



## NOTICE OF 2008 ANNUAL GENERAL MEETING

The Annual General Meeting of the shareholders of Fiducian Portfolio Services Limited (**Fiducian**) will be held at Fiducian's premises at Level 4, 1 York Street, Sydney NSW on Wednesday, 29 October 2008 at 10.00am.

### Ordinary Business

#### 1. DISCUSSION OF FINANCIAL REPORT

To discuss the consolidated financial report and the reports of the directors and auditor for the year to 30 June 2008, and to note the fully franked final dividend in respect of the year ended 30 June 2008 declared by the Board and paid by the Company.

#### 2. ADOPTION OF REMUNERATION REPORT (RESOLUTION 1)

To consider and if thought fit, pass the following resolution as a non-binding ordinary resolution:

"That the remuneration report is adopted."

The remuneration report is set out on pages 4 to 14 of the 2008 Directors Report. The vote on this resolution is advisory only and does not bind the directors or the Company.

#### 3. ELECTION OF DIRECTOR – MR ALEX KOROKNAY (RESOLUTION 2)

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

"That Mr Alex Koroknay, a director retiring by rotation, and being eligible for election, is re-elected as a director of the Company."

### Special Business

#### 4. MANAGING DIRECTOR SHARE OPTIONS (RESOLUTION 3)

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

"That approval is given to grant to Mr Indy Singh 15,000 share options to acquire ordinary shares in Fiducian in accordance with the terms of his employment agreement, at an exercise price of \$2.30 per share, and to issue shares subscribed for pursuant to the options."

#### 5. ADVISER SHARE OPTIONS (RESOLUTION 4)

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

"That approval is given to grant to Hawkesbury Financial Services Pty Ltd, in which Mr Frank Khouri is an adviser and shareholder, 3500 adviser share options to acquire ordinary shares in Fiducian, under the Fiducian Adviser Share Option Plan at an exercise price of \$2.70 per share, and to issue shares subscribed for pursuant to the options."

#### 6. OTHER BUSINESS

To deal with any other business that may be brought forward in accordance with Fiducian's Constitution and the *Corporations Act 2001*.

Dated: 27 August 2008

By Order of the Board of Directors

I Singh  
Company Secretary

# PROXIES AND VOTING

## Voting Exclusion

The Company will disregard any vote cast on resolutions 2, 3, or 4, by a director and his associates unless the vote is cast by:

- a person as proxy for a shareholder entitled to vote, in accordance with the directions on 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.

## Entitlement to attend and vote

You are entitled to attend and vote at the annual general meeting on Wednesday, 29 October 2008 if you are a registered holder of shares at 5pm on Monday 27 October 2008.

## Appointing a proxy

If you are entitled to attend and vote at the meeting you may appoint up to 2 proxies to attend and vote on your behalf. A proxy form is included with this notice of meeting. A proxy may be an individual or a corporation, but need not be a shareholder. If you appoint 2 proxies you may specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes.

If you appoint a proxy but attend the meeting yourself, the rights of the proxy to speak and vote on your behalf at the meeting will be suspended while you are present.

## Signing the proxy form

You, or your attorney, must sign the proxy form. If your attorney signs the proxy form, Computershare Investor Services Pty Limited must receive the original (or a certified copy) of the power of attorney under which the proxy form was signed. Computershare must receive your completed proxy form (and any supporting documents) by 10.00am on Monday 27 October 2008.

## Lodging your proxy form

You can lodge the signed proxy form (and any supporting documents) by:

- post to Computershare Investor Services Pty Limited using the reply paid envelope;
- post to GPO Box 242, Melbourne Vic 3001;
- fax to (03) 94732118, or to 61 3 94732118 (outside Australia); or
- hand delivery to Level 3, 60 Carrington Street, Sydney NSW 2000.

## How the Chairman will vote undirected proxies

The Chairman will vote undirected proxies in favour of all the resolutions.

## Corporate shareholders

A corporation may appoint an individual as a representative to exercise its powers as shareholder, or as a shareholder's proxy. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed, unless it was previously given to Fiducian's share registry (Computershare). The evidence may be either:

- a letter or certificate of appointment of corporate representative, executed in accordance with the company's constitution, authorising him or her to act as the company's representative; or
- a copy of the resolution appointing the person as the company's representative, certified by the secretary or director of the corporate shareholder.

# EXPLANATORY MEMORANDUM

These are the explanatory notes provided to assist the shareholders of Fiducian Portfolio Services Limited in their consideration of the proposed resolutions set out in the notice of the 2008 Annual General Meeting dated 19 September 2008.

## Resolution 1 – Remuneration Report

The remuneration report for the financial year is set out on pages 4 to 14 of the 2008 Directors Report. This report sets out the Company's remuneration arrangements for the managing director and non-executive directors.

### *Recommendation*

The directors recommend that you vote in favour of this resolution.

For the resolution to be passed it must be approved by 50% of the votes validly cast on the resolution by shareholders eligible to vote. However, under the *Corporations Act*, a vote on the resolution to adopt the remuneration report is advisory only and does not bind the directors or the Company.

## Resolution 2 - Retirement and Appointment of Director

Article 22 of Fiducian's Constitution provides that an election of directors must take place at each annual general meeting. One third of the directors (rounded down to the nearest whole number) and any director not in that number who, if he or she does not retire, will at the conclusion of the Annual General Meeting have been in office for three or more annual general meetings since last elected to office, must retire. Any director retiring from office under Article 22.1 is eligible for re-election. The managing director is not included in this process.

### Details of Candidate

#### Mr Alex Koroknay

<i>Term of office:</i>	Appointed January 2002
<i>Independent:</i>	Yes
<i>Fiducian board committee memberships:</i>	Member of Remuneration and Internal Compliance Committees
<i>External public company directorships</i>	Hunter Hall Global Value Limited

Mr Koroknay has over 35 years experience as a practising lawyer and has been a Director of Fiducian Portfolio Services Ltd for 6 years. He has extensive experience in the financial services sector. He is a Consultant with the national law firm HWL Ebsworth.

Mr Koroknay's demonstrated experience in the legal aspects of financial services places him in an ideal position to provide strategic advice for the growth of the Fiducian Group and implementation of the Group's strategic objectives.

### *Recommendation*

The directors recommend that you vote in favour of this resolution.

For the resolution to be passed it must be approved by 50% of the votes validly cast on the resolution by shareholders eligible to vote.

## Resolution 3 – Managing Director Share Options

The managing director is eligible for a maximum of 100,000 share options for each year of service, subject to performance criteria, which has been met this year. The other directors, Mr Bucknell, Mr Koroknay and Mr Khouri, are no longer entitled to participate in the Company's Employee and Director Share Option Plan pursuant to a resolution made 26 June 2007 whereby the directors resolved that share options would not be issued to non-executive directors in the future.

Performance criteria for issue of options are that either:

- (i) the Company's net pre-tax profit, **OR**
- (ii) the Company's share price (on the basis of a 30 day average for the previous June)

must increase by at least 15% over the previous year's results.

The options are to be issued under the Company's Employee and Director Share Option Plan and at the rate of 5,000 options for each percent increase in excess of 15% in the relevant financial year of the net pre-tax profit or market value.

On the above basis, Mr. Singh is entitled to 15,000 options.

#### *Exercise price*

The options are issued without cost. The directors have recommended an exercise price of \$2.30, being a discount of 8% on the volume weighted average trading price of fully paid shares sold in the ordinary course of trading on the ASX during June 2008. This is the exercise price at which Employee Share Options were issued this year.

#### *Recommendation*

The directors recommend that you vote in favour of this resolution.

For the resolution to be passed it must be approved by 50% of the votes validly cast on the resolution by shareholders eligible to vote.

### **Resolutions 4 - Adviser Share Options**

Advisers, adviser groups and franchisees invited by Fiducian to participate in the Adviser Share Option Plan (**ASOP**) are granted Adviser Share Options if they reach certain income targets in accordance with the ASOP. The ASOP is designed to provide an incentive to advisers to reflect their ongoing commitment to Fiducian by way of contribution to the income of Fiducian.

Directors approve the options in accordance with the ASOP. However, because Mr Khouri is a director of Fiducian, ASX Listing Rules require shareholder approval for the issue of the Adviser Share Options to the franchises with which they are associated.

Mr Khouri's eligibility for Adviser Share Options arises from his role as financial adviser and franchisee, and not his role as director. No other director is eligible to participate in the ASOP.

#### *Exercise Price*

The Adviser Share Options are issued at no cost, and the exercise price for those approved this year will be \$2.70, being a premium of 8% on the volume weighted average trading price of fully paid shares sold in the ordinary course of trading on the ASX during June 2008. This is in accordance with the ASOP. The Adviser Share Options will be issued within 12 months from the date of approval. Each Adviser Share Option allows the holder to acquire one share on exercise of that option (subject to the rules of the ASOP).

In accordance with the ASX Listing Rules, the ASOP provides for adjustments to the exercise price, or the number of shares to which the Adviser Share Options relate, where Fiducian makes a rights issue or bonus issue or undertakes a reconstruction. The ASOP allows for Adviser Share Options to be exercised at any time before expiry of the exercise period if an offer is made under a takeover announcement for the shares and the offeror has a voting interest of 50% or more in the shares, the directors have recommended acceptance of the offer or the directors have resolved that the options may be exercised.

#### *Calculations*

The number of Adviser Share Options for an adviser group for a financial year is calculated by a formula based on income generated for Fiducian, divided by the volume weighted average price of the shares traded on the ASX during the previous June. In a financial year an adviser group cannot receive more than 20% of Adviser Share Options issued and the total number of Adviser share options issued to all adviser groups cannot exceed 15% of the issued shares of Fiducian.

The issue of Adviser Share Options is subject to any necessary regulatory approvals.

#### *Recommendation*

The directors recommend that you vote in favour of these resolutions.

For a resolution to be passed it must be approved by 50% of the votes validly cast on the resolution by shareholders eligible to vote.



# FIDUCIAN

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**Fiducian Portfolio Services Limited**

ABN 13 073 845 931

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

## 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 2118

### For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

 **For your vote to be effective it must be received by 10.00am (AEDT) Monday 27 October 2008**

### 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

**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.

**Turn over to complete the form** →



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- 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.

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 member/s of The Fiducian Portfolio Services 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 Fiducian Portfolio Services Limited to be held at Level 4, 1 York Street, Sydney NSW on Wednesday, 29 October 2008 at 10.00am and at any adjournment of that meeting.

**Important for Items 2, 3 and 4:** If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Items 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 2, 3 and 4 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 2, 3 and 4 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.

#### Ordinary Business

	For	Against	Abstain
1 That the Remuneration Report is adopted	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To re-elect Mr Alex Koroknay as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### Special Business

3 That approval is given to grant Mr Indy Singh 15,000 share options to acquire ordinary shares in Fiducian in accordance with the terms of his employment agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 That approval is given to grant Hawkesbury Financial Services Pty Ltd 3500 adviser share options to acquire ordinary shares in Fiducian	<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 \_\_\_\_/\_\_\_\_/\_\_\_\_



**FIDUCIAN**  
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**Fiducian Portfolio Services Limited**

ABN 13 073 845 931

**All correspondence to:**

Computershare Investor Services Pty Limited  
GPO Box 2975 Melbourne  
Victoria 3001 Australia  
Enquiries (within Australia) 1300 855 080  
(outside Australia) 61 3 9415 4000  
Facsimile 61 3 9473 2500  
[www.computershare.com](http://www.computershare.com)

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

Dear Securityholder,

We have been trying to contact you in connection with matters arising from your securityholding in Fiducian Portfolio Services Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings other than notices of meetings.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- Securityholder Reference Number (SRN) or Holder Identification Number (HIN);
- ASX trading code;
- Name of company in which security is held;
- Old address; and
- New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

In addition, if your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Fiducian Portfolio Services Limited