

R H G

ABN 22 055 136 564

ASX CODE: RHG
FOR IMMEDIATE RELEASE TO MARKET

18 December 2013

RHG Limited Scheme Meeting and General Meeting Chairman's address and presentation

In accordance with Listing Rule 3.13.3, please find attached a copy of the Chairman's address and presentation which will be provided today at RHG Limited's Scheme Meeting and General Meeting.

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RHG Limited

Scheme Meeting and General Meeting – Chairman's address

Introduction

Good morning ladies and gentlemen and welcome to the Scheme Meeting and General Meeting of RHG Limited. My name is Glenn Goddard and I am the Chairman, Chief Executive Officer and Managing Director of RHG Limited.

Today, shareholders will be asked to vote on a proposed scheme of arrangement under which AMAC would acquire all the shares in RHG for 50.1 cents per share, and a financial assistance resolution, which is a condition to the scheme of arrangement proceeding.

I would like to begin by introducing my fellow directors:

- John Kean;
- Paul Jensen;
- Gabriel Radzynski; and
- Richard Nott,

all of whom are non-executive directors of RHG.

I also welcome members of our executive team:

- David Hadlow, Head of Operations;
- Warren Williams, Treasurer;
- Michael Renshaw, Chief Financial Officer; and
- Karen Reid, General and Compliance Counsel,

and our company secretary, Nick Geddes.

Representatives of our solicitors, King & Wood Mallesons and our financial advisers, Greenstone Partners, are also present here today.

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Our securities registrar, Computershare Investor Services Pty Limited, is also represented and will collect the voting forms and count the votes.

Before I begin today's formal proceedings, I would like to thank my fellow directors, for their efforts and the many hours of their time which they have devoted to this deal.

The board and I would also like to thank a number of people for their hard work and collaborative efforts in getting us to where we are today:

- Greenstone Partners, RHG's financial advisers, who offered an extremely deal-focussed and motivated approach to the transaction;
- King & Wood Mallesons and PricewaterhouseCoopers, our legal advisers and our auditors, for their hard work;
- Nick Geddes, RHG's company secretary, for his many years of service to the company; and
- all of RHG's employees for their hard work and longstanding commitment.

Scheme Meeting and General Meeting

Turning to the formal business of today's Meetings:

I have been advised that we have the required number present for a quorum to allow the Scheme Meeting to proceed.

Therefore, I formally declare the Scheme Meeting of RHG Limited's shareholders open.

The Scheme Meeting has been convened by an order of the Federal Court of Australia in accordance with section 411 of the Corporations Act. The business of the Scheme Meeting is to consider a resolution in relation to a proposed Scheme of Arrangement between RHG and the holders of RHG Shares, set out in the Notice of Scheme Meeting attached as Annexure E to the Scheme Booklet dated 7 November 2013.

I propose to take the Notice of Scheme Meeting as read.

I have been directed by the Court to chair the Scheme Meeting.

I have also been advised that we have the required number present for a quorum to allow the General Meeting to proceed. Therefore I formally declare the General Meeting of RHG Limited's shareholders open.

I too will chair the General Meeting.

The General Meeting has been convened by RHG for its shareholders to consider and vote to approve the granting of Financial Assistance by RHG and its subsidiary RHGHL directly or indirectly to AMAC after the Scheme is implemented. AMAC is to use the Financial Assistance to repay funds which it has borrowed to pay the Scheme Consideration for the RHG Shares. Payment of these funds will not reduce the Scheme Consideration payable to RHG Shareholders.

Details of this Financial Assistance are set out in the Notice of General Meeting contained in the Scheme Booklet dated 7 November 2013.

I propose to take the Notice of General Meeting as read.

Order of events

The order of events for today is as follows:

- Having opened the meetings, I will provide a brief overview of the Scheme of Arrangement, including reasons to vote in favour of and against the Scheme of Arrangement, the conclusion of the Independent Expert and the RHG Directors' recommendation;
- I will then adjourn the Scheme Meeting and discuss in detail the Financial Assistance Resolution to be voted on at the General Meeting and allow for questions and debate;
- After adjourning the General Meeting and reconvening the Scheme Meeting, I will discuss in detail the Scheme Resolution to be voted on at the Scheme Meeting and allow for questions and debate;
- I will then put the Financial Assistance Resolution and the Scheme Resolution to the shareholders for consideration and voting;
- Both Meetings will then be closed and Computershare will count the votes;
- The voting results will be announced to ASX today and will also be available on RHG's website.

For ease of reference and brevity, the use of any defined terms at today's Meetings are, unless the context otherwise requires, references to the corresponding term as defined in the Scheme Booklet you will have received.

Overview of the Scheme

I would like to comment briefly on the background to the Scheme.

The purpose of today's Meetings is to consider the proposal from AMAC, backed by a guarantee from Resimac to acquire all the ordinary shares in RHG Limited by way of a Scheme of Arrangement. I will refer to this proposal as the "**Scheme**" and I will refer to AMAC and Resimac collectively as the "**Resimac Syndicate**". The terms of the Scheme of Arrangement are set out in Annexure C to the Scheme Booklet.

On Monday 8 July 2013, RHG announced that on 6 July 2013 it had entered into a Merger Implementation Deed with the Resimac Syndicate, pursuant to which AMAC would acquire all the shares in RHG for a cash consideration of 44.1 cents per RHG Share. This was followed by a number of proposals by Pepper Australia Pty Limited, and later by Pepper Australia Pty Limited and Cadence Capital Limited; and counter proposals from the Resimac Syndicate.

On 18 October 2013 RHG announced that it had reached agreement with the Resimac Syndicate on the key terms of a revised offer to acquire all of the shares in RHG for a cash consideration of 50.1 cents per RHG Share.

On 24 October 2013 RHG and the Resimac Syndicate entered into an amended Merger Implementation Deed to give effect to the terms of the revised offer.

The Scheme Consideration of 50.1 cents per RHG Share will not be reduced by the fully franked Dividend of 3 cents per RHG Share declared on 8 July 2013 and paid on 22 August 2013. Accordingly, RHG Shareholders who were on the RHG Register on the Dividend Record Date of 7 August 2013 and who will be on the RHG Register on the Scheme Record Date of 7pm on 31 December 2013 will have received Total Payments of 53.1 cents per RHG Share.

The Total Payments of 53.1 cents for each RHG Share represent a 43.5% premium to RHG's trading price prior to the announcement on 21 May 2013 that RHG had received a conditional proposal from the Resimac Syndicate. They also represent a 32.8% premium on the closing price of RHG Shares on 5 July 2013, being the last trading day prior to the announcement of the proposed Scheme. They also represent a 33.8% premium to the 30 day volume weighted average price to 5 July 2013.

Financial Assistance Resolution

It is a condition precedent to implementation of the Scheme that RHG's shareholders resolve to approve the payments of amounts by RHG and its subsidiary RHGHL directly or indirectly to AMAC after the Scheme is implemented (and, in limited circumstances, the granting of an all assets security by RHG to National Australia Bank Limited (who will provide financing for part of the Scheme Consideration)). AMAC is to use the funds to repay its borrowings to pay the Scheme Consideration. Payment of these funds will not reduce the Scheme Consideration payable to RHG Shareholders under the Scheme.

I will refer to the resolution as the **Financial Assistance Resolution**. If the Financial Assistance Resolution is not approved by shareholders at the General Meeting then, in the absence of a waiver from the Resimac Syndicate, the Scheme cannot be implemented.

Other conditions of the Scheme

The Scheme is also conditional on, amongst other things:

- the approval by shareholders of RHG of the Scheme Resolution to be considered at today's Scheme Meeting; and
- the Federal Court of Australia approving the Scheme at the Second Court Hearing which is scheduled to be held on 20 December 2013.

There are a number of other conditions to the Scheme set out in the Merger Implementation Deed and the Scheme Booklet. With the exception of the approval of the Financial Assistance Resolution and the Scheme Resolution, and Court approval, the other conditions have now been met or are expected to be met before the Second Court Hearing.

Reasons to vote in favour of the Scheme and the Financial Assistance Resolution

You will have received a Scheme Booklet from RHG containing important information about the Scheme, including reasons to vote in favour of the Scheme and risks relating to an investment in RHG.

As outlined on page 10 and, in more detail, on pages 24 to 32 of the Scheme Booklet, the RHG Directors have identified a number of reasons why you may vote in favour of the Scheme and the Financial Assistance Resolution. The reasons include:

- the Total Payments of 53.1 cents in cash for each RHG Share represent a significant premium to RHG's historical trading prices;
- no Superior Proposal has emerged since RHG and the Resimac Syndicate entered into the amended Merger Implementation Deed on 24 October 2013;
- the Scheme allows RHG Shareholders to sell their RHG Shares and removes their exposure to the risks involved in amortising the Loan Book and winding up RHG;
- RHG's share price may fall if the Scheme is not implemented;
- RHG Shareholders will not incur any brokerage or stamp duty on the transfer of RHG Shares under the Scheme; and
- the Financial Assistance which is the subject of the Financial Assistance Resolution will not reduce the Scheme Consideration payable to RHG Shareholders for their RHG Shares. The Resimac Syndicate has advised the RHG Board that implementation of the Financial Assistance has enabled the Resimac Syndicate to offer the current price to be paid for the RHG Shares under the Scheme.

Possible reasons to vote against the Scheme

Although the Scheme is recommended by the RHG Directors, and the Independent Expert has concluded that the Scheme is in the best interests of RHG Shareholders, factors which may lead you to consider voting against the Scheme include the following:

- you may disagree with the Directors and the Independent Expert and believe that the Scheme is not in your best interests;
- if the Scheme proceeds, you will no longer be a shareholder of RHG and you will not participate in any potential upside that may result from being a shareholder of RHG;
- the tax consequences of the implementation of the Scheme may not be suitable to your financial position; and
- you may consider that there is potential for a superior proposal to the Scheme to be made.

Independent Expert's conclusion

The Independent Expert, Deloitte Corporate Finance Pty Limited, has concluded that the Scheme is in the best interests of RHG Shareholders. The Independent Expert's report has been included in full in the Scheme Booklet.

RHG Director's recommendation

RHG Directors believe that the Scheme is in the best interests of RHG's shareholders.

The RHG Directors' recommendation that you vote in favour of the Scheme and the Financial Assistance Resolution is subject to no Superior Proposal being forthcoming and the Independent Expert maintaining its conclusion that the Scheme is in the best interests of RHG's Shareholders. The Independent Expert has not changed its conclusion and no alternative proposal has eventuated. As such the RHG Directors unanimously recommend that shareholders vote in favour of the Scheme and the Financial Assistance Resolution.

Each RHG Director intends to vote the RHG Shares they own or control in favour of the Scheme and the Financial Assistance Resolution.

Procedure following the Scheme Meeting and the General Meeting

Turning to the proposed timetable for implementation of the Scheme - in the event that RHG Shareholders approve the Financial Assistance Resolution and the Scheme at today's Meetings, and the Scheme is approved by the Court on 20 December 2013, trading of RHG Shares on ASX will cease at close of trading on 20 December 2013.

RHG Shareholders on the RHG Register at 7:00pm on 31 December 2013 are due to receive the Scheme Consideration on or about 8 January 2014.

I now adjourn the Scheme Meeting for a discussion of the Financial Assistance Resolution.

Financial Assistance Resolution

I will first address the voting requirements for that resolution.

As the Financial Assistance Resolution is a special resolution, it must be passed by at least 75% of the votes cast by shareholders entitled to vote on the resolution with no votes being cast in favour of the Financial Assistance Resolution by AMAC or Resimac or their associates (as holders of RHG Shares, if applicable).

Turning to the text of the Financial Assistance Resolution which appears on the following slide, I will give you an opportunity to review it.

"1 *for the purposes of sections 260A(1)(b) and 260B of the Corporations Act 2001 (Cth) ("**Corporations Act**"), approval is given for RHG Limited and RHG Home Loans Pty Limited (ACN 053 725 741) to give financial assistance as described in the Explanatory Statement annexed to this Notice of General Meeting; and*

- 2 *RHG Limited and RHG Home Loans Pty Limited (ACN 053 725 741) may enter into and give effect to the documents required to implement the financial assistance as described in the Explanatory Statement annexed to this Notice of General Meeting.”*

The position in relation to proxies for the Financial Assistance Resolution is as set out on the screen. I will now pause so that you can review these.

As the Financial Assistance Resolution is a special resolution requiring a 75% majority of the votes cast by shareholders entitled to vote on the resolution, as noted in the Scheme Booklet the voting will be determined by means of a poll and not a show of hands.

Questions and comments on the Financial Assistance Resolution

I propose to take questions and comments on the Financial Assistance and the Financial Assistance Resolution now.

I would remind you that only shareholders, corporate representatives and proxy holders are entitled to speak at the Scheme Meeting. Accordingly, if you wish to raise a question or make a comment would you please raise your *yellow* forms or *blue* non-voting forms and make your way to the microphone in the middle of the room to ask a question or make a comment. If you are unable to make your way to the microphone, a microphone will be brought to you.

If you hold a *white* visitor card, you are kindly requested only to observe.

Questions should be restricted to matters relevant to the business of the General Meeting. You will have an opportunity to ask questions or provide comments relating to the Scheme or the Scheme Resolution later in the proceedings. If you have any unrelated questions or comments, members of the RHG Board and management will be available during refreshments.

If you have more than one question and other shareholders have questions, I may ask you to wait until other shareholders have had an opportunity to speak.

When you are invited to ask a question, please state your name and the capacity in which you are speaking before asking your question.

I would add that should you need to leave before the conclusion of today's Meetings, you may provide a Computershare representative with your completed voting forms as you leave.

Are there any questions or comments?

Are there any further questions?

I believe there are no further questions.

I now adjourn the voting on the Financial Assistance Resolution and reconvene the Scheme Meeting to discuss matters relating to the Scheme.

Scheme Meeting

As voting on the Scheme is governed by section 411 of the Corporations Act, there is a dual voting requirement. Before the Scheme Resolution can be passed it requires the voting to satisfy both of the following:

- (a) at least 75% of the votes validly cast on the Scheme Resolution must be in favour of the Scheme Resolution; and
- (b) a majority in number of the shareholders present and voting on the Scheme Resolution (either in person or by proxy) must have voted in favour of the resolution.

Turning to the text of the Scheme Resolution which appears on the following slide, I will give you an opportunity to review it.

'That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between RHG Limited and the holders of its ordinary shares (other than certain excluded shareholders), as contained in and more particularly described in the scheme booklet of which the notice convening this meeting forms part, is agreed to, with or without alterations or conditions as approved by the Federal Court to which RHG Limited and AMAC and Resimac agree.'

The position in relation to proxies for the Scheme Resolution is as set out on the screen. I will now pause so that you can review these.

I table a copy of the Scheme of Arrangement referred to in the Scheme Resolution, which I have initialled for identification.

In view of the voting requirements on the Scheme Resolution, as noted in the Scheme Booklet the voting will be determined by means of a poll and not a show of hands.

Questions and comments on the Scheme Resolution

I propose to take questions and comments on the Scheme Resolution and the Scheme of Arrangement now.

I would remind you that only shareholders, corporate representatives and proxy holders are entitled to speak at the Scheme Meeting. Accordingly, if you wish to raise a question or make a comment would you please raise your *red* forms or *blue* non-voting forms and make your way to the microphone in the middle of the room to ask a question or make a comment. If you are unable to make your way to the microphone, a microphone will be brought to you.

If you hold a *white* visitor card, you are kindly requested only to observe.

Questions should be restricted to matters relevant to the business of the Scheme Meeting. If you have any unrelated questions or comments, members of the RHG Board and management will be available during refreshments.

If you have more than one question and other shareholders have questions, I may ask you to wait until other shareholders have had an opportunity to speak.

When you are invited to ask a question, please state your name and the capacity in which you are speaking before asking your question.

Are there any questions or comments?

Are there any further questions?

I believe there are no further questions.

Voting on the resolutions

I now reconvene the General Meeting for voting on the Financial Assistance Resolution.

We will now proceed to vote on the Financial Assistance Resolution.

The voting forms are the *yellow* forms titled "General Meeting".

Would you now please complete your *yellow* voting forms. Please do not complete your *red* voting form at this stage.

To cast your vote for, against or abstain from voting on the Financial Assistance Resolution, place a mark in the corresponding box on your *yellow* voting form. If you place a mark in more than one box in relation to the Financial Assistance Resolution, your vote will be invalid. If you are voting in more than one capacity, for example as a shareholder and proxy holder, you will have received two separate *yellow* voting forms enabling you to vote in each capacity.

Representatives from Computershare will circulate with boxes to collect your *yellow* voting forms so that the counting can be undertaken. As indicated in the Scheme Booklet, if you appointed me as Chairman as your proxy but did not indicate on the proxy form how your votes are to be cast, I will cast those votes in favour of the Financial Assistance Resolution.

If you require any assistance, Computershare staff are here to assist you. Please raise your hand if you require assistance.

Would you please indicate by raising your hand if you require more time to complete your voting forms?

Thank you. I will now vote all undirected proxies which nominate the chair as proxy or where the chair is appointed by default.

Has everyone handed in their voting forms? I hereby declare the poll on the Financial Assistance Resolution to be closed and request representatives of Computershare to count the votes.

We will now proceed to vote on the Scheme Resolution.

The voting forms are the *red* forms titled "Scheme Meeting".

Would you now please complete your *red* voting forms.

To cast your vote for, against or abstain from voting on the Scheme Resolution, place a mark in the corresponding box on your *red* voting forms. If you place a mark in more than one box in relation to the

resolution, your vote for that resolution will be invalid. If you are voting in more than one capacity, for example as a shareholder and proxy holder, you will have received two separate *red* voting forms enabling you to vote in each capacity.

Representatives from Computershare will circulate with boxes to collect your *red* voting forms so that the counting can be undertaken. As indicated in the Scheme Booklet, if you appointed me as Chairman as your proxy but did not indicate on the proxy form how your votes are to be cast, I will cast those votes in favour of the Scheme Resolution.

If you require any assistance, Computershare staff are here to assist you. Please raise your hand if you require assistance.

Would you please indicate by raising your hand if you require more time to complete your voting forms?

Thank you. I will now vote all undirected proxies which nominate the chair as proxy or where the chair is appointed by default.

Has everyone handed in their voting forms?

I hereby declare the poll on the Scheme Resolution to be closed and request representatives of Computershare to count the votes.

Once counting has been completed, the voting results will be announced to ASX and will also be published on RHG's website. The Scheme is conditional upon approval from the Federal Court of Australia and the results of the Scheme Meeting will be reported to the Court. The Court date for approval of the Scheme will be Friday 20 December 2013.

As it will take a while to count the votes I now close the Scheme Meeting and the General Meeting, subject to the determination of the results of the polls and the announcement of the voting results to ASX.

You are all invited to join me outside for refreshments.

Thank you for your attendance and support.

Merry Christmas and Happy New Year.

Scheme Meeting and General Meeting

18 December 2013

R H G

Today RHG is holding two meetings

◆ **Scheme Meeting**

- Convened by the Federal Court of Australia
- Resolution to approve a scheme of arrangement between RHG and its shareholders which, if approved at the Scheme Meeting and the Court, will result in the acquisition of 100% of RHG Shares by AMAC, backed by a guarantee from Resimac

◆ **General Meeting**

- Convened by RHG Limited
- Resolution to approve payments by RHG Limited and RHG Home Loans Pty Limited directly or indirectly to AMAC after the Scheme is implemented

Overview of the Scheme

- ◆ Proposed by AMAC, backed by a guarantee from Resimac, to acquire all the RHG Shares by way of a scheme of arrangement
- ◆ 6 July 2013
Original Merger Implementation Deed – AMAC proposal to acquire all the RHG Shares for 44.1 cents per RHG Share
- ◆ Proposals by Pepper Australia Pty Limited, later by Pepper Australia Pty Limited and Cadence Capital Limited, and counterproposals by Resimac Syndicate
- ◆ 24 October 2013
Amended Merger Implementation Deed, revised AMAC proposal to acquire all of the RHG Shares for 50.1 cents per RHG Share
- ◆ Shareholders to consider and approve implementation of the Scheme

Scheme Consideration Metrics

Total Payments = Dividend + Scheme Consideration

53.1c = 3c + 50.1c

Premium	RHG Share Price
43.5%	RHG Share trading price prior to announcement on 2013 of receipt of the conditional proposal from Resimac Syndicate
32.8%	Closing price of RHG Shares on 5 July 2013, last trading day prior to announcement of the proposed Scheme
33.8%	30 day volume weighted average price to 5 July 2013

Financial Assistance Resolution

- ◆ Condition precedent to implementation of the Scheme
- ◆ Approval by shareholders of payments by RHG and RHGHL directly or indirectly to AMAC (and, in limited circumstances, the granting of an all assets security by RHG to National Australia Bank Limited (who will provide financing for part of the Scheme Consideration))
- ◆ AMAC to use funding to repay funds which it has borrowed to pay the Scheme Consideration for the RHG Shares
- ◆ Payment of funds by RHG and RHGHL to AMAC will not reduce the Scheme Consideration payable to RHG Shareholders under the Scheme

Reasons to vote in favour of the Scheme and the Financial Assistance Resolution

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- ✓ The Total Payments represent a significant premium to RHG's historical trading prices
- ✓ No Superior Proposal has emerged since RHG entered into the fourth Deed of Amendment on 24 October 2013
- ✓ The Scheme allows RHG Shareholders to sell their RHG Shares and removes their exposure to the risks involved in amortising the Loan Book and winding up RHG
- ✓ The RHG Share price may fall if the Scheme is not implemented
- ✓ You will not incur any brokerage or stamp duty on the transfer of your RHG Shares under the Scheme
- ✓ The Financial Assistance which is the subject of the Financial Assistance Resolution will not reduce the Scheme Consideration. The Resimac Syndicate has advised the RHG Board that implementation of the Financial Assistance has enabled the Resimac Syndicate to offer the current price to be paid for RHG Shares under the Scheme

Possible reasons to vote against the Scheme

- x You may disagree with the RHG Directors and the Independent Expert and believe that the Scheme is not in your best interests
- x If the Scheme proceeds, you will no longer be an RHG Shareholder and you will not participate in any potential upside that may result from being an RHG Shareholder
- x The tax consequences of the implementation of the Scheme may not be suitable to your financial position
- x You may consider that there is potential for a Superior Proposal to be made

Independent Expert's conclusion and RHG Directors' recommendation

- ◆ The Independent Expert has concluded that the Scheme is in the best interests of RHG Shareholders
- ◆ The RHG Directors have unanimously recommended that RHG Shareholders vote in favour of the Scheme and the Financial Assistance Resolution:
 - in the absence of a Superior Proposal; and
 - subject to the Independent Expert, who has concluded that the Scheme is in the best interests of RHG Shareholders, maintaining that conclusion

Timetable

Date	Event
7 November 2013	Date of Scheme Booklet
10am on 16 December 2013	Last date and time to lodge proxies for the Scheme Meeting and the General Meeting
18 December 2013	Scheme Meeting and General Meeting
	If the Financial Assistance Resolution and the Scheme are approved by RHG Shareholders:
20 December 2013	<ul style="list-style-type: none"> • Second Court Date for approval of the Scheme • Court orders approving the Scheme lodged with ASIC and the Scheme is Effective (Effective Date) • Last day of trading in RHG Shares • Suspension of RHG Shares
7pm on 31 December 2013	Scheme Record Date for determining entitlement to Scheme Consideration
8 January 2014	Implementation Date Transfer of RHG Shares to AMAC Commencement of payment of Scheme Consideration

Financial Assistance Resolution – voting threshold

For the Financial Assistance Resolution to pass:

- ◆ at least 75% of the votes cast by Shareholders entitled to vote on the resolution must be in favour of the Financial Assistance Resolution

Financial Assistance Resolution – text

That:

1 *for the purposes of sections 160A(1)(b) and 260B of the Corporations Act 2001 (Cth) (“Corporations Act”), approval is given for RHG Limited and RHG Home Loans Pty Limited (ACN 053 725 741) to give financial assistance as described in the Explanatory Statement annexed to this Notice of General Meeting; and*

2 *RHG Limited and RHG Home Loans Pty Limited (ACN 053 725 741) may enter into and give effect to the documents required to implement the financial assistance as described in the Explanatory Statement annexed to this Notice of General Meeting.’*

Financial Assistance Resolution – proxies pre meeting

	NUMBER	PERCENTAGE
FOR	165,941,631	96.01
AGAINST	755,121	0.44
OPEN	6,129,420	3.55
ABSTAIN	341,595	N/A

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Questions and comment on the Financial Assistance Resolution

R H G

Scheme Resolution – voting threshold

For the resolution to approve the Scheme to pass:

- ◆ at least 75% of the votes validly cast on the resolution must be in favour of the resolution; **and**
- ◆ a majority in number of the shareholders present and voting on the resolution (either in person or by proxy) must vote in favour of the resolution

Scheme Resolution – text

‘That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between RHG Limited and the holders of its ordinary shares (other than certain excluded shareholders), as contained in and more particularly described in the scheme booklet of which the notice convening this meeting forms part, is agreed to, with or without alterations or conditions as approved by the Federal Court to which RHG Limited and AMAC and Resimac agree.’

Scheme Resolution – proxies pre meeting

	NUMBER	PERCENTAGE
FOR	164,664,554	96.04
AGAINST	768,158	0.45
OPEN	6,016,004	3.51
ABSTAIN	891,611	N/A

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Questions and comments on the Scheme and the Scheme Resolution

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Financial Assistance Resolution – YELLOW Voting Forms

Please complete the **YELLOW** voting forms

R H G
RHG Limited
ABN 22 055 136 564

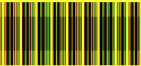
GENERAL MEETING

18 DECEMBER 2013

**SHAREHOLDER/PROXYHOLDER
ADMISSION & VOTING CARD**

THE DIRECTORS OF RHG LIMITED
THANK YOU FOR YOUR ATTENDANCE


PLEASE RETAIN THIS CARD UNTIL THE CLOSE OF THE MEETING



1

Please read the instructions on the reverse before voting

SHAREHOLDER VOTING INSTRUCTIONS



1

If you wish to cast all your votes for or against the motion, place a mark in the appropriate FOR box or AGAINST box for the motion.

If you wish to cast some of your votes for the motion and some of your votes against the motion write in the FOR box the actual number or percentage of votes you are casting for the motion and write in the AGAINST box the actual number or percentage of votes you are casting against the motion. The sum of the votes cast or the percentages FOR and AGAINST the motion must not exceed your voting entitlement or 100%.

PROXYHOLDER VOTING INSTRUCTIONS
Please refer to Summary of Proxy Votes Form attached to this card for instructions.

General Meeting FOR AGAINST ABSTAIN

That:

1 for the purposes of sections 260A(1)(b) and 260B of the Corporations Act 2001 (Cth) ("Corporations Act"), approval is given for RHG Limited and RHG Home Loans Pty Limited (ACN 053 725 741) to give financial assistance as described in the Explanatory Statement annexed to this Notice of General Meeting; and

2 RHG Limited and RHG Home Loans Pty Limited (ACN 053 725 741) may enter into and give effect to the documents required to implement the financial assistance as described in the Explanatory Statement annexed to this Notice of General Meeting.

Name of Shareholder/Proxyholder

Signature

Meetings Closure

R H G

Disclaimer

information in this presentation including, without limitation, any forward looking statements or options (the **Information**) may be subject to change without notice.

To the extent permitted by law, RHG, and its officers, employees and advisers do not make any representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of the Information and disclaim all responsibility and liability for it (including, without limitation, liability for negligence).

Actual results may differ materially from those predicted or implied by any forward looking statements for a range of reasons outside the control of the relevant parties.

The information contained in this presentation should not be considered to be comprehensive or comprise all the information which a RHG Shareholder or potential investor may require in order to determine how to vote at the Scheme Meeting or the General Meeting and whether to deal in RHG Shares. This presentation does not take into account the financial situation, investment objectives and particular needs of any particular person.

The repayment and performance of an investment in RHG Limited is subject to investment risk and is not guaranteed by RHG or any of its related bodies corporate or any other person or organisation.