

Notice of Annual General Meeting 2009

Trust Company Limited ACN 004 027 749

Trust Company Limited (Company) will hold its 124th Annual General Meeting (AGM) at 11.00am on Wednesday 22 July 2009 at the RACV City Club, 501 Bourke Street, Melbourne, Victoria.

The Company has determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the register of shareholders as at 7.00 pm on Monday 20 July 2009.

trust



Business

Statutory Reports

1. To receive the Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 28 February 2009.

Re-election of Directors

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

2. That Roger Davis, who retires from the office of director by rotation and, being eligible, offers himself for re-election, be re-elected as a director of the Company.
3. That James King, who retires from the office of director by rotation and, being eligible, offers himself for re-election, be re-elected as a director of the Company.

Adoption of Remuneration Report

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

4. That the Remuneration Report of the Company for the year ended 28 February 2009 be adopted.

Please refer to the Explanatory Statement attached to this Notice of Meeting in relation to agenda items 1 to 4.

By order of the Board.

D Moore

Company Secretary
18 June 2009

2009 Notice of Meeting

Shareholders please note that you have the right to appoint a proxy. A separate proxy form with explanatory notes forms part of this notice of meeting.

Explanatory Statement

Item 1: Statutory Accounts

As required by section 317 of the *Corporations Act 2001*, the Financial, Directors' and Auditor's Reports for the 2009 financial year will be laid before the meeting.

No vote is required on the reports under either the *Corporations Act* or the Company's constitution. However, shareholders will be given an opportunity to raise questions on the reports at the meeting.

Shareholders will also be given a reasonable opportunity to ask a representative of the Company's auditor, Deloitte Touche Tomatsu (Deloitte), questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Shareholders who are entitled to cast a vote at the AGM may submit a written question to the auditor if it is relevant to the content of the auditor's report or the conduct of the audit of the financial report to be considered at the AGM. The relevant questions must be received by the Company by no later than Wednesday 15 July 2009 to:

Company Secretary
Trust Company Limited
Level 4
35 Clarence Street
Sydney NSW 2000

Fax: (02) 8295 8692
Email: corporategovernance@trust.com.au

Deloitte's representative will be given an opportunity to answer relevant questions or table written answers at the AGM.

Item 2: Re-election of Roger Davis

Roger Davis

BEd (Hons), MPhil (Oxon)

Independent non-executive director

Roger Davis was appointed as a director of Trust on 23 June 2006. He is an experienced senior executive in the financial services industry, a professional company director and is currently a consulting director at Rothschild Australia Limited. Roger's career spans more than 25 years in financial services. He has held senior positions in Australia, the USA and Japan, including the positions of Managing Director, Citigroup Inc., New York and Group Managing Director, ANZ Banking Group Limited. He is a director of Centric Wealth Advisers Limited, Territory Insurance Office (a Northern Territory statutory body corporate) and Macquarie Office Management Limited (the responsible entity for the listed Macquarie Office Trust). Roger is also currently a director of listed entities Bank of Queensland Limited, Aristocrat Leisure Limited and Macquarie Leisure Operations Limited (a stapled entity within the Macquarie Leisure Trust Group).

Item 3: Re-election of James King

James King

BCom

Independent non-executive director

James King was appointed as a director of Trust on 1 February 2007. He is a professional company director with experience in leading major multinational corporations in Australia and Asia Pacific markets. He was previously with Foster's Group Limited as Managing Director of Carlton & United Breweries, Managing Director of Foster's Asia and Senior Vice President Strategy and Business Development. Prior to joining Foster's, he spent six years in Hong Kong as President of Kraft Food (Asia Pacific). James is Chairman of the Juvenile Diabetes Research Foundation (Victoria) and on the Council of Xavier College. James is also currently a director of listed entities JB HiFi Limited and Navitas Limited.

Re-election recommendation

The directors (in each case excluding the retiring director) unanimously recommend supporting the re-election of each director standing for re-election. The directors make this recommendation on the basis of their review of the performance of these directors, which was carried out in accordance with the Board's governance policies.

Item 4: Remuneration Report – non-binding vote

The Annual Report for the year ended 28 February 2009 incorporates a Remuneration Report as part of the Directors' Report (refer to pages 32 to 52 of the Annual Report). The Remuneration Report incorporates information required by section 300A of the *Corporations Act*, which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for directors and senior management.

The *Corporations Act* requires the agenda for an AGM to include a resolution that the remuneration report be put to the vote. The vote on the resolution is advisory only and is not binding on the directors or the Company, however the directors will listen seriously to any comments in regard to the Remuneration Report.

The Shareholders as a whole at the meeting will be given a reasonable opportunity to ask questions about, and make comments on, the Remuneration Report.

The directors unanimously recommend that shareholders vote in favour of the resolution.

Trust Company Limited

ABN 59 004 027 749

Trust offices

New South Wales

Level 4, 35 Clarence Street
Sydney NSW 2000
GPO Box 4270
Sydney NSW 2001

Phone: (02) 8295 8100
Toll free: 1800 622 812
Fax: (02) 8295 8659

Victoria – registered office

Level 3, 530 Collins Street
Melbourne VIC 3000
PO Box 361
Collins Street West VIC 8007

Phone: (03) 9665 0200
Toll free: 1800 650 358
Fax: (03) 9620 3459

Queensland

213–217 St Paul's Terrace
Brisbane QLD 4001
PO Box 441
Brisbane QLD 4001

Phone: (07) 3634 9750
Fax: (07) 3252 3513

Level 4, Suncorp Metway Plaza
61–73 Sturt Street
Townsville QLD 4810
PO Box 990
Townsville QLD 4810

Phone: (07) 4771 5114
Fax: (07) 4772 5260

Singapore

Trust Company (Asia) Limited
12-01, 55 Market Street
Singapore 048941

Phone: +65 6435 0255
Fax: +65 6438 0255

Website: www.trust.com.au
Freecall: 1800 650 358
Email: info@trust.com.au



Trust Company Limited

ABN 59 004 027 749

MR JOHN SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 11.00am Monday 20 July 2009

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.

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.computershare.com.

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 →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: **I1234567890**



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR JOHN 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 1234567890 I N D

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 Trust Company 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, as the proxy sees fit) at the Annual General Meeting of Trust Company Limited to be held at the RACV City Club, 501 Bourke Street, Melbourne Victoria on Wednesday 22 July 2009 at 11.00am and at any adjournment of that meeting.

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 2	Re-election of Roger Davis as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of James King as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____ Date ____/____/____