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17 November 2009

## **ASX ANNOUNCEMENT**

### **ANNUAL GENERAL MEETING HELD ON 17 NOVEMBER 2009**

The following information regarding the results of the Annual General Meeting of Clarius Group Limited held today is provided in accordance with Listing Rule 3.13.2 and section 251AA (2) of the Corporations Act.

#### ***Resolution 1 (ordinary): Remuneration Report***

“That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors’ Report of the Company, for the year ended 30 June 2009 be adopted details of which are set out in the explanatory notes to resolution 1 in the notice of meeting.”

This resolution was passed unanimously on a show of hands.

The total number of proxy results exercisable by all proxies validly appointed was 33,387,690. Instructions in respect of the proxies were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
28,459,868	1,251,242	510,826	3,165,754

#### ***Resolution 2 (ordinary): Re-election of Mr Peter Bunting as a Director***

“That Mr Peter Bunting, who retires by rotation in accordance with Clause 6.3 of the Company’s Constitution and being eligible, offers himself for re-election, be re-elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 2 in the notice of meeting.”

This resolution was passed unanimously on a show of hands.

The total number of proxy results exercisable by all proxies validly appointed was 33,387,690. Instructions in respect of the proxies were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
29,277,281	191,684	408,015	3,510,710

***Resolution 3 (ordinary): Ratification of Issue of Ordinary Shares Pursuant to ASX Listing Rule 7.4***

“That, in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 1,879,705 shares, details of which are set out in the explanatory notes to resolution 3 in the notice of meeting.”

This resolution was passed unanimously on a show of hands.

The total number of proxy results exercisable by all proxies validly appointed was 33,044,295. Instructions in respect of the proxies were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
28,978,381	777,504	461,805	2,826,605

***Resolution 4 (ordinary): Ratification of Issue of Ordinary Shares Pursuant to ASX Listing Rule 7.4***

“That, in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 1,578,490 shares, details of which are set out in the explanatory notes to resolution 4 in the notice of meeting.”

This resolution was passed unanimously on a show of hands.

The total number of proxy results exercisable by all proxies validly appointed was 33,032,958. Instructions in respect of the proxies were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
29,006,797	758,540	441,016	2,826,605

***Resolution 5 (ordinary): Ratification of Issue of Ordinary Shares Pursuant to ASX Listing Rule 7.4***

“That, in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 4,687,500 shares, details of which are set out in the explanatory notes to resolution 5 in the notice of meeting.”

This resolution was passed unanimously on a show of hands.

The total number of proxy results exercisable by all proxies validly appointed was 32,695,438. Instructions in respect of the proxies were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
28,072,756	808,558	987,519	2,826,605

***Resolution 6 (ordinary Approval to Exempt from Listing Rule 7.1 Options Issued Under the Employee Share Option Plan in Accordance with Exception 9 of Listing Rule 7.2)***

“That, for the purposes of ASX Listing Rule 7.2, the Company approves, as an exception to the 15% limit in Listing Rule 7.1, the issue from time to time of options to subscribe for ordinary shares in the Company to employees under the Employee Share Option Plan during the three year period commencing from 17 November 2009.”

This resolution was passed on a show of hands.

The total number of proxy results exercisable by all proxies validly appointed was 30,601,567. Instructions in respect of the proxies were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
23,840,286	3,558,996	450,334	2,751,951

***Resolution 7: Appointment of Auditor***

“That KPMG are appointed auditors of the Company”.

This resolution was passed unanimously on a show of hands.

The total number of proxy results exercisable by all proxies validly appointed was 33,387,690. Instructions in respect of the proxies were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
29,831,214	4,918	38,274	3,513,284

By order of the Board

Nick Geddes  
Company Secretary