

# NOTICE OF MEETING

## **FOR THE PROPOSED AMENDMENT OF THE TERMS OF RESET EXCHANGEABLE SECURITIES (RES) ISSUED BY IAG FINANCE (NEW ZEALAND) LIMITED IN JANUARY 2005**

**IAG Finance (New Zealand) Limited** (ABN 97 111 268 243),  
through its New Zealand branch a wholly-owned subsidiary of  
**Insurance Australia Group Limited** (ABN 60 090 739 923)

RES are unsecured notes for the purposes of section 283BH of the Corporations Act.  
If the Amendments are approved, the Amended RES will also be unsecured notes  
for the purposes of section 283BH of the Corporations Act.

# KEY DATES

Event	Date
Announcement of the proposed Amendments	<b>23 October 2009</b>
Notice of Meeting and this Explanatory Statement sent to RES Holders	<b>4 November 2009</b>
Record date (to determine RES Holders who are eligible to vote)	<b>2 December 2009</b>
Last date to lodge proxy vote or notify of appointment of attorney or corporate representative	<b>4.00pm, 7 December 2009</b>
RES Holder Meeting Date	<b>4.00pm, 9 December 2009</b>
Amendment Date (if approved)	<b>15 December 2009</b>
First Reset Date under the Amended RES Terms (if approved)	<b>16 December 2019</b>

## DATES MAY CHANGE

These dates are indicative only and may change. The Issuer may elect to postpone the RES Holder Meeting Date or to withdraw the Amendments at any time before the RES Holder Meeting Date. Any variations to these dates may be subject to ASX approval.

## QUOTATION OF RES

The Existing RES are currently quoted on ASX under the code "IANG". The Amendments will not affect the quotation of the Amended RES on ASX.

## PROXY VOTES AND APPOINTING AN ATTORNEY OR CORPORATE REPRESENTATIVE

Proxy votes and any authority appointing an attorney or corporate representative will only be accepted prior to 4.00pm on 7 December 2009. There is a Proxy Form accompanying this Notice of Meeting. You can also obtain a copy of this Notice of Meeting on the IAG website at [www.iag.com.au/res](http://www.iag.com.au/res) or arrange for a copy of this document and a Proxy Form to be sent to you by calling the **RES Information Line** on **1300 666 635** if calling from within Australia, **+61 3 9415 4210** from outside Australia, Monday to Friday (8.30am–5.30pm).

## DEFINED WORDS AND EXPRESSIONS

Some words and expressions used in this Notice of Meeting have defined meanings. The Glossary in Appendix A of the Explanatory Statement defines these words and expressions. Some defined terms have different meanings in respect of the Existing RES, Existing Preference Shares, Amended RES and Amended Preference Shares, see the Glossary in Appendix A. A reference to time in this Notice of Meeting is to Sydney time, unless otherwise stated. A reference to \$, A\$, AUD, dollars and cents is to Australian currency, unless otherwise stated.

# NOTICE OF MEETING

Notice is given that a meeting of Reset Exchangeable Securities (**RES**) holders (**RES Holders**) will be held:

Date: Wednesday, 9 December 2009

Time: 4.00pm

Venue: Hilton Sydney, 488 George Street, Sydney NSW 2000

The RES Holder Meeting is convened to consider and vote on the proposed Amendments, which are described in the accompanying Explanatory Statement and are marked in the Amended Terms proposed in Appendices B and C to the Explanatory Statement.

It is intended that the following Special Resolution be proposed at the RES Holder Meeting.

## ITEM OF BUSINESS

### Resolution – Amendment of the Trust Deed

To consider and, if thought fit, to pass as a Special Resolution:

“That the trust deed executed by IAG Finance (New Zealand) Limited, Insurance Australia Group Limited, IAG Portfolio Limited and Trust Company Fiduciary Services Limited (formerly known as Permanent Trustee Company Limited) on 20 November 2004 (as amended) (**Trust Deed**) be amended and restated on and from 15 December 2009 in the manner described in the Explanatory Statement accompanying this Notice of Meeting, including:

- (a) the amendment of the terms of the existing RES issued under that Trust Deed which are set out in Schedule 1 to the Trust Deed by the deletion of the words marked as struck out and the addition of the words marked in underline as set out in Appendix B of the Explanatory Statement; and
- (b) the amendment of the terms of the existing Preference Shares which are set out in Schedule 2 to the Trust Deed by the deletion of the words marked as struck out and the addition of the words marked in underline as set out in Appendix C of the Explanatory Statement,

and that the Trustee be directed to make amendments to the Trust Deed and to execute such documents as may be necessary or desirable to give effect to this Resolution.”

### Recommendation

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

## ABOUT VOTING

### RES Holders eligible to vote

As determined by the Board of Directors and in accordance with the Trust Deed in respect of the Existing RES, only RES Holders who are recorded on the Register seven calendar days prior to the RES Holder Meeting will be eligible to vote at the meeting.

### Proxies

A RES Holder who is entitled to attend and cast a vote at the RES Holder Meeting (an **eligible RES Holder**) has a right to appoint a proxy to attend and vote instead of the RES Holder and may specify the proportion and number of votes which the proxy is appointed to exercise. The proxy need not be a RES Holder.

If the eligible RES Holder submits a Proxy Form but does not nominate a proxy, it will be taken to be a default nomination of the Chairman of the RES Holder Meeting as proxy.

If an eligible RES Holder appoints the Chairman of the RES Holder Meeting or another Director as proxy and does not direct the Chairman of the RES Holder Meeting or other Director how to vote on the item of business, the Chairman of the RES Holder Meeting or other Director will vote in favour of the proposed resolution set out in the Notice of Meeting.

A proxy's authority to speak and vote at the RES Holder Meeting is suspended while the RES Holder appointing that proxy is present at the RES Holder Meeting, unless that RES Holder has elected not to suspend the proxy's appointment.

To be valid, all Proxy Forms must be received by the Registry, Computershare Investor Services Pty Limited, at Level 2, 60 Carrington Street, Sydney, NSW 2000, prior to 4.00pm, 7 December 2009 (**Proxy Deadline**).

Proxy forms may be submitted in either of the following ways:

- 1 by post in the pre-addressed envelope provided. Please allow sufficient time so that it reaches Computershare Investor Services Pty Limited by the Proxy Deadline;
- 2 by facsimile to Computershare Investor Services Pty Limited on +61 3 9473 2555. Any Proxy Form sent by facsimile must be received by the Proxy Deadline; or
- 3 by hand delivery to Computershare Investor Services Pty Limited, at Level 2, 60 Carrington Street, Sydney, NSW 2000 by the Proxy Deadline.

You can obtain a copy of your Proxy Form by calling the RES Information Line on 1300 666 635 if calling from within Australia, +61 3 9415 4210 from outside Australia, Monday to Friday (8.30am–5.30pm).

### Corporate representatives

A corporate eligible RES Holder wishing to appoint a person to act as its representative at the RES Holder Meeting may do so by providing that person with:

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

### Power of attorney

If an eligible RES Holder has appointed an attorney to attend and vote at the RES Holder Meeting, or if a Proxy Form is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Registry, Computershare Investor Services Pty Limited by the Proxy Deadline, unless this document has been previously lodged with the Registry for notation.

Powers of attorney may be submitted by post or by hand delivery to Computershare Investor Services Pty Limited, Level 2, 60 Carrington Street, Sydney NSW 2000 by the Proxy Deadline.

### Additional information

This Notice of Meeting and the proposed resolution should be read in conjunction with the Explanatory Statement (including Appendices to the Explanatory Statement, key dates and how to vote instructions), which accompany this Notice of Meeting. If you would like any further information regarding the RES Holder Meeting, please contact the RES Information Line on 1300 666 635 if calling from within Australia, +61 3 9415 4210 from outside Australia, Monday to Friday (8.30am–5.30pm), or visit the IAG website at [www.iag.com.au/res](http://www.iag.com.au/res).

Dated: 23 October 2009

By order of the board of Directors



**Glenn Revell**  
Company Secretary

# HOW DO YOU VOTE ON THE PROPOSED AMENDMENTS?

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<b>READ</b>	<p><b>Read this Notice of Meeting and the Explanatory Statement in full</b>, paying particular attention to:</p> <ul style="list-style-type: none"><li>• the answers to key questions in Section 1 of the Explanatory Statement;</li><li>• the comparison of Amended RES Terms and the Amended Preference Share Terms on pages 4 to 7 of the Explanatory Statement (the Amended RES Terms are set out in full in Appendix B and the Amended Preference Share Terms are set out in full in Appendix C); and</li><li>• the investment risks in Section 4 of the Explanatory Statement.</li></ul>		
<b>CONSIDER AND CONSULT</b>	<p><b>Consider all risks and other information</b> about the proposed Amendments in light of your particular investment objectives and your circumstances.</p> <p><b>You should consult your accountant, stockbroker, lawyer or other professional adviser</b> if you are uncertain about how you should vote on the proposed Amendments.</p>		
<b>EFFECT OF NOT VOTING</b>	<p>You will be subject to the outcome of the vote regardless of whether or not you have voted. If the resolution is passed, you will be bound by the Amendments even if you voted against them or if you did nothing. If the resolution is not passed, the Amendments will not take effect, even if you voted in favour of them. If you choose to do nothing, there is a risk that the outcome of the vote may not accord with your view on the proposed Amendments.</p>		
<b>ATTENDANCE OPTIONS</b>	<p><b>In person.</b> An eligible RES Holder may attend in person the RES Holder meeting on 9 December 2009 to be held at Hilton Sydney, 488 George Street, Sydney NSW 2000, commencing at 4.00pm.</p> <p><b>Proxy</b> An eligible RES Holder has a right to appoint one proxy to attend and vote instead of the RES Holder. The proxy need not be a RES Holder and may be a corporation (and any corporation so appointed may then nominate an individual to exercise its powers at the RES Holder Meeting). A RES Holder may specify the proportion or number of votes which the proxy is appointed to exercise. If the RES Holder submits a Proxy Form but does not nominate a proxy, it will be taken to be a default nomination of the Chairman of the RES Holder Meeting as proxy.</p> <p>If a RES Holder appoints the Chairman of the RES Holder Meeting or another Director as proxy and does not direct the Chairman of the RES Holder Meeting or other Director how to vote on the proposed Amendments, the Chairman of the RES Holder Meeting or other Director will vote in favour of the proposed Amendments set out in the Explanatory Statement.</p> <p>A proxy's authority to speak and vote at the RES Holder Meeting is suspended while the RES Holder appointing that proxy is present at the RES Holder Meeting, unless that RES Holder has elected not to suspend the proxy's appointment.</p> <p><b>Corporate representatives</b> A corporate eligible RES Holder wishing to appoint a person to act as its representative at the RES Holder Meeting may do so by providing that person with:</p> <ul style="list-style-type: none"><li>• a letter or certificate authorising him or her to act as the company's representative, executed in accordance with the company's constitution; or</li><li>• a copy of the resolution appointing the representative, certified by a secretary or director of the corporate eligible RES Holder.</li></ul> <p><b>Power of attorney</b> If a RES Holder has appointed an attorney to attend and vote at the RES Holder Meeting, or if the Proxy Form is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Registry, Computershare Investor Services Pty Limited by the Proxy Deadline, unless this document has been previously lodged with the Registry for notation.</p> <p><b>POWERS OF ATTORNEY MAY BE SUBMITTED BY POST OR BY HAND DELIVERY TO COMPUTERSHARE INVESTOR SERVICES PTY LIMITED, LEVEL 2, 60 CARRINGTON STREET, SYDNEY NSW 2000 BY THE PROXY DEADLINE.</b></p>		
<b>ELIGIBILITY TO VOTE</b>	<p><b>If at 7.00pm on 2 December 2009 you are a registered holder of any Existing RES, then you are eligible to vote on the proposed Amendments.</b></p>		
<b>MAIL, FAX OR DELIVER</b>	<p><b>If you wish to appoint a proxy to vote at the RES Holder Meeting on your behalf, you will need to mail, fax or hand deliver your signed and completed Proxy Form to the Registry, Computershare Investor Services Pty Limited:</b></p> <table><tr><td><b>by mail:</b> Reply Paid 2175 Melbourne VIC 8060</td><td><b>by hand delivery:</b> Level 2, 60 Carrington Street Sydney NSW 2000</td></tr></table> <p><b>by fax:</b> to +61 3 9473 2555</p> <p>Your completed Proxy Form must be received by the Registry prior to <b>4.00pm, 7 December 2009.</b></p> <p><b>To answer any questions on how to vote, visit <a href="http://www.iag.com.au/res">www.iag.com.au/res</a> or call the RES Information Line on 1300 666 635 if calling from within Australia, +61 3 9415 4210 from outside Australia, Monday to Friday (8.30am–5.30pm).</b></p>	<b>by mail:</b> Reply Paid 2175 Melbourne VIC 8060	<b>by hand delivery:</b> Level 2, 60 Carrington Street Sydney NSW 2000
<b>by mail:</b> Reply Paid 2175 Melbourne VIC 8060	<b>by hand delivery:</b> Level 2, 60 Carrington Street Sydney NSW 2000		

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Mark this box with an 'X' if you have made any changes to your address details



Please mark  to indicate your directions

### STEP 1 Indicate Who will Cast your Vote Select one option only

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At the Meeting of holders of Reset Exchangeable Securities (**RES Holders**) issued by IAG Finance (New Zealand) Limited (**RES Holder Meeting**) to be held at the Hilton Sydney, 488 George St, Sydney NSW 2000 on **Wednesday, 9 December 2009 at 4:00pm** and at any adjournment of that meeting, being a RES Holder, I/we direct the following:

**Appoint a Proxy to Vote on Your Behalf:** I/We 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 RES Holder Meeting, as my/our proxy to act generally at the RES Holder 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).

### STEP 2 Item of Business



**PLEASE NOTE:** If you mark the **Abstain** box, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority.

**To be valid for the RES Holder Meeting, your proxy form must be received by 4pm on Monday, 7 December 2009.**

For Against Abstain

#### Resolution - Amendment of the Trust Deed

To consider and, if thought fit, to pass as a Special Resolution:

"That the trust deed executed by IAG Finance (New Zealand) Limited, Insurance Australia Group Limited, IAG Portfolio Limited and Trust Company Fiduciary Services Limited (formerly known as Permanent Trustee Company Limited) on 20 November 2004 (as amended) (**Trust Deed**) be amended and restated on and from 15 December 2009 in the manner described in the Explanatory Statement accompanying this Notice of Meeting, including:

- (a) the amendment of the terms of the existing RES issued under that Trust Deed which are set out in Schedule 1 to the Trust Deed by the deletion of the words marked as struck out and the addition of the words marked in underline as set out in Appendix B of the Explanatory Statement; and
  - (b) the amendment of the terms of the existing Preference Shares which are set out in Schedule 2 to the Trust Deed by the deletion of the words marked as struck out and the addition of the words marked in underline as set out in Appendix C of the Explanatory Statement,
- and that the Trustee be directed to make amendments to the Trust Deed and to execute such documents as may be necessary or desirable to give effect to this Resolution."

The Chairman of the RES Holder Meeting intends to vote undirected proxies 'for' this resolution.

### SIGN Signature of RES Holder(s) This section must be completed.

Individual or RES Holder 1

Sole Director and Sole Company Secretary

RES Holder 2

Director

RES Holder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_ Date / /

## How to lodge a Proxy on the Item of Business

All your RES will be voted in accordance with your directions.

### Appointment of Proxy

**Appointing a proxy:** You are entitled to appoint a proxy to attend the RES Holder Meeting and vote 100% of your securities on your behalf. Direct your proxy how to vote by marking one of the boxes opposite the item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box your vote will be invalid, unless you wish to split your vote as outlined below.

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite the 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.

**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%.

**A proxy need not be a RES Holder.**

## Signing Instructions

**Individual:** Where the holding is in one name, the RES Holder must sign.

**Joint Holding:** Where the holding is in more than one name, the joint RES Holder first named on the Register (or if the first named RES Holder does not vote the next named RES Holder, or if that person does not vote the next RES Holder and so forth) may exercise the voting rights of the jointly held RES.

**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 RES are owned by a company that 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 RES Holder Meeting

You, or your proxy should bring this form to the RES Holder Meeting to assist registration. If a representative of a corporate RES Holder 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).

If having duly appointed a proxy, you attend the RES Holder Meeting in person, your proxy's authority to speak and vote at the RES Holder Meeting is suspended while you are present at the RES Holder Meeting, unless you have elected not to suspend the proxy's appointment.

**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.

## Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than **48 hours before the RES Holder Meeting**, as shown on the front of this form. Any Proxy Form received after the close off will not be valid for the scheduled meeting.

### Documents may be lodged using the pre addressed envelope or:

IN PERSON      Registry - Computershare Investor Services Pty Limited, Level 2, 60 Carrington Street, Sydney  
NSW 2000 Australia

BY MAIL         Registry - Computershare Investor Services Pty Limited, Reply Paid 2175 Melbourne VIC 8060 Australia

BY FAX            +61 3 9473 2555

INTERMEDIARY ONLINE USERS ONLY    [www.intermediaryonline.com](http://www.intermediaryonline.com)

If you require further information on how to complete the Proxy Form, please call Computershare Investor Services Pty Limited on 1300 666 635 or +61 (0) 3 9415 4210 if calling from outside Australia.