

Notice of Annual General Meeting and Explanatory Memorandum to Shareholders

A PROXY FORM IS ENCLOSED

**PLEASE READ THE NOTICE AND EXPLANATORY MEMORANDUM CAREFULLY.
IF YOU ARE UNABLE TO ATTEND THE MEETING PLEASE COMPLETE AND RETURN
THE ENCLOSED PROXY FORM IN ACCORDANCE WITH THE SPECIFIED INSTRUCTIONS.**

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2006 Annual General Meeting of the company will be held at the Just Group Building, 658 Church Street, Richmond, on Wednesday 22 November 2006 at 3.00pm.

AGENDA ITEMS

ORDINARY BUSINESS

1. Financial Report

To receive and consider the financial report of the company and the reports of the directors and auditors for the year ended 29 July 2006.

2. Re-election of Directors

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

- (a) 'That Laura Anderson, who will retire in accordance with rule 8.1(d) of the company's Constitution and, being eligible, be re-elected as director of the company.'
- (b) 'That Ian Pollard, who will retire in accordance with rule 8.1(d) of the company's Constitution and, being eligible, be re-elected as director of the company.'

Note: Profiles of directors are included in the company's Annual Report for the year ended 29 July 2006.

3. Remuneration Report

To adopt the Remuneration Report as set out in the Annual Report for the year ended 29 July 2006.

Note: This is a non-binding resolution.

SPECIAL BUSINESS

4. Increase maximum non-executive directors' remuneration aggregate

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

'That the maximum annual aggregate of remuneration that non-executive directors are entitled to be paid for their services as directors out of the funds of the company under rule 8.3(a)(2) of the Constitution be increased by \$200,000 and fixed at \$900,000.'

Voting exclusion

The company will disregard any votes cast on resolution 4 by any director of the company or any of their associates unless the vote is cast by:

- a person as proxy for a person who is 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.

Explanatory Memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

Entitlement to Vote

It has been determined that for the purpose of voting at the Annual General Meeting, shares will be taken to be held by the persons who are the registered holders at 7.00pm (Melbourne time) on Monday 20 November 2006. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Proxies

- A member who is entitled to attend and vote at the Annual General Meeting may appoint a proxy.
- A proxy need not be a member of the company.
- A proxy can be either an individual or a body corporate. If you appoint a body corporate as your proxy, that body corporate will need to ensure that it:
 - appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the *Corporations Act 2001* (Cwlth); and
 - provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.
- If satisfactory evidence of appointment as corporate representative is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy. If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage or number of votes each proxy is appointed to exercise. If the proxy appointments do not specify the proportion or number of the member's voting rights that each proxy may exercise, each proxy may exercise half of the member's votes.

A form of appointment of proxy is enclosed. To be effective, the Proxy Form (and, if the appointment is signed by the appointer's attorney, the authority under which it was signed or a certified copy of the authority) must be received by the company's share registry, Link Market Services Limited, by 3.00pm (Melbourne time) on Monday 20 November 2006.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using the enclosed Proxy Form, an additional form of proxy is available on request from the Share Registry.

The completed Proxy Form may be:

Mailed/delivered to the company's share registry, Link Market Services Limited at:

Street address:
Level 12
680 George Street
Sydney NSW 2000

Postal address:
Locked Bag A14
Sydney South
NSW 1235

Faxed to Link Market Services Limited on
Fax: +61 (0)2 9287 0309.

Corporate Representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act in which case the company will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act. The Certificate must be lodged with the company before the meeting or at the registration desk on the day of the meeting. The company will retain the certificate.

By Order of the Board
Dated: 13 October 2006



Janice Payne
Company Secretary

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

This Explanatory Memorandum has been prepared to assist shareholders to understand the business to be put to shareholders at the forthcoming Annual General Meeting.

ORDINARY BUSINESS

1. Annual Financial Report

The Corporations Act requires:

- the reports of the directors and auditors; and
- the annual financial report, including the financial statements of the company for the year ended 29 July 2006,

to be laid before the Annual General Meeting. Neither the Corporations Act nor the Constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given ample opportunity to raise questions or comments on the reports and statements at the meeting.

Also, a reasonable opportunity will be given to members as a whole at the meeting to ask the company's auditor questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

2. Election of Directors

The profiles of Laura Anderson and Ian Pollard are included in the company's Annual Report for the year ended 29 July 2006.

3. Remuneration Report

The Board submits its remuneration report to shareholders for consideration and adoption by way of non-binding resolution. The remuneration report is included in the Directors' Report in the company's Annual Report for the year ended 29 July 2006. The report:

- explains the Board's policies in relation to the nature and level of remuneration paid to directors, secretaries and senior managers within Just Group;
- discusses the relationship between the Board's remuneration policies and company performance;
- provides a detailed summary of performance conditions relevant to the Group's long term incentive arrangements, explaining why they were chosen and the methods used in assessing whether the performance condition is satisfied;
- identifies the companies that Just Group's performance is measured against for the purpose of its long-term incentive plan; and
- sets out remuneration details for each director and for the key members of the Just Group senior executive management team.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The vote on resolution 3 is advisory only, and does not bind the Board or the company. Nevertheless, the outcome of the vote will be taken into consideration by the Board when considering the remuneration arrangements of the company.

SPECIAL BUSINESS

4. Increase maximum non-executive directors' remuneration aggregate

Under the company's Constitution, the remuneration payable to non-executive directors for their services as directors are determined by the Board within a maximum aggregate amount approved by shareholders for that purpose.

For the purposes of rule 8.3(a)(2) of the company's Constitution and ASX Listing Rule 10.17, shareholder approval is sought to increase the maximum aggregate amount which can be paid as remuneration to the non-executive directors, by \$200,000 from \$700,000 to \$900,000 per annum.

The present maximum of \$700,000 per annum was approved by shareholders in 2004 prior to the company listing on ASX.

Increasing the maximum amount of non-executive directors' remuneration payable will enhance the Board's ability to accommodate additional directors over time, in line with the company's growth objectives. It is not intended that the new maximum aggregate be used immediately.

Details of current non-executive director remuneration is disclosed in the Remuneration Report of the 2006 Annual Report.

Currently, the Chairman is paid an annual fee of \$167,200. Other non-executive directors are each paid an annual base fee of \$83,600 plus the following remuneration for additional committee workload:

- non-executive director acting as a Chairman of the Audit and Risk Committee is paid an additional annual fee of \$36,575; and
- non-executive director acting as a Chairman of the Remuneration and Nomination Committee is paid an additional annual fee of \$10,450.

Non-executive directors also receive compulsory 9% superannuation contributions.

The annual fees shown above relate to the 2007 financial year and reflect a 4.5% increase over the prior year in line with the company average.

The company undertakes regular reviews of the fees paid to non-executive directors to ensure that the fees paid by the company are competitive and enable the company to attract and retain high calibre directors. This review includes consideration of fees paid to non-executive directors of comparable Australian listed companies. The performance, duties and responsibilities of each director, along with the market comparison and independent advice are all considered as part of the review process.

It should be noted that the proposed increase in directors' remuneration does not relate to salaries paid to executive directors in their capacity as executives of the company. Executive directors do not receive remuneration in the form of directors' fees in addition to their salaries.

Just Group Limited
ABN 97 096 911 410