

**MMC**  
**Contrarian**  
**Limited**  
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26 August 2009

The Manager  
Companies Announcements Office  
Australian Stock Exchange  
Level 4, 20 Bridge Street  
Sydney NSW 2000

Dear Sir/Madam

**NOTICE OF 2009 ANNUAL GENERAL MEETING**

The following documents in relation to the 2009 Annual General Meeting (AGM), to be held on 7 October 2009, are in the process of being mailed to shareholders:

- Notice of 2009 AGM and Explanatory Notes; and
- Voting Form for AGM

For further information, please contact:

Athol Chiert  
Company Secretary  
MMC Contrarian Limited  
02 9224 0700

**NOTICE OF 2009 ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of Shareholders of MMC Contrarian Limited (Company) will be held on Wednesday, 7 October 2009 at 9:30am Sydney time at the Radisson Plaza Hotel Sydney, 27 O'Connell Street, Sydney, New South Wales.

**Defined Terms**

Unless the context otherwise requires, capitalised terms used in this Notice of Meeting will have the meaning given to those terms in the Glossary set out in the Explanatory Notes attached to this Notice of Meeting.

**Business:**

**1. Financial Statements**

To receive and consider the Financial Statements, the directors' report and the auditor's report for the year ended 30 June 2009.

**2. Directors**

To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

**Resolution 1 - Re-election of Peter Wade as a Director**

"That Peter Wade who retires as a Director by rotation, being eligible and having offered himself for re-election as a Director in accordance with Rule 6.4 of the Constitution, be re-elected as a Director."

**Resolution 2 - Re-election of Alexander Hutchison as a Director**

"That Alexander Hutchison who was appointed a Director on 4 November 2008, being eligible and having offered himself for re-election as a Director in accordance with Rule 6.2 of the Constitution, be re-elected as a Director."

**Resolution 3 - Re-election of Michael Jefferies as a Director**

"That Michael Jefferies who was appointed a Director on 4 November 2008, being eligible and having offered himself for re-election as a Director in accordance with Rule 6.2 of the Constitution, be re-elected as a Director."

### 3. Resolution 4 – Refresh approval of the MMC Contrarian Limited Executive Share Plan

To consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution:

"That the issue of securities under the MMC Contrarian Limited Executive Share Plan is approved as an exception to Listing Rule 7.1 and for all other purposes."

Voting Exclusion: The Company will disregard any votes cast on this resolution by a Director (except one ineligible to participate in any employee incentive plan), and any of their Associates, unless the vote is cast by:

- a person as proxy for a person who is entitled to vote in accordance with the directions of the proxy form; or
- the person 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.

### 4. Resolution 5 – Approval of issue of Shares to Alexander Hutchison under the Company's Executive Share Plan

To consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 10.14 and for all other purposes, the issue of 2,000,000 Shares to Alexander Hutchison, a Director, under the Executive Share Plan on the terms set out in the Explanatory Notes is approved."

Voting Exclusion: The Company will disregard any votes cast on this resolution by Alexander Hutchison, any Director who is eligible to participate in any employee incentive scheme of the Company, and any Associates of any of those persons, unless the vote is cast by:

- a person as proxy for a person who is entitled to vote in accordance with the directions of the proxy form; or
- the person 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.

## 5. Resolution 6 – Buyback of Shares and Approval of issue of Shares to nominee of Raymond Kellerman under the Company’s Executive Share Plan

To consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 10.14 and for all other purposes, the buyback of 250,000 Shares from RK Sydney Pty Ltd ATF The RK Family Trust, an associate of a Director and thereafter the issue of 250,000 Shares to RK Sydney Pty Ltd ATF The RK Family Trust, an associate of a Director, under the Executive Share Plan on the terms set out in the Explanatory Notes is approved.”

Voting Exclusion: The Company will disregard any votes cast on this resolution by Raymond Kellerman, any Director who is eligible to participate in any employee incentive scheme of the Company, and any Associates of any of those persons, unless the vote is cast by:

- a person as proxy for a person who is entitled to vote in accordance with the directions of the proxy form; or
- the person 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.

## 6. Resolution 7 – Amend the MMC Contrarian Limited Constitution

To consider and, if thought fit, pass with or without modification the following resolution as a special resolution:

"That the Constitution of MMC Contrarian Limited is amended by:

- (a) inserting the words ", except a Managing Director," after "Any Director" in Rule 6.2(c);
- (b) deleting the final sentence of Rule 6.4(b) and re-numbering Rule 6.4(b) as Rule 6.4(c);
- (c) replacing Rule 6.4(a) with the following:

"Subject to Rule 6.16(c), a Director must retire from office (and is eligible to seek re-election) by no later than the third annual general meeting following his or her appointment or election or 3 years, whichever is longer.";

- (d) inserting a new Rule 6.4(b) as follows:

"While the Company is admitted to the Official List, at least one Director must retire from office at each annual general meeting, unless there has been an election of Directors earlier that year. A Director retiring under Rule 6.2(c) or Rule 6.4(a) satisfies this requirement."; and

- (e) replacing the words "The Directors to retire in every year are the Directors longest in office since last being elected or re-elected." in Rule 6.4(b) with the following:

"If no Director is retiring under Rule 6.2(c) or Rule 6.4(a), and Rule 6.4(b) requires a Director to retire at an annual general meeting, then the Director to retire is the Director longest in office since last being elected or re-elected."

**7. Resolution 8 – Adoption of Remuneration Report (non-binding resolution)**

To consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution:

“That the Remuneration Report for the year ended 30 June 2009, being part of the Directors’ Report, be adopted by the members.”

Note that the vote on this item is advisory only and does not bind the Directors of the Company.

By order of the Board



Athol Chiert  
Company Secretary

26 August 2009

## Notice of Meeting and Explanatory Notes

The details of the resolutions contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with and form part of this Notice of Meeting.

## Determination of entitlement to attend and vote

In accordance with section 1074(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporate Regulations, the Company has determined that for the purposes of the meeting all Shares in the capital of the Company will be taken to be held by the persons who held them as registered holders at 7.00pm Australian Eastern Standard Time on Monday 5 October 2009. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

## Proxies

If you are a Shareholder entitled to attend and vote, you are entitled to appoint one or two proxies. Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise half of the votes. A proxy need not be a Shareholder of the Company.

If you want to appoint one proxy, you can use the form provided. If you want to appoint two proxies, please follow the instructions on the proxy form.

The Company's constitution provides that on a show of hands, every person present and qualified to vote shall have one vote.

If you appoint a proxy who is also a Shareholder or is also a proxy for another Shareholder, your directions may not be effective on a show of hands. Your directions will be effective if a poll is required and your proxy votes.

## Where to lodge a proxy

You may lodge a proxy online at the website address (below) of our share registry, Computershare Investor Services Pty Limited (Computershare), by following the instructions set out on the website. Shareholders who elected to receive their notice of meeting and proxy electronically will have received an email with a link to the Computershare site.

To be effective the proxy form or electronic proxy appointment must be received by Computershare at the postal or website address or facsimile number below or by the Company at its registered office, Level 24, Chifley Tower, 2 Chifley Square Sydney NSW 2000, Australia, not later than 9.30am Sydney time on Monday 5 October 2009

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia  
Facsimile: +61 3 9473 2555

You can arrange to receive shareholder information electronically, or obtain a replacement proxy form or a special proxy form to appoint a second proxy, by contacting Computershare on 1300 850 505 (within Australia) or + 61 3 9415 4000 (outside Australia) or go to [www.computershare.com.au](http://www.computershare.com.au) (Investor Centre). You can lodge a proxy online at [www.investorvote.com.au](http://www.investorvote.com.au)

### **Admission to meeting**

Shareholders who will be attending the Annual General Meeting and not appointing a proxy, are asked to bring their proxy form (if you still have one) to the meeting to help speed admission.

If you do not plan to attend the Annual General Meeting, you are encouraged to complete and return a proxy form or lodge a proxy online, for your holding(s) of the Shares.

### **Questions and comments by shareholders at the meeting**

In accordance with the Corporations Act and the Company's past practice, a reasonable opportunity will be given to Shareholders at the meeting to ask questions about, or make comments on, the management of the Company.

Similarly, a reasonable opportunity will also be given to Shareholders at the meeting to ask Deloitte Touche Tohmatsu, 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.

Written questions for Deloitte Touche Tohmatsu relevant to the conduct of the audit and the content of the auditor's report must be received no later than 5.00pm Sydney time on Friday 2 October 2009 at Computershare (at the address or fax number for lodgement of proxies). Alternatively, the questions may be sent to The Company Secretary, MMC Contrarian Limited, Level 24, Chifley Tower, 2 Chifley Square Sydney NSW 2000. A list of questions to the auditor will be available at the meeting.

## **EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING**

### **FINANCIAL STATEMENTS**

The Company's annual report 2009 (which includes the financial report, the directors' report and the auditor's report) will be presented to the meeting. Shareholders can access a copy of the annual report on the Company's web site at: [www.mmcontrarian.com.au](http://www.mmcontrarian.com.au). As permitted by recent legislation, a printed copy of the Company's annual report 2009 has been sent only to those Shareholders who have elected to receive a printed copy.

During this item, Shareholders will be given a reasonable opportunity to ask questions about, and make comments on, the reports and the Company's management, businesses, operations, financial performance and prospects. There is no formal resolution to be voted on in relation to this item of business.

### **RESOLUTION 1: RE-ELECTION OF PETER WADE AS A DIRECTOR**

Pursuant to Rule 6.4 of the Constitution, at each Annual General Meeting, one third of the Directors (or, if their number is not a multiple of 3, then the number nearest to one third) must retire from office. The Directors retire by rotation, with the Directors who have been the longest in office being the Directors who must retire in any year.

The Constitution ensures that no Director is able to remain in office for longer than three years without facing re-election. Each Director is entitled to offer himself for re-election as a Director at the Annual General Meeting that coincides with his or her retirement.

Mr Peter Wade, who was re-elected as a Director at the 2008 AGM, retires by rotation and being eligible for re-election, offers himself for re-election as a Director at this Annual General Meeting.

For the past 25 years Mr Wade has worked in the Australian and international equity markets. For 25 of these years Mr Wade worked for Goldman Sachs JB Were (GSJBW) (previously known as JB Were) in Melbourne, London, New York and Sydney. At the time of the departure from GSJBW, Mr Wade was the Joint Head of the Equities Products Group and was on the Board and Management Committee. In 2005 Mr Wade joined JP Morgan where he became Managing Director, Head of Australian Equities and a member of the management committee before retiring from full time employment. He is currently working in an advisory capacity with the Commonwealth Bank of Australia Limited. Mr Wade has served on boards and committees of a number of security industry related organisations.

Mr Wade is Chairman of the Audit, Risk and Compliance Committee and is a member of the Investment Committee and the Nomination and Remuneration Committee. He was appointed to the above named committees on 28 November 2007. He was appointed Chairman of the Audit, Risk and Compliance Committee on 26 November 2008.

Mr Wade was appointed a Director on 31 October 2007. Age 52.

## **RESOLUTION 2: RE-ELECTION OF ALEXANDER HUTCHISON AS A DIRECTOR**

Pursuant to Rule 6.2(c) of the Constitution, each Director holds office until the first general meeting after his or her appointment, at which time the Director may offer themselves for re-election.

Mr Alexander Hutchison, who was appointed as the Managing Director on 4 November 2008, seeks confirmation of his appointment and re-election at this Annual General Meeting in accordance with the Corporations Act and the Constitution. As Mr Hutchison is entitled and eligible for re-election, he offers himself for re-election as a Director.

Mr Hutchison is a solicitor with over 17 years experience in the financial services sector. Prior to becoming the Managing Director of MMC Contrarian Limited Mr Hutchison was the Chief Executive Officer of Bridges Financial Services. Mr Hutchison began his financial services career at the Australian Securities Commission and later the State Bank of NSW, Colonial Limited and Credit Union Services Corporation Australian Limited.

Mr Hutchison was appointed a Director on 4 November 2008. Age 44.

## **RESOLUTION 3: RE-ELECTION OF MICHAEL JEFFERIES AS A DIRECTOR**

Pursuant to Rule 6.2(c) of the Constitution, each Director holds office until the first general meeting after his or her appointment, at which time the Director may offer themselves for re-election.

Mr Michael Jefferies, who was appointed a Director on 4 November 2008, seeks confirmation of his appointment and re-election at this Annual General Meeting in accordance with the Corporations Act and the Constitution. As Mr Jefferies is entitled and eligible for re-election, he offers himself for re-election as a Director.

Mr Jefferies is a Chartered Accountant with extensive experience in finance and investment. Mr Jefferies is an executive of Guinness Peat Group, Chairman of TAFMO Limited and a Non-executive Director of Tower Limited, Capral Limited and Metals X Limited. Mr Jefferies is also an Alternate Director at eServeGlobal Limited. Mr Jefferies was previously a director of Tower Australia Group Limited and Australian Wealth Management Limited.

Mr Jefferies is a member of the Audit, Risk and Compliance Committee. He was appointed to this Committee on the 26 November 2008.

Mr Jefferies was appointed a Director on 4 November 2008. Age 53.

## RESOLUTION 4: REFRESH APPROVAL OF THE MMC CONTRARIAN LIMITED EXECUTIVE SHARE PLAN

Listing Rule 7.1 prevents a listed company from issuing or agreeing to issue, more than 15% of its issued capital in any rolling 12 month period without the prior approval of holders of ordinary shares. However, Listing Rule 7.1 does not apply to an issue under an employee incentive scheme if, within 3 years before the date of the issue, holders of ordinary securities have approved the issue of securities under the scheme as an exception to Listing Rule 7.1

Resolution 4 seeks to exempt the issue of Shares under the Company's Executive Share Plan from the operation of Listing Rule 7.1 for a period of 3 years from the date that the Resolution is approved. If the Resolution is approved by Shareholders, Shares issued under the Plan during the next 3 years (including those to be issued under Resolutions 5 and 6, if approved) will not be counted in determining the 15% limit under Listing Rule 7.1. This would assist the Company by providing additional fundraising flexibility.

The Plan was originally approved by Shareholders on 29 January 2007. As at the date of this notice, it is intended that a total of 5,250,000 Shares will be in issue under the Plan on the date of the Annual General Meeting, prior to the further issue to Mr Hutchison if Resolution 5 is approved. As outlined in the 2009 Annual Report, a further 3,500,000 shares are in the process of being issued to employees. This Series 7 issue includes terms that are consistent to those proposed for the issue of Shares to Mr Hutchison in accordance with Resolution 5 and the associate of Mr Kellerman in accordance with Resolution 6.

The following is a summary of the terms of the Plan. The full terms of the Plan can be inspected during business hours at the registered office of the Company and are available on the Company's website: [www.mmcontrarian.com.au](http://www.mmcontrarian.com.au)

### **MMC Contrarian Limited Executive Share Plan (ESP)**

#### *Objectives*

The objective of the ESP is to assist in the recruitment of highly skilled individuals and to reward, retain and motivate employees of the Company and its associated bodies corporate.

#### *Consideration*

Each Share will be issued at a price to be determined by the Board prior to making an offer to an employee. If no price is set, the price per Share will be the weighted average price at which Shares are traded on the ASX during the week prior to and including the day of offer or if no Shares have traded in that time period the last price at which an offer to buy is made on the ASX.

#### *Eligibility*

Under the ESP, the Directors may invite employees to participate in the ESP and receive Shares subject to performance and vesting conditions determined by the Board. The Company has obtained external advice from a remuneration expert to assist in the setting of the performance and vesting criteria in light of the shift in the nature of the business from a Listed Investment Company (LIC) to an operating entity.

Shares may not be offered under the ESP to an employee if that employee would hold, after issue of the Shares, an interest in more than 5% of the issued Shares or be able to control the right to vote of more than 5% of the votes that might be cast at a general meeting of the Company.

The number of Shares granted under the ESP when aggregated with the number of Shares issued under any other employee incentive share plan in the last 5 years must not exceed 6% of the issued Shares at the time an offer to acquire Shares under the ESP is made. In accordance with the provisions of the Plan Rules, the Board resolved to increase this threshold from 5% to 6% subsequent to the date of the Annual Report.

#### *Financial Assistance*

The Company may provide financial assistance to an employee for the purposes of subscribing for Shares under the ESP. The financial assistance will be a limited recourse loan equal to the purchase value of the Shares repayable within 5 years. The financial assistance will become immediately repayable in the event of dismissal, resignation, death or retirement of the employee or failure to meet performance hurdles by the employee. The financial assistance will be secured over the Shares and rights attached to the Shares.

The ESP provides for Shares to be bought back by the Company in satisfaction of outstanding loans in circumstances where an employee does not wish to, or is not entitled to, repay the loan and obtain unencumbered title to the Shares. Approval of the Plan by shareholders when it was introduced provided the necessary approval of this feature of the ESP so as to constitute it as an employee share scheme buy-back for the purposes of the Corporations Act.

#### *Rights*

Shares issued under the ESP will rank equally with all other issued Shares even if subject to a holding lock.

#### *Quotation*

The Company will apply to the ASX for official quotation of Shares issued under the ESP.

#### *Restrictions*

The Shares granted under the ESP will be subject to a holding lock restricting the holder from dealing with the Shares without the consent of the Board until the earlier of:

- (a) the 5<sup>th</sup> anniversary of the issue date;
- (b) the date the employee ceases employment; or
- (c) termination of the ESP.

If all performance and vesting conditions (if any) have been satisfied a holding lock will end 5 years from the acquisition of Shares under the Plan.

#### *Administration of the ESP*

The ESP is to be administered by the Board. The Board may make rules and regulations for its operation that are consistent with the rules of the ESP. The Company will pay all costs and expenses of operating the ESP. Employees will be liable for any brokerage and tax payable associated with their participation in the ESP.

#### *Amendment of the ESP*

Subject to the Listing Rules, the Board may at any time amend any provision of the rules of the ESP.

### *Termination of the ESP*

The Board may resolve at any time to terminate, suspend or reinstate the operation of the ESP.

## **RESOLUTION 5: APPROVAL OF ISSUE OF SHARES TO ALEXANDER HUTCHISON UNDER THE EXECUTIVE SHARE PLAN**

Resolution 5 seeks Shareholder approval for the issue of 2,000,000 Shares to Mr Alexander Hutchison, a Director, under the Executive Share Plan on the terms set out in these Explanatory Notes.

### **Listing Rule Requirements**

Listing Rule 10.14 requires a listed company to obtain Shareholder approval by ordinary resolution prior to the issue of securities to a director of a company or an associate of the director under an employee incentive scheme. Accordingly, the Company is seeking approval for the issue of Shares to Mr Alexander Hutchison under Listing Rule 10.14.

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

#### **Maximum number of securities to be issued**

The Company is seeking approval for the issue of 2,000,000 Shares.

#### **Details of securities received by all persons referred to in Listing Rule 10.14 under the Executive Share Plan since the last approval**

In accordance with Listing Rule 10.14 the following shares have been issued to Directors or their associates:

<b>Name</b>	<b>Number of Shares</b>
RK Sydney Pty Limited	250,000
Alexander Hutchison	1,000,000
<b>Total</b>	<b>1,250,000</b>

All directors of the Company are entitled to participate in the Executive Share Plan. As at the date of this notice of meeting, the directors of the Company are:

Raymond Kellerman (Chairman)

Alexander Hutchison (Managing Director)

Anthony Eisen

Michael Jefferies

Peter Wade

#### **Date of grant of securities**

If approved, the Shares will be granted immediately after the Annual General Meeting but in any event no later than one month after the Annual General Meeting.

## **Consideration and use of funds**

The Company will provide a loan to Mr Alexander Hutchison equal to the value of the Shares to be acquired. Accordingly, no funds will be raised by the issue of the Shares.

## **Issue Price**

The issue price for each Share will be based on the weighted average price at which Shares are traded on the ASX during the week prior to and including the day of offer or if no Shares have traded in that time period the last price at which an offer to buy is made on the ASX.

## **Vesting Condition**

The Shares will vest on 1 July 2011. This date is in accordance with the contractual commitments entered into with Mr Alexander Hutchison at the time of employment and represents a vesting period of approximately 3 years from the date of the commencement of his employment.

## **Performance Conditions**

The Company has obtained external advice from a remuneration expert to assist in the setting of the Performance Conditions in light of the shift in the nature of the business from a LIC to an operating entity. Historically, the "Performance Condition" for previous grants made by the Company required that Total Shareholder Return for the Company at any point between 2 and 5 years following the invitation date of the Shares exceeded the All Ordinaries Accumulation Index at any point during the same period. However, in light of the change in nature of the business, for this grant the performance condition will be replaced with an interest rate that will be charged on the employee share plan loan of 8% per annum. The interest rate acts as an in built performance hurdle.

## **Terms of loan in relation to the Shares issued to Mr Alexander Hutchison**

The Company will provide a loan to Mr Alexander Hutchison equal to the value of the Shares to be acquired.

As outlined above interest is payable on the loan at 8% per annum. Interest will be capitalised, and subject to the same limited recourse treatment as the principal of the loan. Any after tax equivalent of dividends paid on the Plan Shares will be applied to repayment of any outstanding loan.

The term of the loan is 5 years.

The recourse for repayment of the loan will be limited to the Shares. If the Shares do not vest or are otherwise forfeited, the Shares will be sold or bought back and the proceeds of sale (if any) applied to repayment of the loan with no further demand made on the borrower.

## **Terms of current shareholding of Mr Hutchison**

There are no changes proposed to the existing terms of the issue of 1,000,000 Shares to Mr Hutchison in 2008, prior to his appointment as a Director.

## **RESOLUTION 6 – BUYBACK OF SHARES AND APPROVAL OF ISSUE OF SHARES TO NOMINEE OF RAYMOND KELLERMAN UNDER THE COMPANY'S EXECUTIVE SHARE PLAN**

The Company has issued 250,000 shares to RK Sydney Pty Limited, an associate of the Chairman, Mr Raymond Kellerman, in accordance with the Plan Rules.

Subject to fulfilment of the "Performance Condition" the Shares will vest on 26 October 2009. This date is in accordance with the approval of the issue of shares at the 2007 AGM.

The Company has obtained external advice from a remuneration expert to assist in the setting of the Performance Conditions in light of the shift in the nature of the business from a LIC to an operating entity. The "Performance Condition" currently applicable to these Shares requires that Total Shareholder Return for the Company at any point between 2 and 5 years following the invitation date of the Shares exceeded the All Ordinaries Accumulation Index at any point during the same period. However, in light of the change in nature of the business it is proposed that the 250,000 Shares issued to the associate of Mr Kellerman be bought back in accordance with the provisions of the employee share plan rules and the Corporations Act, and thereafter, the same number of Shares be issued to the associate of Mr Kellerman in order for the terms to be amended to those consistently applied for Series 7 and the proposed issue to the Managing Director in accordance with the previous Resolution. The proposed variation to the Performance Conditions are such that the Total Shareholder Return condition will not apply to the new issue of 250,000 Plan Shares, but in its place an interest rate will be charged on the Executive Share Plan loan at 8% per annum. The interest rate acts as an in built performance hurdle.

Any after tax equivalent of dividends paid on the Plan Shares will now be applied to repayment of any outstanding loan. Previously, the loan issued to the associate of Mr Kellerman bore interest at the lower of dividends paid on the shares and the statutory interest rate as outlined by the Australian Taxation Office.

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

#### **Maximum number of securities to be issued**

The Company is seeking approval for the issue of 250,000 Shares after the buyback as outlined above.

#### **Date of grant of securities**

If approved, the Shares will be granted immediately after the buy back of Shares after the Annual General Meeting but in any event no later than one month after the Annual General Meeting.

#### **Consideration and use of funds**

The Company will provide a loan to the associate of Mr Kellerman equal to the value of the Shares to be acquired. Accordingly, no funds will be raised by the issue of the Shares.

#### **Buy-back price**

The existing 250,000 Plan Shares will be bought back to discharge the loan which is currently applicable to those shares. No cash amount will be paid by the Company for the shares.

#### **Issue Price**

The issue price for each Share will be based on the weighted average price at which Shares are traded on the ASX during the week prior to and including the day of offer or if no Shares have traded in that time period the last price at which an offer to buy is made on the ASX.

#### **Vesting Condition**

The Shares will vest 3 years from the date of the Annual General Meeting and the Shares will vest on 7 October 2012.

## **Terms of loan in relation to the Shares issued to the associate of Mr Kellerman**

The Company will provide a loan to the associate of Mr Kellerman equal to the value of the Shares to be acquired.

As outlined above interest is payable on the loan at 8% per annum. Interest will be capitalised, and subject to the same limited recourse treatment as the principal of the loan. Any after tax equivalent of dividends paid on the Plan Shares will be applied to repayment of any outstanding loan.

The term of the loan is 5 years.

The recourse for repayment of the loan will be limited to the Shares. If the Shares do not vest or are otherwise forfeited, the Shares will be sold or bought back and the proceeds of sale (if any) applied to repayment of the loan with no further demand made on the borrower.

## **RESOLUTION 7: AMENDMENT OF THE MMC CONTRARIAN LIMITED CONSTITUTION**

Resolution 7 seeks Shareholder approval to amend the Constitution as set out in the text of the resolution in the Notice of Meeting. This Resolution is a special resolution, meaning that it requires at least 75% of the votes cast on the resolution to be in favour if the resolution is to pass.

### **Effect of the amendment**

The amendments proposed by Resolution 7 will have two main effects.

First, the amendment to Rule 6.2(c) will mean that a Managing Director who is appointed to the Board between AGMs will not need to stand for re-election at the next AGM. The amendment, if passed, will not apply to Mr Hutchison's appointment to the Board, and he will still stand for re-election at this AGM.

Second, the amendments to Rule 6.4 will mean that at least one director will retire and stand for re-election by shareholders each year, usually at the AGM. The retiring director may be a director appointed by the Board since the last AGM. Further, a new provision will be inserted which requires each director to retire by rotation and stand for re-election at the third AGM following his or her appointment or most recent election or 3 years, whichever is longer. These requirements replace the current rule that one third of the directors (or the number nearest one third if the number of directors is not a multiple of 3) must retire by rotation at each AGM. Under both the current rule and the proposed new rule a Managing Director is not required to retire by rotation. The amendment may make a difference to the number of re-elections in a given year, but in an overall sense it will not change the tenure of office for directors.

### **Reason for the amendment**

The changes proposed by Resolution 7 are to bring the Constitution into line with the current ASX Listing Rules provisions regarding re-election of directors.

The Directors consider that the ASX rules are a well understood template for tenure of office for directors of listed companies, and should be adopted by the Company.

## **RESOLUTION 8: ADOPTION OF REMUNERATION REPORT**

Directors of listed companies, such as the Company, are required to provide detailed disclosures of director and senior executive remuneration in their directors' reports. These disclosures are set out in the remuneration report (which forms part of the Directors' report) on pages 10 to 17 of the Company's 2009 annual report. As mentioned above, Shareholders can access a copy of the annual report on the Company's web site; printed copies of the annual report have been sent to those Shareholders who elected to receive a copy in this form; and the annual report will be presented to the Annual General Meeting.

The remuneration report includes:

- discussion of the Board's policy in relation to the nature and level of remuneration of the Directors, Managing Director and key management personnel of the Company;
- discussion of the relationship between the Board's remuneration policy and the Company's performance over the five financial years up to and including the year ended 30 June 2009;
- information about performance hurdles applicable to the short term and long term incentive components of the remuneration of the Managing Director and key management personnel; and
- details of the remuneration provided to the non executive Directors and key management personnel for the year ended 30 June 2009.

There will be a reasonable opportunity for Shareholders at the meeting to comment on, and ask questions about, the remuneration report.

The resolution to adopt the remuneration report has been put to Shareholders in accordance with Section 250R(2) of the Corporations Act. The vote on Resolution 8 is advisory only and will not bind the Directors or the Company, however, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8.

## Glossary

In the Notice of Meeting and these Explanatory Notes, unless the context otherwise requires:

**"AGM"** means an annual general meeting.

**"Annual General Meeting"** means the general meeting to be held at Radisson Plaza Hotel Sydney, 27 O'Connell Street, Sydney, New South Wales on Wednesday, 7 October 2009 at 9.30am.

**"Associate"** has the meaning given to it in section 9 of the Corporations Act.

**"ASX"** means ASX Limited.

**"Board"** or **Board of Directors** means the board of Directors of the Company.

**"Company"** means MMC Contrarian Limited ACN 106 248 248.

**"Constitution"** means the constitution of the Company.

**"Corporations Act"** means the *Corporations Act 2001* (Cth).

**"Director"** means a director of the Company.

**"Dollar"** or **"\$"** means Australian Currency.

**"Executive Share Plan"** or **"ESP"** means the executive share plan of the Company dated 5 December 2006 and approved by the members of the Company on 29 January 2007.

**"Explanatory Notes"** means these explanatory notes, which accompany the Notice of Meeting.

**"Financial Statements"** means the financial statements of the Company.

**"Listing Rule"** means a listing rule of the ASX and any other rule of the ASX which is applicable while the Company is admitted to the Official List of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

**"Notice of Meeting"** or **"Notice"** means the notice of meeting for the Annual General Meeting which accompanies the Explanatory Notice and any notice of any adjournment of the meeting.

**"Share"** means a fully paid ordinary share in the Company.

**"Shareholder"** means a shareholder of or holder of ordinary securities in, the Company.

# MMC Contrarian Limited

ABN 83 106 248 248

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

## Lodge your vote:



**Online:**  
[www.investorvote.com.au](http://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](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1300 850 505  
(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](http://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: 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 9:30am, Monday 5 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](http://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 Shareholder/s of MMC Contrarian 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 MMC Contrarian Limited to be held at the Radisson Plaza Hotel Sydney, 27 O'Connell Street, Sydney, New South Wales on 7 October 2009 at 9:30am Sydney time and at any adjournment of that meeting.

**Important for Items 4, 5 and 6:** If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Items 4, 5 and 6 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Items 4, 5 and 6 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of items 4, 5 and 6 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

### 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.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

	For	Against	Abstain
1 Re-election of Peter Wade as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Alexander Hutchison as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Michael Jefferies as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Refresh approval of the MMC Contrarian Limited Executive Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of issue of Shares to Alexander Hutchison under the Company's Executive Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Buyback of Shares and Approval of issue of Shares to nominee of Raymond Kellerman under the Company's Executive Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Amend the MMC Contrarian Limited Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Adoption of Remuneration Report (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### 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 \_\_\_\_ / \_\_\_\_ / \_\_\_\_