



VITA GROUP LIMITED

ACN 113 178 519

Registered Office: Level 3, 77 Hudson Road, Albion, Queensland, 4010

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of Vita Group Limited will be held on Friday 24 October 2014 in the Vita Place Training Room, Level 3, 77 Hudson Road, Albion, Queensland 4010, at 10.00am.

BUSINESS

1. Financial Statements and Reports

To receive and consider the Financial Statements and the Reports of the Directors and the Auditor for the financial year ended 30 June 2014.

2. Re-election of Director appointed since the last AGM

Resolution 2 – Election of Mr Paul Wilson

To consider and, if thought fit, pass the following as an Ordinary Resolution:

That Mr Paul Wilson, a Non-Executive Director who was appointed on 9 May 2014 by the Directors, and who is retiring in accordance with Clause 58 of the Company's Constitution, being eligible, be elected as a Non-Executive Director of the Company.

3. Remuneration Report

Resolution 3 – Adoption of Remuneration Report

To consider and, if thought fit, pass the following Ordinary Resolution:

That the Remuneration Report contained in the Company's 2014 Annual Financial Report in respect of the financial year ended 30 June 2014, be adopted.

Voting Exclusion Statement: The Company will disregard any votes cast on the proposed resolution for adoption of the remuneration report (resolution 3) by or on behalf of:

- a member of the key management personnel of the Company, details of whose remuneration are included in the remuneration report for the year ended 30 June 2014 (**KMP**); and
- a closely related party of a KMP,

whether the votes are cast as a shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote cast by a KMP or closely related party of a KMP if:

- it is cast as a proxy;
- the proxy is appointed by writing that specifies how the proxy is to vote on the resolution proposed in resolution 3; and
- it is not cast on behalf of a KMP or a closely related party of a KMP.

The Company will not disregard votes cast by the Chairman on the resolution proposed in resolution 3, where:

- the Chairman has been expressly authorised to exercise undirected proxies, even though resolution 3 is related directly or indirectly with the remuneration of a member of KMP, which includes the Chairman; and
- the votes are not cast on behalf of a KMP or closely related party of a KMP.

The Company will also disregard any votes cast on the proposed resolution for adoption of the remuneration report (resolution 3) by a member of the key management personnel of the Company whose remuneration details are not included in the remuneration report for the year ended 30 June 2014, or a closely related party of any such member, as a proxy where the proxy appointment does not specify the way the proxy is to vote on Resolution 3, unless:

- the proxy is the Chair of the meeting at which resolution 3 is voted on; and
- the proxy appointment expressly authorises the Chair to exercise the proxy even if resolution 3 is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

You may be liable for breach of the voting restrictions in the Corporations Act if you cast a vote that the Company disregards.

By order of the Board



Mark E.H. Anning
Company Secretary

22 September 2014



EXPLANATORY NOTES

1. Financial Statements and Reports

The Financial Statements and Reports are included in the Vita Group Limited Annual Report for 2014 which has been made available to Shareholders and can be found on the Company's website (www.vitagroup.com.au). Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports and on the business, operations, financial position, management, and prospects of the Company. The Company's external auditor, PricewaterhouseCoopers, will be in attendance to respond to questions in relation to the conduct of the audit and the preparation and content of the Auditor's Report.

There is no requirement for the Financial Statements and these Reports to be formally approved by Shareholders.

2. Election of Director appointed since the last AGM

Clause 58 of the Company's Constitution provides that a Director appointed since the last AGM, will hold office until the end of the next Annual General Meeting of the Company, at which the Director may be elected.

Mr Paul Wilson was appointed on 9 May 2014, and he holds office until the end of this meeting. Mr Wilson is seeking election. His details are:

Paul Wilson Independent Non-Executive Director

Paul's business background includes 17 years principal investing experience, holding senior positions with leading private equity house, CHAMP, and the media focused investment house, Illyria.

Paul is a co-founder of Bailador Investment Management, which focuses on minority investments in expansion capital opportunities in the information sector. This role provides Paul with exposure to the latest technologies and business models to take advantage of the rapidly changing communications and entertainment landscape.

Paul's current board positions include: Chairman of SiteMinder, a provider of cloud based solutions to the hotel industry, selling into over 100 countries; Director of Standard Media Index, a provider of high value media industry data; Director of Viocorp International, the Australian market leader in online video enablement; Director of directories business Yellow Pages New Zealand; and Director of the Rajasthan Royals Indian Premier League cricket franchise.

Paul is a qualified Chartered Accountant, a fellow of the Financial Services Institute of Australia and a member of the Australian Institute of Company Directors. Paul became a Director of Vita Group in May 2014, and is a member of the Audit, Compliance & Risk Committee, and the Remuneration & Nomination Committee.

Having received an acknowledgement from Paul that he has sufficient time available to carry out the duties of a Director of Vita Group Limited, and having reviewed the performance of Paul as a Director, and the required mix of skills and experience required by the Board, the Directors (excluding Mr Wilson) recommend that Shareholders vote in favour of Resolution 2.

3. Remuneration Report

The Remuneration Report sets out the Board's remuneration policies, and the remuneration of Directors and Key Managers for the financial year.

Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on the report.

The Resolution is advisory only and does not bind the Directors or the Company. However, under the Corporations Act, if at least 25% of the votes cast on the resolution at the annual general meeting are against adoption of the report, then:

- if comments are made on the report at the annual general meeting, the Company's remuneration report for the financial year ending 30 June 2014 will be required to include an explanation of the board's proposed action in response or, if no action is proposed, the board's reasons for this; and
- if, at the Company's 2015 annual general meeting, at least 25% of the votes cast on the resolution for adoption of the remuneration report for the relevant financial year are also against its adoption, the Company will be required to put to shareholders a resolution proposing that a general meeting (Spill Meeting) be called to consider the election of directors of the Company (Spill Resolution). For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the directors (other than any managing director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

The remuneration report forms part of the directors' report, made in accordance with a unanimous resolution of the directors. Each of the directors recommends the report to shareholders for adoption.

ENTITLEMENT TO VOTE

For the purposes of the meeting, shares will be taken to be held by the persons who are registered as Shareholders as at 7.00pm (AEST) on Wednesday, 22 October 2014.

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 front of 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 one proxy, that proxy may vote on a show of hands, but if you appoint two proxies, neither proxy may vote on a show of hands.



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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.

You may lodge a proxy online at Computershare's internet address below 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 e-mail with a link to the Computershare site.

To be effective, the proxy form or electronic proxy appointment must be received by Computershare Investor Services Pty Limited at the address, facsimile number or internet address below, or by Vita Group at its registered office, Level 3 77 Hudson Road, Albion, Queensland, 4010 not later than 10.00am (AEST) on Wednesday 22 October 2014.

WHERE TO LODGE A PROXY

By Post:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Online:

Lodge proxy electronically at www.investorvote.com.au and logging in quoting the Control Number found on the front of your proxy form. Alternatively you can scan the QR code also found on the front of your proxy form. Intermediary Online subscribers (Custodians) may lodge their proxy by visiting www.intermediaryonline.com

Fax:

1800 783 447 (Within Australia)
+61 3 9473 2555 (Outside Australia)

You can elect to receive Shareholder information electronically, or obtain a replacement or second proxy form, by contacting Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia). You may also update your Shareholder communication elections by logging onto www.investorcentre.com.

ADMISSION TO MEETING

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

Shareholders who do not plan to attend the meeting are encouraged to complete and return a proxy form or lodge a proxy online, for each of their holdings of Vita Group shares.

SHAREHOLDER QUESTIONS

Vita Group encourages Shareholders to submit written questions in advance of the meeting. To submit a written question, please complete and return the accompanying form, or submit the question online, in accordance with the instructions on the form.

The question must be received by the Company no later than Thursday 16 October 2014 (five business days before the meeting). Questions should relate to matters that are relevant to the business of the meeting as outlined in the Notice of Meeting.

Questions will be collated and, during the meeting, the Chairman will endeavour to address as many of the more frequently asked questions as possible and, where appropriate, will give the representative of the auditor, PricewaterhouseCoopers, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all questions.

As soon as practicable after the meeting, a summary of the questions and answers will be made available and posted on the Company's website under the *Investor Relations* section, and where it is not possible to address a question at the meeting, an individual response will be sent to the Shareholder who raised the question.