



CVC PRIVATE EQUITY LIMITED
A.C.N. 059 092 198

NOTICE OF MEETING

NOTICE is hereby given that the Annual General Meeting of CVC Private Equity Limited will be held in the Boardroom of the Company at Level 42, AAP Centre, 259 George Street, Sydney, NSW 2000 on Tuesday the 28th of November at 3.30pm.

BUSINESS

1. To receive and consider the Financial Report of the Company for the year ended 30 June 2006 and the Reports by Directors and Auditors thereon.
2. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
“Resolution 2: That the appointment to the board of directors of Mr Vanda Russell Gould be hereby ratified and approved.”
3. To transact any other business that may be brought forward in accordance with the constitution of the Company.

By Order of the Board

JOHN HUNTER
Company Secretary

Sydney this 27 October 2006

NOTES TO NOTICE OF MEETING & EXPLANATORY INFORMATION

GENERAL INFORMATION

Documents

A proxy form accompanies these documents.

Persons entitled to vote

Under regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the General Meeting will be as it appears in the share register at 10.00am Sydney time on 24 November 2006.

How to vote

If you are eligible, you may vote by attending the meeting in person or by proxy or attorney. A member who is a body corporate may appoint a representative to attend and vote on its behalf.

Voting in person

To vote in person, attend the meeting at the time and place set out in this notice of meeting.

Voting by proxy

To vote by proxy, please complete, sign and return the enclosed proxy form in accordance with the following instructions. If you require an additional proxy form, the Company will supply it on request.

Proxies

A member who is entitled to vote at the meeting, may appoint:

- one proxy if the member is only entitled to one vote; or
- one or two proxies if the member is entitled to more than one vote.

Where the member appoints 2 proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.

A proxy need not be a member of the Company.

The proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.

The proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding of the meeting or any adjourned meeting (or such lesser period as the Directors may permit) at:

The Company's registered office Level 42, AAP Centre, 259 George St, Sydney, New South Wales 2000; or the following fax number at the Company's registered office: (02) 9087 8088.

Voting by attorney

A member may appoint an attorney to act on the member's behalf at the meeting. The power of attorney or such other evidence of the attorney's appointment and authority to the satisfaction of the Directors must be received by the Company at least 48 hours before the time for holding of the meeting or any adjourned meeting.

Enquiries

For further information, please contact John Hunter at the Company on (02) 9087 8000.

INFORMATION ON MATTERS TO BE CONSIDERED

Financial Report

In accordance with the Corporations Act and the Constitution of the Company the Financial Report of the Company and of the Consolidated Entity for the period ended 30 June 2006 and the Reports by Directors and Auditors thereon are to be laid before the Annual General Meeting.

There is no formal resolution to be put in respect of this matter. However shareholders will be given the opportunity to make comments and ask questions of the Board and the Auditor in respect of the reports. In addition shareholders are able to submit questions to the Company for the Auditor prior to the meeting. The list of any such questions will be presented at the meeting for discussion and responses.

Resolution 2 – Election of Director

In accordance with the Constitution of the Company, Mr Vanda Russell Gould was appointed as Director of the Company by the Board of Directors during the year to fill a casual vacancy on the Board. Information about the qualifications and experience of Mr Gould is presented below:

Mr Vanda Russell Gould (Chairman) B.Com (Uni. of NSW), M.Com (Uni. of NSW), FCA, FCPA, FAIM

Appointed as Director on 25 August 2006. Mr Gould is executive chairman of CVC Sustainable Investments Limited and the ASX Listed CVC Limited. With more than 13 years experience in the management of portfolios of early stage companies covering a range of technologies, Mr Gould has directed the development of both CVC Sustainable Investments Limited and CVC Limited to be successful venture capital companies.

Mr Gould is an active member of the board of many public and private companies, both in Australia and overseas, Mr Gould is also Chairman of the listed public company Macarthur National Limited.

PROXY FORM

I/We, _____
(FULL NAME – BLOCK LETTERS)

of _____
being an ordinary shareholder in CVC Private Equity Limited

Section A

Hereby Appoint _____
or, failing him, the Chairman of the Meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday 28 November 2006 at 3.30pm, or at any adjournment thereof. The proxy so appointed shall represent all my/our voting rights except those (if any) specified in B below.

Section B

I/We further appoint _____
(DO NOT COMPLETE THIS SECTION UNLESS YOU WISH TO APPOINT TWO PROXIES)
as my/our proxy to vote for me/us and on my/our behalf at the said meeting or at any adjournment thereof. The proxy, appointed by this Section B shall represent my/our voting rights in respect of _____ shares.

My proxy(s) is/are instructed to vote as indicated below. If no specific direction to vote is given the proxy holder may vote as he or she thinks fit or abstain from voting.

		A		B	
		FOR	AGAINST	FOR	AGAINST
Resolution 2	Director – V R GOULD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed this _____ day of _____ 2006

Signature of Shareholder

Signature of Witness