



Lifestyle Communities Limited
Level 2, 35 Market Street
South Melbourne Vic 3205
ABN 11 078 675 153

**Lifestyle Communities Limited
Annual General Meeting**

**Notice is hereby given of the Annual General Meeting of the company to be held at
St. Michaels Centre, 120 Collins Street, Melbourne (behind St Michaels Church)
on Thursday, 22 November 2012 at 10:00am.**

22 October 2012

Dear Shareholder,

On behalf of Lifestyle Communities Limited, I would like to invite you to attend our Annual General Meeting on Thursday, 22 November 2012 at 10:00am to be held at St. Michaels Centre, 120 Collins Street, Melbourne (behind St. Michaels Church).

Full details of the Meeting are set out in the enclosed Notice of Annual General Meeting and accompanying documentation, including a Proxy Form and information on the proposed resolutions for consideration by members.

The company no longer mails a hard copy of the Annual Report to every member. The 2012 Lifestyle Communities Limited Annual Report (including Auditor's Report and Directors' Report) is now accessible at **www.lifestylecommunities.com.au** under the Investor Information section either to read online or shareholders may choose to download a copy from the website. However, should you like us to send you a hard copy of the Annual Report and you have not previously requested a copy, please make the request in writing to Investor Relations, Lifestyle Communities Limited, Level 2, 35 Market Street, South Melbourne, Victoria, 3205.

Lifestyle Communities continues to develop a strong, sustainable market position that builds on the foundation of a stable funding base, a highly experienced team and a growing group of happy homeowners, many of whom are our best ambassadors. The next 12 months will see us continue to execute our long term plans for the benefit of shareholders, homeowners and staff.

Yours sincerely



David Paranthoienne
Chairman
22 October 2012



NOTICE OF ANNUAL GENERAL MEETING

AGENDA

Business

- Presentation of the Financial Statements for the year ended 30th June 2012.
- To receive and consider the Financial Report of the Company for the year ended 30th June 2012 and the related Directors' Report (including Remuneration Report), Directors' Declaration and Auditor's Report.

Resolution 1: Approval of the Lifestyle Communities Limited Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution in accordance with section 250R(2) of the Corporations Act:

"That the Remuneration Report that forms part of the Directors' Report of the Company for the financial year ended 30th June 2012 be adopted."

Please note that a vote on this resolution is advisory only and does not bind the Directors or the Company. The Board abstains from making a recommendation in relation to this resolution.

Voting Exclusion: The key management personnel (KMP), being Mr. Bruce Carter, Mr. James Kelly, Mr. Dael Perlov, Mr. David Paranthoene and Mr. Tim Poole, and their closely related parties must not vote on Resolution 1.

An exception to this prohibition exists where the person is exercising a directed proxy (which specifies how the proxy is to vote on the proposed resolution) on behalf of someone other than the KMP or the closely related party.

A KMP or their closely related party that is appointed as a proxy must not exercise the proxy on a resolution connected directly or indirectly with the remuneration of a KMP if the proxy is undirected (that is, if the appointment does not specify the way the proxy is to vote on the resolution). However, the prohibition will not apply if the person is the chair of the meeting at which the resolution is voted on and the shareholder expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP of the company or consolidated entity.

Resolution 2: Re-election of a Director retiring by rotation

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

"That Mr. Tim Poole, having retired by rotation in accordance with Clause 8.1 of the Company's constitution, being eligible and offering himself for re-election be re-elected."

The Directors of the Company recommend shareholders vote in favour of this resolution.



Resolution 3: Approval of the Employee Share Loan Plan

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

“That the Company approve for all purposes, including Listing Rule 7.2 Exception 9, the Employee Share Loan Plan as described in the Explanatory Notes accompanying this Notice of Meeting.”

The Directors of the Company recommend you vote in favour of the resolution.

Voting Exclusion: The Company will disregard any votes cast on this resolution by Mr Bruce Carter, Mr James Kelly, Mr Dael Perlov, Mr David Paranthoienne and Mr Tim Poole or their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by 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.

By order of the Board of Directors

A handwritten signature in black ink, appearing to read 'Geoff Hollis', written in a cursive style.

Geoff Hollis
Company Secretary
22 October 2012



NOTES

WHO MAY VOTE

The Company has determined that the shares of the Company that are quoted on the Australian Stock Exchange as at 7pm on Tuesday, 20th November 2012 will be eligible to vote. Accordingly, those persons will be entitled to attend and vote at the meeting.

HOW TO VOTE

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting by Proxy

- a) A member entitled to attend and vote at a meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, each proxy may be allocated a proportion or number of the member's voting rights. If a proportion or number is not specified, each proxy may exercise half the member's voting rights.
- b) A proxy duly appointed need not be a member. In the case of joint holders, all must sign the proxy form.
- c) A proxy form accompanies this notice. To be effective, the proxy form and any document necessary to show the validity of the proxy form must be lodged in accordance with note (f) below not less than 48 hours before the time appointed for the meeting. Any proxy form lodged after that time will be treated as invalid.
- d) Directors and officers of all corporate shareholders should note that, unless the corporate shareholder:
 - i) completes and lodges with the Company a valid proxy form; or
 - ii) appoints an individual representative in accordance with the provisions of Section 250D of the Corporations Act 2001 ("the Act") and provides evidence of the appointment at the meeting ; or
 - iii) has appointed an attorney,and the proxy, representative or attorney attends the meeting, then the corporate shareholder will be unable to exercise any votes at the meeting.
- e) Proxy forms and corporate representative appointment forms may be returned to the Company in any of the following ways:
 - i) by delivery (by hand, mail, courier or facsimile) to the Company Secretary, Lifestyle Communities Limited at its registered office:

Level 2, 35 Market Street
South Melbourne
VIC 3205
Facsimile: +61 3 9682-1236
 - ii) by delivery (by, mail, courier or facsimile) to the Company's share registry:

Computershare Registry Services Pty Ltd
Yarra Falls
452 Johnston Street



Abbotsford

VIC 3067

Or

GPO Box 242

Melbourne 3001

Or Facsimile: +61 3 9473 2555 (outside Australia), 1800 783 447 (within Australia)

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- f) Corporate members should comply with the execution requirements set out on the proxy form or otherwise comply with the provisions of Section 127 of the Act. That section provides that a company may execute a document without using its common seal if the document is signed by:
- i) 2 directors of the company; or
 - ii) a director and a company secretary of the company; or
 - iii) for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Sections 129(5) and (6) of the Act, a document must appear to have been executed in accordance with Section 127(1) or (2) of the Act. This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable.

In particular, if a person who executes the document or witnesses the affixing of a common seal is the sole director and sole company secretary of the company, he or she must state that next to his or her signature.

- g) Completion of a proxy form will not prevent individual members from attending the Meeting in person if they wish. Where a member completes and lodges a valid proxy form and attends the Meeting in person and votes on a resolution, the proxy is not entitled to vote, and must not vote, on the resolution.
- h) Where a proxy form or form of appointment of or certificate of appointment of a corporate representative is lodged and is executed under power of attorney the power of attorney must be lodged in the same manner as a proxy form.

HOW THE CHAIR OF THE MEETING WILL VOTE PROXIES

The Company notes that, if the chair of the meeting is appointed as proxy for any shareholder, the chair will vote the proxy in the manner specified by the shareholder in that proxy. The chair will vote undirected proxies on, and in favour of, all of the proposed resolutions, except resolutions 1 and 3, where the chair will only vote undirected proxies on, and in favour of, the resolution if authorised to do so by the shareholder.



EXPLANATORY NOTES

Resolution 1: Approval of the Lifestyle Communities Limited Remuneration Report

Resolution 1 on the Notice of Meeting provides for approval of the Remuneration Report which formed part of the report of the Directors in the Annual Report of the Company for the financial year ended 30 June 2012.

Members should note that, as specified in Section 250R(2) of the Corporations Act 2001, the resolution is advisory only and does not bind the Directors or the Company.

However, if the vote to approve the Remuneration Report receives a 'no' vote by at least 25% of the votes cast, this will constitute a 'first strike'. Where this occurs, the Company's subsequent remuneration report must include an explanation of the Board's proposed action in response to the 'no' vote or an explanation of why no action has been taken.

If:

- a) a 'first strike' occurs at the 2012 Meeting; and
- b) the Company's subsequent remuneration report also receives a 'no vote' at the 2013 Annual General Meeting of at least 25% of the votes cast,

then at the 2013 Annual General Meeting shareholders will be asked to vote to determine whether the directors (other than the Managing Director) will need to stand for re-election. If this spill resolution passes with 50 per cent or more of eligible votes cast, then the 'spill meeting' will take place within 90 days.

If you appoint the Chairman of the meeting as your proxy, and you do not direct your proxy how to vote on Resolution 1 on the proxy form, you will be expressly authorising the Chairman of the meeting to exercise your proxy even if the resolution is connected, directly or indirectly, with the remuneration of the Key Management Personnel which includes the Chairman of the meeting. The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 1.

Resolution 2: Re-election of a Director retiring by rotation

Under the Company's constitution, one third of the Directors of the Company (other than the Managing Director and a Director appointed by the Directors since the last AGM) must retire from office as Directors at each AGM.

Mr. Tim Poole is due to retire from the Board in accordance with the constitution, but, being eligible, offers himself for re-election.

Tim was appointed to the board of Lifestyle Communities Limited, as a non-executive director in November 2007. He holds a Bachelor of Commerce from University of Melbourne and is a Chartered Accountant. Tim is a non-executive director of Newcrest Mining Limited, Victoria Racing Club Limited, and AustralianSuper Pty Ltd. He is also non-executive Chairman of Westbourne Credit Management Limited, Continuity Capital Partners Pty Limited, the LEK Consulting Advisory Board and the AustralianSuper investment committee. Tim is the former non-executive chairman of Asciano Limited and a former Managing Director of Hastings Fund Management Limited.



Resolution 3: Approval of the Employee Share Loan Plan

The purpose of the Employee Share Loan Plan ("Plan") is to provide eligible employees with an opportunity to acquire convertible repurchase-able employee shares ("CRES") in the Company and, by virtue of the fact that CRES are convertible into ordinary shares in the Company, thereby enable them to participate in any growth in the value of the Company, encouraging them to improve the longer term performance of the Company and its returns to shareholders, and to motivate and retain them.

Unlike the Company's existing Senior Executive and Director Share Option Plan, approved by shareholders at the 2010 Annual General Meeting, all employees are eligible to participate in the Plan and the Company or a subsidiary of the Company may provide financial assistance, in the form of interest-free limited recourse loans, to participants to enable them to acquire shares.

Participation in the Plan is at the discretion of the Board. No employee has a contractual right to participate in the Plan.

Directors of the Company, currently being Mr. Bruce Carter, Mr. James Kelly, Mr. Dael Perlov, Mr. David Paranthoene and Mr. Tim Poole, will not be entitled to participate in the Plan unless the Board seeks shareholder approval for their participation and approval is given. At this time, the Board does not seek shareholder approval for their participation.

Pursuant to the Plan, the maximum number of CRES that may be issued under the Plan and converted into ordinary shares must not exceed 5% of the total number of issued ordinary shares at the time of issue, after taking into account the number of the number of CRES issued under the Plan and the number of ordinary shares issued under any other employee incentive scheme of the Company in the previous 5 years.

Summary of the Plan Rules

A summary of the Plan rules is attached to this Notice of Meeting (see Annexure A). A copy of the Plan is available to shareholders on request to the Company Secretary.

Exception to Listing Rule 7.1

ASX Listing Rule 7.1 limits the number of equity securities the Company may issue within any twelve month period without shareholder approval to 15% of its equity securities ("the 15% Rule").

One of the exceptions to the 15% Rule, set out in Exception 9 in Listing Rule 7.2, applies to issues and agreements to issue equity securities under an employee incentive scheme approved by shareholders. The exception applies to issues made within 3 years from the date of approval of the scheme by shareholders.



Shareholder approval of the Plan is therefore being sought so that the Company can issue or agree to issue CRES under the Plan as an exception to the 15% Rule.

The effect of the approval sought will be that, for the next three years, the issue of CRES under the Plan will not reduce the number of equity securities that may be issued by the Company without shareholder approval under the 15% Rule. Any such issue will instead add to the number to which the 15% calculation is applied, thus increasing the number of equity securities that may be issued by the Company under the 15% Rule.

A possible disadvantage, if Resolution 4 is passed, is the potential dilution effect on the Company's share price, due to the increased number of ordinary shares on issue if CRES issued under the Plan are converted into ordinary shares.

Disclosure requirements

The Company intends to rely on section 708(1) of the *Corporations Act 2001*(Cth) ("the Act"), also known as the small scale offering exception, and will not be issuing participants in the Plan a disclosure document in respect of CRES.

Employee share scheme buy-backs

Shareholder approval of the Plan is also being sought to enable the Company to buy-back CRES issued to participants under the Plan under Division 2 of Part 2J.1 of Chapter 2J of the Act without shareholder approval of the terms of each buy-back.

Under Division 2, a company may buy back its own shares if the buy-back does not materially prejudice the company's ability to pay its creditors and the company follows the procedures laid down in Division 2. One of those procedures is the requirement to obtain shareholder approval of the terms of the buy-back. However, shareholder approval is not required if a buy-back is under an employee incentive plan approved by shareholders and the buy-back is within the 10/12 limit. A buy-back would exceed the 10/12 limit if the number of votes attaching to all the voting shares in the company that have been bought back during the last 12 months and the voting shares that will be bought back if the proposed buy-back is made, would exceed 10% of the smallest number, at any time during the last 12 months, of votes attaching to voting shares in the company.

This approval is being sought because, under the Plan Rules, CRES may be bought back by the Company if the conversion conditions which apply to them are not satisfied or waived.

Financial assistance – special exemption for approved employee share schemes

Shareholder approval of the Plan is also being sought to enable the Company or any of its subsidiaries to financially assist participants in the Plan to acquire CRES, by providing loans to them, without shareholder approval for each financial assistance given under the Plan.



Under Part 2J.3 of Chapter 2J of the Act, a company may financially assist a person to acquire shares in the company if:

- giving the financial assistance does not materially prejudice the interest of the company or its shareholders or the company's ability to pay its creditors;
- the assistance is approved by shareholders under section 260C; or
- the assistance is exempted under section 260C.

One of the exemptions under section 260C is for financial assistance given under an employee share plan that has been approved by a resolution passed at a general meeting of the company and, if the company is a subsidiary of a listed domestic corporation, a resolution passed at a general meeting of the corporation.

This approval is being sought because, under the Plan Rules, the Company or a subsidiary of the Company may make interest-free limited recourse loans to participants in the Plan to assist them to acquire CRES.



ANNEXURE A

SUMMARY OF THE TERMS OF THE PROPOSED EMPLOYEE SHARE LOAN PLAN

1. *Offers*

The Company may from time to time during the operation of the Plan make an offer of Awards to any eligible employee. An Award is a fully paid convertible re-purchasable employee share in the Company (a **CRES**) where some or all of the issue price of the CRES is funded by way of an interest-free limited recourse loan from the Company or a related body corporate.

An offer must specify, among other things:

- 1.1.1 the number of CRES being offered;
- 1.1.2 the period during which the offer may be accepted;
- 1.1.3 the conversion conditions that must be satisfied before the CRES can be converted into ordinary shares;
- 1.1.4 the period during which the CRES may be converted into ordinary shares, which will be 6 months after the conversion conditions have been satisfied, unless the Board determines otherwise;
- 1.1.5 the period (if any) that a participant must wait before any ordinary shares held as a result of conversion of CRES may be disposed of;
- 1.1.6 any other terms and conditions that the Board decides to include in the offer and any other matters required to be specified by the Corporations Act or the ASX Listing Rules.

2. *Eligible employees*

An offer of an Award may only be made to an employee of the Company or of a related body corporate or a director of the Company or a related body corporate who holds a salaried employment or office in the Company or a related body corporate.

3. *Issue price*

The Board will determine the issue price of a CRES at the time an offer is made, but the issue price must not be less than the weighted average of the prices at which ordinary shares of the Company were traded on the ASX during the period of 30 days up to and including the day upon which the issue price for that CRES is to be determined.

4. *Loans*

- 4.1 The Company or a related body corporate may provide financial assistance to a participant to acquire CRES in the form of an interest-free loan (**Financial Assistance**).
- 4.2 The Financial Assistance must be repaid on the earliest to occur of:
 - 4.2.1 the CRES in respect of which the Financial Assistance was provided being bought back by the Company;
 - 4.2.2 failure to satisfy any conversion condition that applies to the CRES in respect of which the Financial Assistance was provided, unless the conversion condition is waived by the Company;
 - 4.2.3 3 months (or such longer period determined by the Board) after the participant ceases to be an employee or director of the Company or a related body corporate, unless the Board determines otherwise;
 - 4.2.4 5 years from the date of issue of the CRES in respect of which the Financial Assistance was provided;
 - 4.2.5 an application being made to a court for an order, or an order being made, that the participant be made bankrupt (or any similar event in any jurisdiction as determined by the Board in its discretion).



- 4.3 If the Financial Assistance is repayable and the conversion conditions that apply to the CRES in respect of which the Financial Assistance was provided have not been satisfied or waived, then the Company must accept, in full and final satisfaction of the participant's outstanding indebtedness in respect of the Financial Assistance, the transfer to the Company of those CRES (regardless of the value of those CRES or the value of ordinary shares in the Company at the relevant time).
- 4.4 The Company may retain any money (except, in the case of dividends, 20% of the cash amount of the dividend) and any capital distribution that may become payable to a participant in respect of his or her ordinary shares that result from the conversion of CRES (**Converted Shares**) in reduction of his or her outstanding Financial Assistance.
- 4.5 A participant may make voluntary prepayments of Financial Assistance at any time.
- 4.6 If a participant sells his or her Converted Shares, then the participant must apply the proceeds of sale net of the costs of sale in or towards reduction of the Financial Assistance.
- 4.7 As security for the Financial Assistance, a participant must grant the Company a pledge of the CRES issued to him or her. The Company is also entitled to retain the share certificates for the CRES and to impose a holding lock on any Converted Shares for the purpose of enforcing the disposal restrictions.

5. *CRES – terms of issue*

- 5.1 The Company will not seek official quotation of CRES. The Company must apply to ASX for quotation of ordinary shares that arise on conversion of CRES.
- 5.2 Each CRES may convert into one ordinary share. A CRES may only be converted if the conversion conditions applicable to that CRES have been satisfied or waived by the Company. CRES may only be converted during the applicable conversion period. A Converted Share will rank equally with all existing ordinary shares on and from the date it is converted in respect of all rights which have a record date for determining entitlements on or after the date it is converted.
- 5.3 Until conversion, a holder of CRES is not entitled to receive a dividend.
- 5.4 Until conversion, CRES do not confer a right to receive any payment or distribution out of the surplus assets available on a winding up of the Company.
- 5.5 Until conversion, CRES do not confer a right to subscribe for new securities in the Company or to participate in any bonus issue of securities in the Company.
- 5.6 Holders of CRES may attend and speak at general meetings of the Company.
- 5.7 Until conversion, CRES do not confer a right to vote at any general meeting of the Company except in the following circumstances:
 - (a) on a proposal to reduce the share capital of the Company that affects rights attached to CRES;
 - (b) during the winding up of the Company.
- 5.8 If a poll is conducted on a resolution on which a holder of CRES is entitled to vote, the holder has one vote for each CRES held.
- 5.9 Holders of CRES will be entitled to receive notices of general meetings of the Company and, if requested, copies of other documents (including reports and accounts) provided by the Company to holders of ordinary shares.

6. *Conversion conditions*

The Board will determine the conditions that must be satisfied before a CRES can be converted into an ordinary share. The sorts of conditions that the Board may determine include:

- the participant remaining employed by the Company or a related body corporate for a minimum period of time (except where his or her employment is terminated early as a result of, for example, death, permanent disability or redundancy);



- certain financial targets being achieved;
- other performance targets being achieved.

7. *Disposal restrictions*

A participant must not sell, transfer, grant a security interest over, or otherwise dispose of any Awards for so long as any Financial Assistance provided to acquire those Awards remains outstanding or until any other restriction period determined by the Board has expired.

8. *Share buy-back*

8.1 CRES held by a participant will be bought back by the Company and cancelled if:

8.1.1 the participant elects to transfer them to the Company for the purpose of satisfying any outstanding Financial Assistance;

8.1.2 the Financial Assistance provided to acquire such CRES has become repayable and such CRES have not been converted into ordinary shares; or

8.1.3 the conversion conditions applicable to such CRES have not been satisfied or waived by the last date on which they may be satisfied.

8.2 The consideration for the buy-back of a CRES shall be an amount equal to the outstanding Financial Assistance (if any) provided for the acquisition of such CRES. The consideration shall be applied in repaying the outstanding Financial Assistance. No payment of consideration will be made to the participant.

9. *Reorganisations*

9.1 If there is any reorganisation of the issued capital of the Company, including a subdivision, consolidation, capital reduction or return of capital, the number of CRES or the number of ordinary shares into which CRES convert will be adjusted in the way specified by the ASX Listing Rules or otherwise required by ASX.

10. *Takeover*

10.1 If a takeover bid is made to acquire all the issued shares in the Company, or a scheme of arrangement, selective capital reduction or other transaction is initiated which has an effect similar to a full takeover bid for shares in the Company, then participants are entitled to accept the takeover bid or participate in the other transaction in respect of all or part of their Converted Shares notwithstanding that the restriction period in respect of such Converted Shares has not expired.

10.2 The Board may, in its discretion, waive any conversion condition in relation to some or all Awards in the event of such a takeover bid or other transaction.

11. *Amendment, termination or suspension*

11.1 Subject to the Listing Rules, the Plan rules may be amended at any time by a resolution of the Board.

11.2 The Board may terminate or suspend the operation of the Plan at any time, provided termination or suspension does not adversely affect the right of participants holding CRES at that time.

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 2555

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



Proxy Form

For your vote to be effective it must be received by 10:00am Tuesday 20 November 2012

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. Delete titles as applicable.

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.investorcentre.com under the information tab, "Downloadable Forms".

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 ➔



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www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



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 Lifestyle Communities 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Lifestyle Communities Limited to be held at St. Michaels Centre, 120 Collins Street, Melbourne (behind St Michaels Church) on Thursday, 22 November 2012 at 10:00am and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1 and 3 (except where I/we have indicated a different voting intention below) even though Items 1 and 3 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: For Item 3, this express authority is also subject to you marking the box in the section below.

If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1 and 3 by marking the appropriate box in step 2 below.

Important for Item 3: If the Chairman of the Meeting is your proxy and you have not directed the Chairman how to vote on Item 3 below, please mark the box in this section. If you do not mark this box and you have not otherwise directed your proxy how to vote on Item 3, the Chairman of the Meeting will not cast your votes on Item 3 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 Item 3 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my/our proxy even if the Chairman has an interest in the outcome of Item 3 and that votes cast by the Chairman, 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.

	For	Against	Abstain
Item 1 Approval of the Lifestyle Communities Limited Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Re-election of a Director retiring by rotation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Approval of the Employee Share Loan Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 <input style="width: 90%; height: 20px;" type="text"/>	Securityholder 2 <input style="width: 90%; height: 20px;" type="text"/>	Securityholder 3 <input style="width: 90%; height: 20px;" type="text"/>
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Sole Director and Sole Company Secretary Director Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____