# **PROXY FORM**

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.
FOR YOUR VOTE TO BE EFFECTIVE, THIS FORM MUST BE RECEIVED BY 10.00AM WST ON 19 NOVEMBER 2012.

# INDEPENDENCE GROUP NL

**REGISTERED OFFICE:** SUITE 4, LEVEL 5 SOUTH SHORE CENTRE 85 SOUTH PERTH ESPI ANADE

Sole Director and Sole Company Secretary

**9998273928** Reference Number:

ABN:46 092 786 304

SHARE REGISTRY: Security Transfer Registrars Pty Ltd

All Correspondence to: PO BOX 535, **APPLECROSS WA 6953 AUSTRALIA** 

Director / Company Secretary

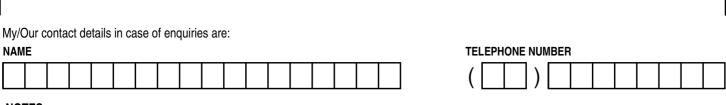
1

**IGO** 

	OUTH PERTH WA 6151									T: +61 8	8 9315 egistra	SS WA 6153 2333 F: +61 r@securitytra	ang Figriway, 3 AUSTRALIA 8 9315 2233 ansfer.com.au
									Co	ode:		IGO	
								Hol	der Numl	ber:			
SECTION A: Appointment of Proxy													
/W	e, the above named, being registered	holders of the Co				-	int:						
		OR											
	The meeting Chairman (mark with an "X")		(if t	Th his person	e name						Meeti	ng).	
or failing the person named, or if no person 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 the Company to be held at 10.00am WST on Wednesday 21 November 2012 at The Perth Concert Hall, Wardle Room, 5 St Georges Terrace, Perth, Western Australia and at any adjournment or postponement of that Meeting.													
Important for Resolutions 2 and 3: If the Chairman of the Meeting is (or becomes) your Proxy and you have not directed the Chairman how to vote on Resolutions 2 and 3 below, please mark this box.  By marking this box, you:  • expressly authorize the Chairman of the Meeting to exercise your Proxy on Resolutions 2 and 3 (except where you have indicated a different voting intention below) even though Resolutions 2 and 3 are connected directly or indirectly with the remuneration of a member of the Company's key management personnel; and  • acknowledge that the Chairman of the Meeting may exercise your Proxy even if he has an interest in the outcome of Resolution 3 and that votes cast by the Chairman for Resolution 3 other than as Proxy will be disregarded because of that interest.  If you do not mark this box, and you have not otherwise directed your Proxy how to vote on Resolutions 2 and 3, then the Chairman of the Meeting will not cast your votes on those Resolutions and your votes will not be counted in calculating the required majority if a poll is called on those Resolutions.  The Chairman of the Meeting intends to vote all available Proxies in favour of each Resolution.													
SECTION B: Voting Directions to your Proxy													
	lease mark "X" in the box to indicate y lesolution	our voting direction	ons to your Proxy.							Fo	r	Against	Abstain*
-	1. Re-election of Mr Peter Bilbe.												
2	2. Remuneration Report.												
(	3. Issue of Performance Rights to Mr C	Christopher Bonwi	ick.										
	o directions are given my Proxy may vo rou mark the Abstain box for a particular item, you			f on a show of I		-	our vote	es will no	t be counte	d in comp	uting the	required majo	rity on a poll.
his	s section must be signed in accorda	nce with the ins	tructions overleaf.										
Г	Individual or Security Holder		Securi	ty Holder 2			_ ,			Secur	ity Hol	der 3	

Director

1



#### **NOTES**

## 1. Name and Address

This is the name and address on the Share Register of INDEPENDENCE GROUP NL. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

## 2. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your Proxy please mark "X" in the box in Section A.

If the person you wish to appoint as your Proxy is someone other than the Chairman of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairman of the Meeting will be your Proxy. A Proxy need not be a Shareholder of INDEPENDENCE GROUP NL.

## 3. Directing your Proxy how to vote

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. If you do not mark this box, your Proxy may vote as they choose subject to any voting restrictions that apply to the Proxy (see below). If you mark more than one box on a Resolution your vote will be invalid on that Resolution. Where more than one Proxy is to be appointed and the Proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

If you intend to appoint a member of the Company's key management personnel (other than the Chairman of the Meeting) as your Proxy, please ensure that you direct them how to vote on Resolutions 2 and 3, otherwise they will not be able to cast a vote as your Proxy on those Resolutions. If the Chairman of the Meeting is (or becomes) your Proxy and you have not directed the Chairman how to vote on Resolutions 2 and 3, please mark the Chairman's box in Section A.

## 4. Default to the Chairman of the Meeting

Any directed Proxies that are not voted on a poll at the Meeting will automatically default to the Chairman of the Meeting, who is required to vote Proxies as directed.

## 5. Appointment of a Second Proxy

You are entitled to appoint up to two (2) persons as Proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by telephoning the Company's share registry +61 8 9315 2333 or you may photocopy this form.

To appoint a second Proxy you must:

- (a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- (b) Return both forms in the same envelope.

## 6. Signing Instructions

Individual: where the holding is in one name, the Shareholder must sign.

<u>Joint Holding:</u> where the holding is in more than one name, all of the Shareholders must sign.

<u>Power of Attorney:</u> to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

<u>Companies:</u> 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

## 7. Lodgement of Proxy

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than 10.00am WST on Monday 19 November 2012, being 48 hours before the time for holding the Meeting. Any Proxy form received after that time will not be valid for the scheduled Meeting.

Security Transfer Registrars Pty Ltd PO BOX 535 Applecross, Western Australia 6953

Street Address: Alexandrea House, Suite 1 770 Canning Highway Applecross, Western Australia 6153

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

#### PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.