

NOTICE OF ANNUAL GENERAL MEETING
FEDERATION ALLIANCE LIMITED
ACN 155 709 809

Notice is hereby given that the Annual General Meeting (AGM) of Federation Alliance Limited (Company) will be held at the offices of Australian Unity Limited, Level 7, 88 Phillip Street, Sydney, New South Wales, 2000 on Tuesday 22 November 2016 at 11:00am (AEDT) to conduct the following business:

1. **Financial statements and reports** – To consider and note the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2016.

2. **Appointment of Auditor** – To consider and if thought fit, pass the following resolution as an ordinary resolution: "To appoint PricewaterhouseCoopers as auditor of the Company with effect from the conclusion of the AGM."



Emma Rodgers
Company Secretary
28 October 2016

Explanatory Notes:

Item 1 – Financial Statements and reports

As required by section 317 of the *Corporations Act 2001*, the Financial Report, Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2016 will be laid before the meeting.

These reports are approved by the Board, and accordingly there is no requirement for Shareholders to approve these reports. Shareholders are however able to ask questions about the reports.

Item 2 – Appointment of Auditor

As part of a broader review of audit services provided to the Australian Unity Group, of which the Company is associated, it has been determined that it would be good practice and in the best interests to test the market for audit services. As a consequence, the Company and EY agreed that EY would submit its resignation as the Company's auditor.

Accordingly, EY has sought the Australian Security and Investment Commission's (ASIC) consent to resign as auditor of the Company with effect from the end of the AGM. Once ASIC notifies EY and the Company that it consents to EY's resignation, EY will give its notice of resignation to the Company with effect from the end of the AGM.

The Company has received notice from Fedinvest Pty Ltd, being a member, nominating PricewaterhouseCoopers as the new auditor of the Company. In accordance with section 328B of the Corporations Act, a copy of the notice of nomination of PricewaterhouseCoopers received by the Company from Fedinvest Pty Ltd is enclosed with this notice of meeting.

Directors of the Company consider PricewaterhouseCoopers as a well-regarded firm with resource, breadth and depth of knowledge required to meet the Company's audit requirements.

The Corporations Act requires that Members approve the appointment of a new auditor.

Entitlement to attend and vote

In accordance with Company's Constitution, all Members have the right to speak at the AGM and receive notice of the AGM, however holders of M Class are not entitled to vote on the items that are being considered at the AGM. Holders of Foundation Shares and Ordinary Shares are entitled to speak and vote at the AGM. Persons eligible to vote at the Meeting are those who are registered Foundation and Ordinary shareholders of the Company as at 11am (AEDT), Sunday 20 November 2016.

Voting by Proxy

A Member who is entitled to attend and vote at the AGM may appoint a proxy to attend and vote on behalf of that member. A proxy need not be a Member. A Member can appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, it must ensure that it appoints a corporate representative as required by the *Corporations Act 2001 (Cth)* to exercise its powers as proxy at the Meeting.

A Member who is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If a Member appoints two proxies and the appointments do not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half the votes (disregarding fractions).

Proxy appointments (and the originals or certified copies of any powers of attorney under which they are signed) must be received by the Company by 11:00am (AEDT) Sunday 20 November 2016, being no later than 48 hours before the commencement of the AGM. Any proxy forms received after that time will not be valid for the scheduled AGM. Proxy forms may be lodged at the registered office of the Company: Company Secretary, Federation Alliance Limited, Level 14, 114 Albert Road South Melbourne Vic 3205.

Undirected Proxies

The Chair of the AGM intends to vote undirected proxies in favour of each item of business.

Corporate Representatives

A body corporate that is a Member, or that has been appointed as a proxy by a Member, may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at the AGM. The appointment may be a standing one. Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body could exercise at the Meeting or in voting on a resolution. The representative should bring evidence of his or her appointment, including the authority under which it is signed, unless these documents have previously been provided to the Company.

21 October 2016

To:

Federation Alliance Limited
Level 14, 114 Albert Road
South Melbourne, Vic 3205

Re: Notice of Nomination of Auditor in accordance with section 328B of the Corporations Act 2001 (Cth)

FedInvest Pty Ltd (ABN 12 131 346 168) of Level 23, 307 Queen Street, Brisbane Qld 4000, being a member of Federation Alliance Limited (ACN 155 709 809) (the Company), hereby gives written notice pursuant to section 328B(1) of the Corporations Act 2001 (Cth) of the nomination of PricewaterhouseCoopers for appointment as auditor at the next Annual General Meeting of Federation Alliance Limited.

Yours sincerely,



Richard Dixon
Director



Liesl Petterd
Company Secretary