

Secure shareholder support to drive your corporate action across the line.

Securing enough votes for a successful corporate action has become a significant challenge for companies with the increasing influence of dissident shareholders, lack of transparency in shareholdings and average initial shareholder response rates as low as 10-15%.

Leading Australian and multinational companies, choose Georgeson to work on their largest and most significant corporate actions:

- > St George Bank Ltd
- > Manchester Unity
- > Dairy Farmers Ltd
- > BG Ltd
- > Cemex SAB de C.V
- > Coles Group Ltd
- > NewsCorp Ltd
- > BHP Billiton Ltd
- > Toll Holdings Ltd
- > NIB Holdings Ltd
- > Qantas Airways Ltd
- > Promina Group Ltd
- > Investa Property Group
- > Smorgon Steel Group Ltd
- > Alinta Ltd
- > Foster's Group Ltd
- > Macquarie Bank Ltd
- > Optus
- > Transurban Group Ltd
- > TOWER Ltd
- > BankWest
- > Santos Ltd
- > Woolworths Ltd
- > Coca Cola Amatil Ltd
- > DCA Group Ltd
- > Tabcorp Holdings Ltd
- > Seven Network Ltd
- > Westfield Trust
- > and many others

INNOVATIVE SOLUTIONS

At Georgeson, our goal is to ensure we get your corporate action across the line. As Australia's pre-eminent and only global proxy solicitation and shareholder communications firm, we combine unparalleled experience with constant innovation to ensure the success of your corporate activity, regardless of size, complexity or jurisdiction.

Utilising our extensive proprietary databases, infrastructure and global reach, together with our extensive knowledge of the complex proxy solicitation process across the international regulatory environment, we assist in over 1,000 proxy solicitations and other strategic shareholder transactions globally, every year.

With over 75 years experience, Georgeson is the world's leading adviser in M&A solicitations, whether in defence of a target or working with the acquirer. Since 2001, we've provided strategic consulting and execution services for hundreds of transactions exceeding A\$380 billion in value within Australia.

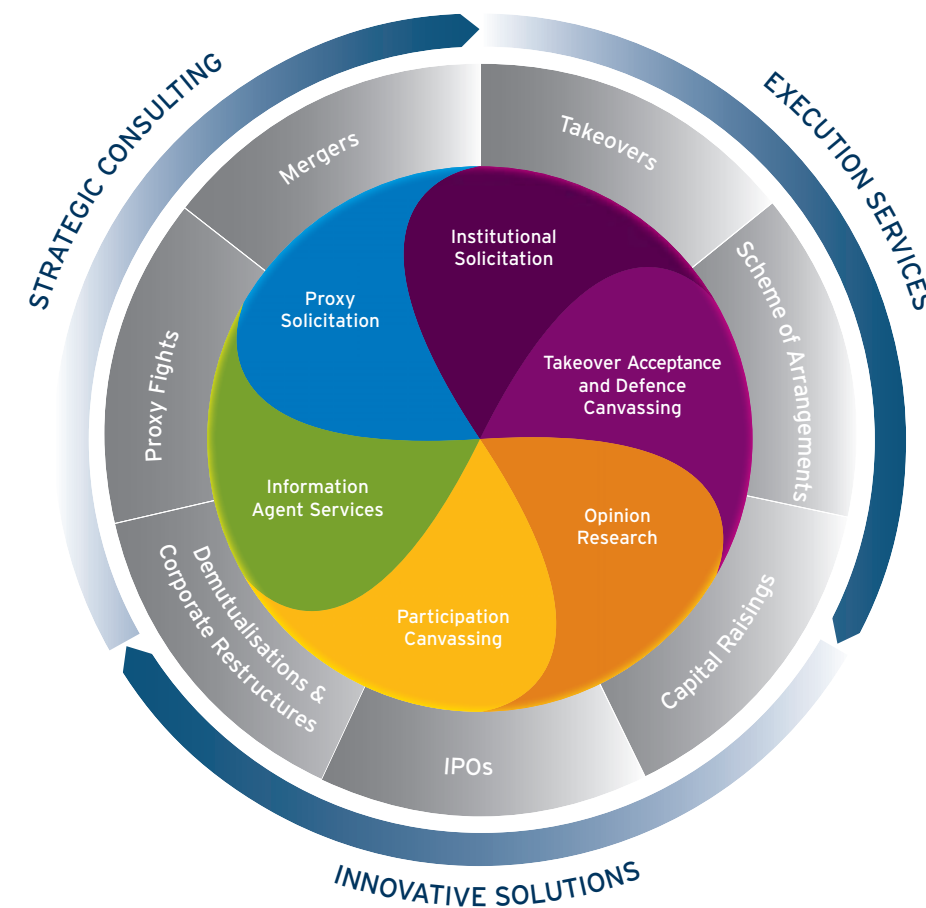
THE GEORGESON APPROACH

Whether you are considering a merger, takeover, corporate restructure, demutualisation, capital raising or other complex transaction, Georgeson will work with you and your advisers from the planning stages through to the execution of the transaction to ensure a successful outcome.

We begin with a thorough analysis of your shareholder base, determining the scope of the solicitation and the obstacles that need to be overcome. Drawing on our experience, knowledge of institutions and in-depth understanding of retail shareholder behaviour, we develop a customised solicitation strategy to meet your specific needs. We will work closely with you to tailor your key messages, articulating the rationale and business context of your position ensuring that its merits are clearly understood by retail and institutional investors.

With strategies in place, it is critical that messages are communicated to the right targets in a timely fashion. Leveraging our global relationships, proprietary databases and infrastructure, we use the most effective communication channels to reach your shareholders no matter where they are.

STRATEGIC CONSULTING AND EXECUTION SERVICES



Combating Shareholder Activism

With the emergence of a new era of shareholder activism, it has become more important than ever to gain an in depth understanding of your investors.

Whether you are facing a vote on executive remuneration, director elections or an activist campaign, Georgeson can help you identify your investors, recognise trends in corporate governance, reach proxy decision makers and maximise results within a shifting regulatory environment.

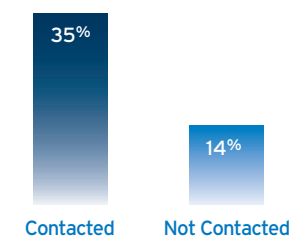
PROXY SOLICITATION

Georgeson can help secure the votes you need by partnering with you to identify, locate and communicate with your investors across multiple jurisdictions. We proactively shepherd voting instructions through the various levels of the custodial chain back to the share registry to ensure that votes are lodged on time.

Shareholder Analysis

With the global focus on corporate governance and the rise of shareholder activism, the influence of the retail shareholder has significantly increased over recent years. Georgeson can segment your company register and contact targeted shareholder groups on your behalf, to ensure they cast their votes appropriately. Regardless of deal size or shareholder base, Georgeson can help.

PROXY SOLICITATION CAMPAIGNS FOR MERGER SCHEMES
AVERAGE VOTING PARTICIPATION BY RETAIL HOLDER



A proxy solicitation campaign increases voting participation at Scheme Meetings by as much as 150% and in some transactions we have increased participation to more than 60%.

Vote Projection

The success of any solicitation is heavily influenced by a company's ownership profile. By drawing on our empirical data on historical voting patterns we can analyse your shareholder base and together with our knowledge of institutional voting policies we can predict, with a high degree of accuracy, how much support a proposal can expect to attract. We support this with the feedback we receive from shareholders during the solicitation campaign.

“We achieved a record result with 78% of members voting and 99.1% voting in favour. Georgeson played a pivotal role in helping us achieve this result and I would use them again without hesitation.”

John Brogden
Former Chief Executive Officer
Manchester Unity

A WORLD LEADER IN PROXY SOLICITATION & SHAREHOLDER CANVASSING

TAKEOVER ACCEPTANCE AND DEFENCE CANVASSING

Canvassing shareholders during a takeover bid is often the difference between attaining the compulsory acquisition threshold or not. Conversely, it often means keeping the bidder at bay.

“Georgeson provided us with flexibility at short notice to maintain a front-footed approach with shareholders. In the face of a hostile Board, the campaign provided us with timely and useful feedback that informed our takeover strategy.”

Archer Capital - Manhattan Software takeover of MYOB Ltd

Through telephone canvassing you can motivate your shareholders to act within a given timeframe while at the same time identifying key issues influencing acceptance intentions - intelligence that may impact your bid or defence strategy.

PARTICIPATION CANVASSING

The success of any capital raising is often diluted by customary shareholder apathy, placing corporate strategies at risk. Canvassing targeted shareholders to deliver key messages and raise awareness of your offer will maximise support for your capital raising. Better understanding ultimately leads to increased participation.

INFORMATION AGENT SERVICES

Explaining complex issues to shareholders is a challenge faced by companies around the world. It takes a thorough knowledge of the issues and the kinds of questions shareholders are likely to raise, but beyond that, it takes the capacity to reach and respond to shareholders on a large scale.

With decades of experience and a track record of successful communications programs for thousands of M&As and IPOs, Georgeson can assist you to present shareholders with clear and consistent information, no matter the complexity of the transaction. Combining extensive knowledge of the mechanics of each transaction with scalable communications centre support, we are uniquely positioned to handle deals of any size, including those in multiple international markets.

Each year, Georgeson's Melbourne based communications centre receives more than 300,000 calls from stakeholders across a multitude of transactions.

OPINION RESEARCH SERVICES

During a takeover, merger or any corporate action, it is important for companies to be aware of investor sentiment and any concerns they have that may ultimately impact on the transaction. Our proven methodology, proprietary research techniques and reporting will provide you with valuable insights into what your shareholders are thinking and how they are likely to respond to a transaction.

“I believe Georgeson was able to provide practical advice and initiative in structuring and implementing a successful campaign for St George.

Georgeson's in-depth knowledge of the proxy solicitation space was invaluable. At all times throughout the campaign they were proactive, responsive and a pleasure to deal with.”

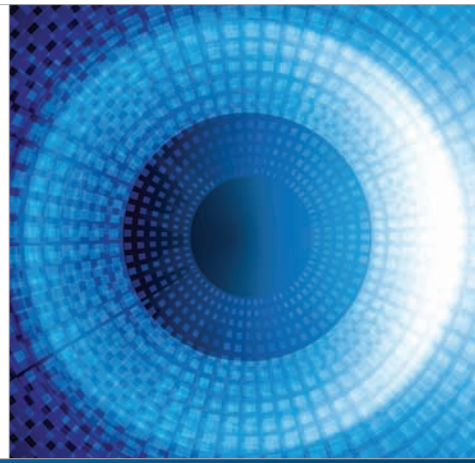
Michael Bowan
General Counsel and Secretary
St George Bank Ltd

“Would like to acknowledge the high level of professionalism and ‘can do’ philosophy of your team.”

Lina Melero
General Manager Corporate Affairs
Dairy Farmers Ltd

“Georgeson's assistance in providing information agent and canvassing services greatly helped us achieve a successful takeover.”

Marc Budim
Director Corporate Strategic Planning
Cemex SAB de C.V



GLOBAL FOOTPRINT



As part of the Computershare group, Georgeson is the only proxy solicitor and strategic shareholder communications firm to offer true global 'on-the-ground' presence, with offices in all major financial markets. From Australia to New York, London to Hong Kong, we offer our clients real local knowledge and international expertise.

Computershare is a global market leader in transfer agency and share registration, employee equity plans, proxy solicitation and stakeholder communications. Many of the world's largest companies utilise Computershare's innovative solutions to maximise the value of their relationships with investors, employees, customers and members.

Georgeson

For more information on our services, please visit our website

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PROXY SOLICITATION AND SHAREHOLDER COMMUNICATION SOLUTIONS

CERTAINTY | INGENUITY | ADVANTAGE

Georgeson
A COMPUTERSHARE COMPANY