the Chairman in a certain circumstance) as your proxy, then you should ensure you direct your proxy how to vote on Resolutions 3 and 4.

If you intend to appoint the Chairman of the AGM as your proxy, then you must expressly authorise the Chairman of the AGM to vote on Resolutions 3 and 4 as those Resolutions are connected directly or indirectly with the remuneration of a member of the KMP. The proxy form contains the relevant authorisation.

The Chairman of the AGM intends to vote undirected proxies in favour of all Resolutions.

A shareholder that is entitled to cast two (2) or more votes may appoint up to two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

A Proxy Form (with signing instructions) accompanies this Notice of AGM and to be effective must be received at the Company's share registry, Computershare Investor Services,

- online: www.investorvote.com.au;
- in person: to Level 11, 172 St Georges Terrace, Perth WA;
- by mail: to GPO BOX 242, Melbourne, Vic 3001;
- by facsimile: 1800 783 447 or +61 3 9473 2555 (outside Australia); or
- for Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions,

by **no later than 10.00am (WST), Monday, 19 November 2018.**

Results of the Meeting

Voting results will be announced on the Australian Securities Exchange ("ASX") as soon as practicable after the AGM and also made available on the Company's website (www.peet.com.au/).

By Order of the Board

Dated: 28 September 2018



Dom Scafetta
Group Company Secretary

PEET LIMITED
ABN 56 008 665 834

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

This Explanatory Memorandum has been prepared to assist shareholders to understand the business to be put to shareholders at the forthcoming Annual General Meeting (“AGM”).

1 Financial report

The *Corporations Act 2001* (Cth) (“Corporations Act”) requires the:

- reports of the Directors and auditor; and
- annual financial report, including the financial statements of the Company for the year ended 30 June 2018,

to be laid before the AGM. The Corporations Act does not require a vote of shareholders on the reports or statements. However, shareholders will be given ample opportunity to raise questions about, or make comments on, the reports and statements at the meeting.

Also, a reasonable opportunity will be given to members, as a whole, at the meeting to ask the Company’s auditor questions relevant to the conduct of the audit, the preparation and content of the auditor’s report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

2 Resolutions 1 and 2 - Re-election of Directors

Rule 8.1(d) of the Company’s Constitution provides that, if after excluding the Managing Director and Directors appointed by the Directors to fill a casual vacancy and standing for election, the number of Directors is five or less, then two of the remaining Directors must retire from office or, if the number is more than five, one third of those Directors must retire from office. Accordingly, Mr Anthony James Lennon and Mr Trevor James Allen retire by rotation and offer themselves for re-election.

The experience, qualifications and other information about the two Directors are shown on the following page.

Directors up for re-election

ANTHONY JAMES LENNON (BA, Grad Dip Bus Admin, MAICD) is a Non-executive Director of the Company.

Anthony Lennon joined Peet in 1991 and became a Director in 1996.

He moved to Victoria to establish Peet's operations in Australia's eastern states and oversaw significant expansion.

Before joining the Company, Mr Lennon worked in the United Kingdom, where he completed his post-graduate Diploma in Business Administration while on a Graduate Management Training Scheme with major international construction and development company, John Laing PLC. His time with this global company saw him gain valuable experience in property planning, marketing, feasibility analysis and project management.

Mr Lennon's responsibilities during his career with Peet included project management, broadacre acquisitions, marketing and financing and a six-year term as Chairman of one of WA's largest conveyancing businesses.

Until his transition from Executive to Non-executive Director on 27 August 2012, Mr Lennon was Peet's National Business Development Director.

Directors' recommendation regarding the re-election of Mr Anthony James Lennon

With Mr Anthony James Lennon abstaining, the Directors unanimously recommend you vote in favour of his re-election.

TREVOR JAMES ALLEN (BComm (Hons), CA, FF, FAICD) is an Independent Director of the Company.

Trevor Allen joined Peet in April 2012, with almost four decades of experience in the corporate and financial sectors, primarily as a corporate and financial advisor to Australian and international public and privately-owned companies.

Mr Allen is an Independent Non-executive Director of Freedom Foods Group Limited, where he chairs its Audit and Risk Management Committee and is a member of its Remuneration Committee. He is also an Alternate Director, Company Secretary and Public Officer of Australian Fresh Milk Holdings Pty Ltd and Fresh Dairy One Pty Ltd.

In addition, Mr Allen is a Non-executive Director of Eclipx Group Limited, where he chairs its Audit and Risk Management Committee and is a member of its Remuneration Committee. He has recently been appointed as a non-executive director of TopCo Investments Pte Ltd, a Singapore company which is the holding company of Real Pet Food Company Limited.

Until recently Mr Allen was a Non-executive Director of Yowie Group Limited and Brighte Capital Pty Limited.

Prior to Mr Allen's Non-executive roles, he held senior executive positions including Executive Director Corporate Finance at SBC Warburg (now part of UBS), at Baring Brothers and as a Corporate Finance Partner at KPMG. At the time of his retirement from KPMG in 2011 he was the lead partner in its National Mergers and Acquisitions group.

Directors' recommendation regarding the re-election of Mr Trevor James Allen

With Mr Allen abstaining, the Directors unanimously recommend you vote in favour of his re-election.

3 Resolution 3 - Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires a resolution adopting the Remuneration Report be put to the vote.

The Remuneration Report is set out on pages 55 to 69 of the 2018 Annual Report.

Shareholders are advised that the vote on this item is advisory only and does not bind the Directors or the Company.

4 Resolution 4 - Approval for the grant of FY19 Performance Rights (“PRs”) under the Peet Limited Performance Rights Plan (“PPRP”) to Brendan Gore (“Gore”)

Shareholder approval is sought for the purposes of ASX Listing Rule 10.14 and all other purposes for the granting of 870,288 FY19 PRs to Gore under the PPRP.

Table 1 provides a summary of the terms of the FY19 PRs proposed to be granted to Gore.

Table 1

Performance Period	Vesting Term	Expiry Date	Exercise Price	Performance Conditions	Allocation (%)
3 years ending 30/06/2021	Period ending 30/06/2021	15 th anniversary of grant date	\$0.00	EPS growth FUM growth	60% 40%
					100%

Performance conditions

The Performance Conditions will be measured over a three-year period from 1 July 2018 to 30 June 2021 (“FY19 Performance Period”).

The measures used to determine performance are earnings per share (“EPS”) growth and funds under management (“FUM”) growth.

The vesting of 60% of the FY19 PRs proposed to be granted will be subject to the EPS growth condition and the vesting of the remaining 40% to the FUM growth condition.

EPS growth

The EPS growth condition will be measured as the average growth in operating EPS over the FY19 Performance Period, with the EPS derived for FY18 as the base year.

The earnings component of EPS is calculated as net profit measured in accordance with Australian Accounting Standards, excluding write-downs of inventories and development costs and increases in the carrying value of inventories during the relevant financial year, and is subject to other adjustments at the Board’s discretion.

EPS growth is then compared to the Board’s internal target EPS growth for the FY19 Performance Period (“EPS Target”).

Of the 60% of the FY19 PRs proposed to be granted subject to the EPS growth condition, the proportion to vest will be as detailed in Table 2.

Table 2

Performance Level ¹	% of PRs vesting
< 80% of the EPS Target	0%
80% of the EPS Target	50%
80% to 100% of the EPS Target	50% to 80% (pro-rata)
100% to 120% of the EPS Target	80% to 100% (pro-rata)
> 120% of the EPS Target	100%

1. The actual performance against Target will be reported to shareholders in the Company's Remuneration Report following the end of the FY19 Performance Period.

FUM growth

FUM growth is measured as the total of the following:

- (a) the purchase price (ex GST) of land acquired by a Peet syndicate; or
- (b) the purchase price (ex GST) of land acquired by a Peet joint venture; or
- (c) the market value (ex GST) of land for which Peet has been appointed development manager at the time of its appointment; or
- (d) the selling price (ex GST) of land sold by:
 - (i) Peet;
 - (ii) a Peet syndicate;
 - (iii) a Peet joint venture; or
 - (iv) other Peet-managed project,

to a third party and where Peet is appointed the development manager (and where applicable, to manage the leasing) of a commercial, industrial, retail or residential built-form project on that property; or
- (e) in all other property funds management-related transactions, as determined by the Board of Directors,

during the FY19 Performance Period.

The FUM growth during the FY19 Performance Period is reduced by the equity interest retained by Peet and is then compared to the rolling three-year FUM growth target ("FUM Target") set by the Board.

The proportion of FUM growth-related FY19 PRs to vest will be as shown in Table 3.

Table 3

Performance Level	3-year rolling FUM growth	% of PRs vesting
< FUM Target	< \$60 million	0%
FUM Target	\$60 million	50%
FUM Target to medium	\$60 million to \$100 million	50% to 70% (pro-rata)
Medium to maximum	\$100 million to \$150 million	70% to 100% (pro-rata)
> Maximum	> \$150 million	100%

ASX Listing Rule 10.14 approval

Broadly, ASX Listing Rule 10.14 provides that a company must obtain shareholder approval if it wishes to grant performance rights under an “employee incentive scheme” to a director of the company.

For the purposes of ASX Listing Rule 10.14, the PPRP is an “employee incentive scheme”. Accordingly, the grant of the FY19 PRs and any shares issued following any vesting and exercise of the FY19 PRs under the PPRP to Gore requires shareholder approval for the purposes of ASX Listing Rule 10.14.

While it is the intention of the Board to meet the vesting of FY19 PRs with the on-market acquisition of shares in Peet, the Board wishes to retain the flexibility to meet any vesting with the issue of new shares.

For the purposes of ASX Listing Rule 10.15, the following information is provided:

(i) If the person to whom the securities will be issued is not a Director, a statement of the relationship between the person and the Director

Gore is the Managing Director and Chief Executive Officer of the Company.

(ii) The maximum number of securities that may be acquired by all persons for whom approval is required and the formula for calculating the number of securities to be issued

The maximum aggregate number of securities that may be issued to Gore if Resolution 4 is passed is 870,288 FY19 PRs.

Level of participation

The level of participation offered to Gore under the PPRP has been determined with reference to market practice and within the Company’s remuneration policies as set out in the Remuneration Report.

The Long-Term Incentive (“LTI”) amount for Gore is 100% of his current fixed pay of \$937,300.

The number of FY19 PRs allocated to Gore was determined by dividing his LTI amount by the calculated fair value of a FY19 PR at 1 August 2018.

Valuation

The Company commissioned an external adviser to calculate the fair value of a FY19 PR.

The fair value of a FY19 PR is based on a Black-Scholes option pricing model and has been calculated at \$1.077.

A summary of the inputs and assumptions adopted by the external adviser in determining the fair value of a FY19 PR is contained in Table 4.

Table 4

Underlying share price	Valuation Date	Vesting Period	Effective Life	Risk-free Rate	Dividend Yield
\$1.20	01/08/2018	01/07/2018 - 30/06/2021	2.92 yrs.	2.12%	3.79%

(iii) The price, or the formula for calculating the price, for each security to be acquired under the PPRP

No payment is required for the grant of FY19 PRs or for the purchase (or issue) of the relevant shares upon vesting of the same.

(iv) **The names of all persons referred to in ASX Listing Rule 10.14 who received securities under the PPRP since the last approval, the number of the securities received, and acquisition price for each security**

Gore is the only person referred to in Listing Rule 10.14 who has received securities under the PPRP since last year's AGM, being the last approval.

The PRs referred to in Table 5 following do not form part of the PRs the subject of Resolution 4.

Table 5

Issued to	Grant date	Performance Period	Quantity	Exercise Price	Status
Gore	15/12/2017	3 yrs. ending 30/06/2020	874,347	\$0.00	Unvested

(v) **The names of all persons referred to in ASX Listing Rule 10.14 entitled to participate in the PPRP**

Gore is the only person referred to in ASX Listing Rule 10.14 entitled to participate in the PPRP.

(vi) **Voting exclusion statement**

A "voting exclusion statement" is included in the Notice of AGM to which this Explanatory Memorandum is attached.

(vii) **Details of loans provided in respect to the grant of securities**

No loans will be provided to Gore in respect to the grant of FY19 PRs.

(viii) **The date by which the Company will grant the securities**

The FY19 PRs will be granted as soon as practicable after shareholder approval is obtained and, in any event, no later than 12 months after this meeting.

Other information

Table 6, below sets out:

- the existing interests of Gore in the Company's shares and other securities;
- the maximum number of securities (i.e. PRs and shares issued following the assumed vesting of the PRs) that may be issued to Gore under the PPRP; and
- the interests of Gore after the PRs have been issued (assuming he has been issued the maximum number of PRs under the PPRP).

Table 6

Director	Existing Interests			Proposed Grant		Interests after Proposed Grant		
	No of PRs	No of Shares ¹	% of Shares ²	Max. No of PRs	Max. No of Shares	Max. No of PRs	Max. No of Shares ³	Max. % of Shares ³
Gore	1,939,461	6,103,817	1.25%	870,288	870,288	2,809,749	8,913,566	1.82%

1. Gore also holds 1,200,000 unlisted options.

2. Based on 489,980,559 ordinary shares on issue at the date of the notice of AGM.

3. Based on shares on issue at the date of the notice of AGM and assuming that all Gore's existing interests in PRs, but not options, vest and the vesting is met by way of on market acquisitions.

Trading history

In the 12-month period before the date of the Notice of AGM, the highest price of the Company's shares was \$1.54 and the lowest price was \$1.14. The volume weighted average price on the ASX over the 10 business days prior to the date of the Notice of AGM was \$1.18. The closing price on the trading day prior to the date of the Notice of AGM was \$1.17.

Remuneration

Details of Gore's remuneration are shown in the Company's 2018 Remuneration Report forming part of the 2018 Annual Report. For those shareholders that have elected not to receive a hard copy of the 2018 Annual Report, an electronic copy can be found on the Company's website at www.peet.com.au.

Directors' recommendation in respect of Resolution 4

Gore has a material personal interest in the outcome of Resolution 4 and, accordingly, abstains from making a recommendation in respect of the Resolution.

The Board (with Gore abstaining) recommends that shareholders vote in favour of Resolution 4.

These recommendations are made on the basis that several benefits would be expected to flow to the Company by issuing PRs to Gore under the PPRP, including the following:

- (i) equity based incentive schemes are a common and effective means of motivating and improving the performance of senior executives;
- (ii) it will ensure that the interests of Gore continue to be aligned with the interests of shareholders; and
- (iii) the PPRP is designed to provide an incentive for future performance with restrictions on securities vesting under the PPRP Rules encouraging Gore to remain with the Company.

The Board considers the targets set for the vesting conditions to have a balance between being:


- (i) achievable and therefore incentivising Gore; and
- (ii) challenging – to ensure Gore's performance is appropriately remunerated and his interests are aligned to those of shareholders.

PEET

Peet Limited | ABN 56 008 665 834

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

PPC

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: 9999999

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 10:00am (WST) Monday, 19 November 2018**

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.

Voting restrictions for members of the key management

personnel (KMP): Please note that if you appoint a member of the KMP or one of their closely related parties as your proxy, they will not be able to vote your proxy on Resolutions 3 and 4, unless you direct them how to vote or you appoint the Chairman of the Meeting as your proxy. If the Chairman of the Meeting is or becomes your proxy, but you do not mark a voting box for Resolutions 3 and 4, then by completing and returning this form, you will be expressly authorising the Chairman of the Meeting to exercise your proxy on Resolutions 3 and 4 as he thinks fit, even though the Resolutions are connected with the remuneration of the Company's KMP.

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 Peet 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 Peet Limited to be held at the Parmelia Hilton Hotel, 14 Mill Street, Perth, Western Australia on Wednesday, 21 November 2018 at 10:00am (WST) 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 Resolutions 3 and 4 (except where I/we have indicated a different voting intention below) even though Resolutions 3 and 4 are 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 Resolutions 3 and 4 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 1	Re-election of Anthony James Lennon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Trevor James Allen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval for the grant of FY19 Performance Rights under the Peet Limited Performance Rights Plan to Brendan Gore	<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 / /