



Australian United Retailers Ltd.
ABN 93 077 879 782

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



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Dear Member,

I have pleasure in inviting you to attend the Australian United Retailers Limited 2017 Annual General Meeting (AGM) and enclose the Notice of Meeting which sets out the business to be conducted.

The AGM will be held at the Company's Head Office located at Level 1, 1601 Malvern Road Glen Iris Victoria 3146 on Tuesday 21 November 2017 at 2.00pm (AEDT).

The AGM is an opportunity for members to hear Directors' comments, ask questions about Company performance and receive the Financial Report for the year ended 30 June 2017.

An important item of business this year is related to the re-election of Directors. There are two candidates standing for re-election to the Board this year.

The Annual Report is available to members in electronic form on the Australian United Retailers Limited's Extranet at <http://extranet.foodworks.com.au>. A hard copy can be arranged on request.

If you are unable to attend the AGM, I encourage you to complete the enclosed Proxy Form accompanying the Notice of Meeting so that your votes can be represented. The completed form must be received by 2.00pm on Sunday 19 November 2017.

Given that the technical deadline to receive your Proxy Form falls on a Sunday, please send your Proxy Form as early as possible to minimise any chance of delays or administrative confusion.

If you are planning to attend the meeting in person, please bring this letter to assist with registration.

We also encourage members who have internet access to update their current securityholder information (particularly e-mail address and banking details) at www.computershare.com.au/easyupdate.AFOU. The Easy Update service is fast, secure and will ensure company information is received on a timely basis.

When accessing the secure Easy Update website you will need your SRN/HIN which is located at the top of this letter. For security reasons, please keep this information confidential.

I look forward to catching up with many of our members at the AGM. Your continuing support is greatly appreciated.

Yours sincerely,

Neil Osborne
Chairman
Australian United Retailers Limited



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ABN 93 077 879 782

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Lodge your vote:



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



Proxy Form

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For your vote to be effective it must be received by 2.00 PM (AEDT) Sunday 19 November 2017

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.

A proxy need not be a securityholder of the Company.

Signing Instructions

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.

Turn over to complete the form →



View the annual report or update your securityholding, 24 hours a day, 7 days a week:

www.investorcentre.com

- Access the annual report
- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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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.



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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 Australian United Retailers 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 Australian United Retailers Limited to be held at Level 1, 1601 Malvern Road, Glen Iris, Vic on Tuesday, 21 November 2017 at 2.00 PM (AEDT) and at any adjournment or postponement of that meeting.

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
Item 2 Re-election of Malcolm Ward as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Sien ("John") Van Nguyen as a Director	<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.

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 / /

AUSTRALIAN UNITED RETAILERS LIMITED

ACN 077 879 782

Incorporated in Victoria

Registered office:

Level 1, 1601 Malvern Road, Glen Iris, Vic, 3146

NOTICE OF 2017 ANNUAL GENERAL MEETING

Notice is hereby given that:

The 2017 Annual General Meeting (**AGM**) of members of Australian United Retailers Limited ACN 077 879 782 (**Company**) will be held at Level 1, 1601 Malvern Road, Glen Iris, Vic on Tuesday, 21 November 2017 at 2.00 PM (**AEDT**).

BUSINESS

Accounts and Reports

Item 1 - To consider the financial statements

To receive and consider the Financial Report of the Company and its controlled entities for the year ended 30 June 2017 and the related Directors' Report, Directors' Declaration and Auditors' Report.

Shareholders will be asked to consider, and if thought fit, pass the resolutions below as ordinary resolutions.

Election of Directors

Item 2 – Re-election of Malcolm Ward as a Director

To consider and, if thought fit, pass the following resolution:

“That in accordance with the Company’s Constitution, Mr Malcolm Ward retires by rotation and being eligible is re-elected as a Director of the Company.”

Item 3 – Re-election of Sien (“John”) Van Nguyen as a Director

To consider and, if thought fit, pass the following resolution:

“That in accordance with the Company’s Constitution, Mr Sien (“John”) Van Nguyen retires by rotation and being eligible is re-elected as a Director of the Company.”

By Order of the Board

Paul Petrone
Company Secretary

Dated 16 October 2017

AUSTRALIAN UNITED RETAILERS LIMITED

ACN 077 879 782

EXPLANATORY MEMORANDUM FOR SHAREHOLDERS

Introduction

This Explanatory Memorandum provides information for shareholders in respect of Items 1 to 3 to be considered at the AGM.

Item 1 - Tabling of Accounts

The Director's Report of the 2017 Annual Report is available for viewing at <http://extranet.foodworks.com.au>.

Members will be given a reasonable opportunity at the meeting to ask questions and make comments on the annual Financial Report, the Directors' Report, the Auditor's Report and on the business, operations and management of the Company.

There is no vote on this item.

Items 2 – 3: Re-election of Directors

The Directors of the Company to retire by rotation in accordance with the Company's Constitution are Mr Malcolm Ward and Mr Sien "John" Nguyen.

Malcolm and John, each being eligible for re-election in accordance with the Company's Constitution, have nominated for re-election.

Item 2 – Re-election of Malcolm Ward as a Director

Malcolm Ward was appointed to AURL as a director in November 2010. Malcolm is also the Chairman of the Audit Committee.

Malcolm has provided the information set out below for inclusion in this Explanatory Memorandum.

Malcolm Ward



Malcolm and his wife Liz have been owner/operators of supermarkets since 1994. Malcolm is the Managing Director of their family companies operating 3 FoodWorks stores in Western Australia. He is the Chairman of the Board of Supermarkets West Pty Ltd the marketing and promotion company for FoodWorks and Farmer Jacks stores in WA. Before entering the retail industry Malcolm owned and operated free range and cage egg farms and co-founded and constructed the largest egg production farm in WA. He is currently a director of a number of production and marketing companies in the Australian egg industry including Director and Chairman of the Audit Committee of Farm Pride Foods Ltd. He is involved in reviewing the integrity and accuracy of the various companies financial reporting, assessment of operating risks and the pursuit of profitable growth opportunities. Prior to this he operated in the banking, petroleum and technology development industries.

Malcolm brings a broad range of commercial experience having been involved in a number of industries including retailing, business management, agricultural production and marketing, project and property management, and banking.

Malcolm continues to be highly committed to the success of the FoodWorks group. With a significant investment in the industry, and AUR Ltd, he seeks re-election to ensure the continued financial development and effectiveness of the Company to be able to generate growth and increased returns for member stores.

In Malcolm's view:

“AUR has come a long way in the last few years, significantly turning the company around whilst improving services to members.

Our industry is challenging and what we are doing at AUR is exciting. If we identify our point of difference in each of our local markets and then efficiently and profitably satisfy our customers' needs we will always be better off.

If re-elected I will continue work with our Board and staff to focus on further improving services to member stores, reducing the price of products into store whilst providing shareholders with a fair return on their investment.”

Item 3 – Re-election of Sien (“John”) Van Nguyen as a Director

John has provided the information set out below for inclusion in this Explanatory Memorandum.

Sien (“John”) Van Nguyen



John currently owns three FoodWorks supermarkets in Queensland. He is the Managing Director of a family group of companies operating the stores and other enterprises. In this role, John is actively involved in the strategic management of all his family’s businesses, whereby he is able to face the many challenges of expanding his businesses in the presence of his competitors. The stores are diverse in size, locations and demographics and John has come to appreciate the different issues that arise within such a diverse group of stores.

John joined the industry in 2001 when he purchased his first store in Inala, south Brisbane. After several years of success, he then moved his young family to Miles to own/operate the town’s local supermarket. Since then, he has owned/operated stores in Childers, Burpengary, Canungra, Redbank Plains and the recently acquired FoodWorks Woodridge in April 2017. John’s management of these stores has seen sales increase in the region of 100% to 400% over the years.

John’s successes in retail and strategic management has enabled him to branch out into various other industries, some of which include retail shopping centre acquisition, mining, and exporting Australian products overseas.

John was appointed to the board of Directors of Four Square Supermarkets in 2005, until he decided to join in the FoodWorks brand in 2006. John was first elected to the Board in 2011 and brings a broad range of relevant commercial and valuable practical experience, and is deeply committed to the future and success of the FoodWorks group.

“With 23 years in the retail supermarket industry and with experience in both small and large stores in metro country areas, I recognise the day to day struggles and challenges that retailers face, particularly in an increasing competitive climate. If re-elected, I intend to continue bringing significant value to the FoodWorks brand and its respective member stores, leading to their goal of achieving long term success.”

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IMPORTANT NOTICES

Only Class "A" Redeemable Preference Shareholders are entitled to vote at the AGM.

Voting Entitlements

For the purposes of determining voting entitlements for the AGM, shares will be taken as held by those registered in the Share Register at 5.00 pm on 19 November 2017.

Proxy Voting

A member is entitled to appoint a proxy to attend and vote on their behalf.

A Class "A" Redeemable Preference Shareholder who is entitled to cast 2 or more votes at the AGM, may appoint up to 2 proxies. To appoint 2 proxies, the appointment must specify the proportion of the voting rights which each proxy is entitled to represent. The proxy or proxies appointed by a Class "A" Redeemable Preference Shareholder must be appointed to represent the whole of that member's voting rights in respect of shares held by that member.

If you wish to appoint the Chairman of the meeting as your proxy, mark the appropriate box on the proxy form. Your proxy may be an individual or a body corporate and need not be a member of the Company.

Proxy Vote to be Effective

For the appointment of a proxy to be effective, the Proxy Form, together with any authority under which the Proxy Form was executed or a certified copy of that authority, must be:

- deposited at the Company's Registered Office, Level 1, 1601 Malvern Road, Glen Iris, Victoria 3146; or
- returned in the enclosed envelope to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Vic 8060; or
- faxed to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
- submitted to www.intermediaryonline.com, for Intermediary Online subscribers only (Custodians),

at least 48 hours before the meeting.

Proxyholders

Prior to the commencement of the meeting, proxyholders will be issued with details of the voting instructions (if any) that relate to their appointment. If a proxyholder has received directed voting instructions, the proxyholder will be deemed to have voted in accordance with those instructions if the proxy participates in the voting procedure.

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Directed Proxy Votes

If you appoint someone other than the Chairman of the meeting as your proxy and give them voting instructions and a poll is duly demanded in relation to the resolution, the Chairman of the meeting must cast those proxy votes on your behalf if your nominated proxy does not do so.

Undirected Proxy Votes

Unless otherwise precluded from voting (refer to the section above headed "Persons Precluded from Voting"), if a proxyholder has not received voting instructions (an undirected proxy) the proxyholder will be entitled to vote either for or against (or abstain) in respect of each resolution.

Corporate representative

If a representative of a corporate member is to attend the meeting pursuant to section 250D of the Corporations Act, a certificate of appointment of the representative must be produced prior to admission to the meeting. A form of the certificate may be obtained from the Company's Share Registry or at www.computershare.com.