

BABY BUNTING GROUP LIMITED

Notice of 2017 Annual General Meeting

Notice is given that the annual general meeting of Baby Bunting Group Limited will be held at the offices of Ashurst Australia at Level 26, 181 William Street, Melbourne on Monday, 20 November 2017 at 10.00am (Melbourne time).

Business

1. Annual Reports

To consider the Annual Report, the Financial Report and the Reports of the Directors and of the Auditor for the year ended 25 June 2017.

2. Adoption of the Remuneration Report

To adopt the Remuneration Report for the year ended 25 June 2017.

The vote on this resolution is advisory only.

3. Election and re-election of directors

a. To re-elect Ian Cornell

Ian Cornell is retiring in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Director.

b. To re-elect Gary Levin

Gary Levin is retiring in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Director.

c. To elect Donna Player

Donna Player having been appointed a Director since the last annual general meeting is retiring in accordance with the Company's Constitution and, being eligible, offers herself for election as a Director.

d. To elect Stephen Roche

Stephen Roche having been appointed a Director since the last annual general meeting is retiring in accordance with the Company's Constitution and, being eligible, offers himself for election as a Director.

4. Appointment of Ernst & Young as auditor

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

That for the purpose of section 327B of the Corporations Act and all other purposes, Ernst & Young, having been nominated and having consented in writing to act, be appointed as auditor of the Company.

Voting Restrictions

Voting restrictions for item 2 (Remuneration Report)

Item 2 is a resolution connected directly with the remuneration of members of the key management personnel (KMP) of the Company. The Corporations Act restricts KMP and their closely related parties from voting on such resolutions. Closely related party is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by the member of the KMP.

Any votes cast in any capacity (eg as a shareholder, proxy or corporate representative) on the proposed resolution in item 2 by or on behalf of:

- Directors and the other members of the KMP details of whose remuneration are included in the Remuneration Report; and
- closely related parties of those persons,

will be disregarded. In addition, any votes cast as a proxy on this item by other members of the KMP (and their closely related parties) will also be disregarded.

However, the Company will not disregard the vote as a result of these restrictions if it is cast:

- as proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

Undirected Proxies

The Chairman of the Meeting intends to vote undirected proxies (where he has been appropriately authorised, having regard to the Voting Restrictions) in favour of each item of business including item 2 (Remuneration Report).

Entitlement to Attend and Vote

The Board has determined that, for the purposes of the Meeting (including voting at the Meeting), shareholders are those persons who are registered as holders of the Company's shares at 10.00am (Melbourne time) on Saturday, 18 November 2017.

Voting by Proxy

A shareholder who is entitled to attend and cast a vote at the Meeting may appoint a proxy. A proxy need not be a shareholder. A person can appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, it must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its power as a proxy at the Meeting.

A shareholder who is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

Proxy appointments and any authorities under which they are signed (or certified copies of those authorities) may be mailed to:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively, proxy appointments and authorities may be sent by fax to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Shareholders may also submit their proxy instructions electronically to the Company's share registrar by visiting www.investorvote.com.au, and Intermediary Online subscribers only (custodians) should visit www.intermediaryonline.com.

To be effective, a proxy appointment and, if the proxy appointment is signed by the shareholder's attorney, the authority under which the appointment is signed (or a certified copy of the authority) must be received by the Company at least 48 hours before the commencement of the Meeting.

For more information concerning the appointment of proxies and the addresses to which proxy forms may be sent, please refer to the proxy form.

Voting by Attorney

A shareholder may appoint an attorney to vote on his/her behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its registered office or the address listed above for the receipt of proxy appointments at least 48 hours before the commencement of the Meeting.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.

By order of the Board



Corey Lewis
Company Secretary

17 October 2017

Explanatory Notes



Item 1

Annual Reports

A copy of the Company's 2017 Annual Report, including the Financial Report and the Reports of the Directors and the Auditor for the year ended 25 June 2017, can be found on the Company's website at www.babybuntingcorporate.com.au/reports. It was first released to ASX on 11 August 2017.

Shareholders may elect to receive by mail, free of charge, the Company's 2017 Annual Report. Please contact the Company's share registrar, Computershare, to request a hard copy. The Company mails a copy of the Annual Report only to those shareholders who have made an election to receive it.

Item 2

Adoption of the Remuneration Report

As required by the Corporations Act, the Board presents the Remuneration Report to shareholders for consideration and adoption as a non-binding vote. Among other things, the Remuneration Report contains:

- information about the Board policy for determining the nature and amount of remuneration of the Company's Directors and other key management personnel; and
- remuneration details for key management personnel for the period ended 25 June 2017.

The Remuneration Report, which is part of the Directors' Report, can be found on the Company's website at www.babybuntingcorporate.com.au/reports or can be obtained by contacting the Company's share registrar, Computershare.

Board recommendation: The Board considers that the remuneration policies adopted for the Company are appropriate and reasonable as they are structured to provide incentives and rewards that are linked to the Company's financial performance. On this basis, the Board recommends that shareholders eligible to do so vote in favour of item 2.

Item 3

Election and re-election of Directors

For more information on the Directors seeking election or re-election at the Meeting, refer to the Corporate Governance Statement and pages 6 and 7 of the 2017 Annual Report.

Item 3(a)

To re-elect Ian Cornell

Ian Cornell was first appointed a Director of the Company in January 2015.

The Board considers Ian to be an independent non-executive director.

He was appointed Chairman of the Board in November 2016. He is a member of the Remuneration and Nomination Committee. During the year, Ian was also a member of the Audit and Risk Committee. Upon becoming Chairman he stepped down from this Committee.

Ian is currently a non-executive director of Myer Holdings Limited.

Ian has specifically confirmed to the Company that he will have sufficient time to fulfil his responsibilities as a Director if re-elected.

Board recommendation: The Board (excluding Ian because of his interest) endorses the re-election of Ian Cornell as a Director.

Item 3(b)

To re-elect Gary Levin

Gary Levin was first appointed a Director of the Company in August 2014.

The Board considers Gary to be an independent non-executive director.

Gary is Chairman of the Audit and Risk Committee.

Gary has over 30 years' management, executive and non-executive experience in public and private companies including in retail, investment and property industries. He was a non-executive director of JB Hi-Fi Limited from November 2000 until October 2016.

Gary has specifically confirmed to the Company that he will have sufficient time to fulfil his responsibilities as a Director if re-elected.

Board recommendation: The Board (excluding Gary because of his interest) endorses the re-election of Gary Levin as a Director.

Explanatory Notes

Item 3(c)

To elect Donna Player

Donna Player was first appointed a Director of the Company in January 2017.

The Board considers Donna to be an independent non-executive director.

Donna is a member of the Remuneration and Nomination Committee.

Donna has over 35 years' experience in retail, marketing and product development gained in both retail and wholesale industries. In her most recent position, Donna was the Group Executive of Merchandise for Fashion, Beauty, Footwear, Accessories and Home for David Jones.

Donna has specifically confirmed to the Company that she will have sufficient time to fulfil her responsibilities as a Director if elected.

Board recommendation: The Board (excluding Donna because of her interest) endorses the election of Donna Player as a Director.

Item 3(d)

To elect Stephen Roche

Stephen Roche was first appointed a Director of the Company in May 2017.

The Board considers Stephen to be an independent non-executive director.

Stephen is a member of the Audit and Risk Committee.

Stephen was most recently Managing Director and Chief Executive Officer of Australian Pharmaceutical Industries Limited. He is currently a director of Myer Family Investments Pty Ltd and is Chairman of The Priceline Sisterhood Foundation Limited.

Stephen has specifically confirmed to the Company that he will have sufficient time to fulfil his responsibilities as a Director if elected.

Board recommendation: The Board (excluding Stephen because of his interest) endorses the election of Stephen Roche as a Director.

Item 4

Appointment of new auditor

Deloitte Touche Tohmatsu (Deloitte) has been the Company's auditor for a number of years. The Board considers that Deloitte has conducted its audits in an effective and competent manner. However, given the tenure of Deloitte as auditor of the Company, the Board considered it appropriate to review the external audit alternatives, and therefore tendered the role of auditor.

As a result of the tender process overseen by the Company's Audit and Risk Committee, the Board recommends that Ernst & Young be appointed by shareholders as the new auditor of the Company.

Following this Board decision to recommend the appointment of Ernst & Young, Deloitte applied for consent from ASIC to notify the Company of its resignation as auditor.

Under section 329(5) of the Corporations Act, an auditor of a company may, by notice in writing given to the company, resign as auditor of the company if:

- the auditor has, by notice in writing given to ASIC, applied for consent to the resignation and stated the reasons for the application and, at or about the same time notified the company in writing of the application to ASIC; and
- the consent of ASIC has been given.

ASIC has given its consent to the resignation of Deloitte, effective from the date of the Meeting. Deloitte has submitted notice of its resignation to the Company.

Subject to shareholder approval of the appointment of Ernst & Young being obtained at the Annual General Meeting, Ernst & Young will be the auditor of the Company effective from the close of the meeting.

In accordance with section 328B of the Corporations Act, a shareholder has nominated Ernst & Young to be appointed at the Annual General Meeting as the new auditor of the Company. A copy of the notice of nomination of Ernst & Young is reproduced below.

Ernst & Young has consented to its proposed appointment, in accordance with section 328A of the Corporations Act.

Board recommendation: The Board recommends that shareholders vote in favour of item 4.

Copy of nomination of Ernst & Young for appointment as auditor by a shareholder

18 September 2017

Baby Bunting Group Limited
955 Taylors Road
Dandenong South VIC 3175

Dear Sir/Madam

Nomination of Ernst & Young as auditor

I, being a member of Baby Bunting Group Limited (Company), hereby nominate Ernst & Young for appointment as auditor of the Company at the next Annual General Meeting.

Yours faithfully



Stephen Roche