

**NOTICE OF
2011 ANNUAL MEETING
VECTOR LIMITED**

Notice is hereby given that the 2011 Annual Meeting of Vector Limited will be held at the Guineas Rooms 1 & 2, Ellerslie Event Centre, Ellerslie Racecourse, 80 Ascot Avenue, Remuera, Auckland, New Zealand, on Friday 28 October 2011, commencing at 2.00pm»

AGENDA ■

A. ORDINARY BUSINESS

1 › CHAIRMAN'S AND GROUP CHIEF EXECUTIVE'S REPORTS

Reports from the Chairman and the Group Chief Executive in respect of the financial year ended 30 June 2011, including consideration of the financial statements and the audit report. (see Explanatory Note 1.)

2 › RE-ELECTION OF DIRECTORS

In accordance with NZSX Listing Rule 3.3.11, Karen Sherry, James Carmichael and Hugh Fletcher retire by rotation and being eligible, offer themselves for re-election.

Accordingly, to:

Re-elect Karen Sherry;

Re-elect James Carmichael;

Re-elect Hugh Fletcher.

as directors of the Company, all by way of separate ordinary resolutions.

A biography of each director offering herself or himself for re-election is contained in Explanatory Note 2.

3 › APPOINTMENT AND REMUNERATION OF AUDITOR

To record that the Company's Auditor, KPMG, is automatically reappointed pursuant to section 200 of the Companies Act 1993 and to authorise, by way of ordinary resolution, the directors to fix the Auditor's remuneration for the ensuing year. (see Explanatory Note 3.)

B. GENERAL BUSINESS

To consider such other business as may properly be raised at the meeting.

By Order of the Board

Jennifer Watt
Company Secretary
16 September 2011

ORDINARY RESOLUTIONS: Ordinary resolutions are required to be approved by a simple majority of more than 50% of votes validly cast at the Annual Meeting.

SHAREHOLDERS ENTITLED TO ATTEND AND VOTE: Pursuant to section 125 of the Companies Act 1993, the Board has determined that, for the purposes of voting at the Annual Meeting, only those registered shareholders of the Company as at 5.00pm on Tuesday 25 October 2011, being a day not more than 20 working days before the meeting, shall be entitled to exercise the right to vote at the meeting.

PROXIES: Any person entitled to attend and vote at the meeting may appoint another person as his/her proxy (or representative in the case of a corporate shareholder) to attend and vote instead of him/her. A proxy need not be a shareholder of the Company. You may appoint the "Chairman of the Meeting" as your proxy if you wish. A proxy form accompanies this Notice of Meeting. Proxy forms must be received at the office of the Company's share registry, Computershare Investor Services Limited, level 2, 159 Hurstmere Road, Takapuna, Auckland, New Zealand (Private Bag 92119, Auckland 1142), not less than 48 hours before the meeting, being 2.00pm on Wednesday 26 October 2011.

The directors invite attendees at the Annual Meeting to join them for light refreshments at the conclusion of the meeting.

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EXPLANATORY NOTES ■

A. ORDINARY BUSINESS

■ EXPLANATORY NOTE 1 – CHAIRMAN'S AND GROUP CHIEF EXECUTIVE'S REPORTS

The Chairman and the Group Chief Executive will each give a presentation in respect of the financial year ended 30 June 2011. Events occurring after 30 June 2011 will also be discussed.

■ EXPLANATORY NOTE 2 – RE-ELECTION OF DIRECTORS

The NZSX Listing Rules require that at least one third of the Company's directors or, if their number is not a multiple of three, then the number nearest to one third, shall retire from office at the annual meeting each year, but shall be eligible for re-election at that meeting. The directors to retire are those of the directors who have been longest in office since their last election.

Three directors are required to retire at this meeting. Karen Sherry and James Carmichael are the directors longest in office followed by Hugh Fletcher, Tony Carter, James Miller and Alison Paterson. Karen Sherry, James Carmichael and Hugh Fletcher retire by rotation at this Annual Meeting and, being eligible, offer themselves for re-election. The Board has determined, in its view, that Hugh Fletcher is an Independent Director (as defined in the NZSX Listing Rules).

Pursuant to NZSX Listing Rule 3.3.5, on 26 August 2011 the Company issued a notice advising a closing date of 13 September 2011 for director nominations.

Background details of directors offering themselves for re-election at this Annual Meeting are set out below.

› Karen Sherry

Karen Sherry has been a trustee since 1994 and is a former chair of the Auckland Energy Consumer Trust. She is also the chair of Energy Trusts of New Zealand Inc, a trustee of Auckland Healthy Houses Trust, a former trustee of Challenge Trust and a former director of Mercury Energy. Karen is a principal of the firm Bell-Booth Sherry where she specialises in commercial and trust law. Karen has been a Vector board member for five years and two months.

› James Carmichael

James Carmichael is a trustee of the Auckland Energy Consumer Trust and an executive of Energy Trusts of New Zealand Inc. His significant international energy sector experience includes responsibility for multi billion dollar energy assets and acquisition strategy for PowerGen International Limited and thermal and hydro power generation investment decisions for Ranhill Power Berhad. James has been a Vector board member for two years and eleven months.

› Hugh Fletcher

Hugh Fletcher is a former CEO of Fletcher Challenge Limited and is currently a non-executive director and deputy chair of the Reserve Bank of New Zealand, a director of Fletcher Building Limited, Insurance Australia Group Limited and Rubicon Limited. He is also non-executive chairman of IAG New Zealand Limited and a member of L.E.K. Consulting Pty Limited's Australasian Advisory Board. Hugh has been a Vector board member for four years and four months.

EXPLANATORY NOTE 3 – APPOINTMENT AND REMUNERATION OF AUDITOR

Section 200 of the Companies Act 1993 provides that a company's auditor is automatically re-appointed unless there is a resolution or other reason for the auditor not to be re-appointed. The Company wishes KPMG to continue as the Company's auditor, and KPMG has indicated its willingness to do so.

Section 197(a) of the Companies Act 1993 provides that the fees and expenses of KPMG as auditor are to be fixed by the Company at the Annual Meeting or in such a manner as the Company determines at the Annual Meeting. The Board proposes that, consistent with past practice, the auditor's fees should be fixed by the directors.

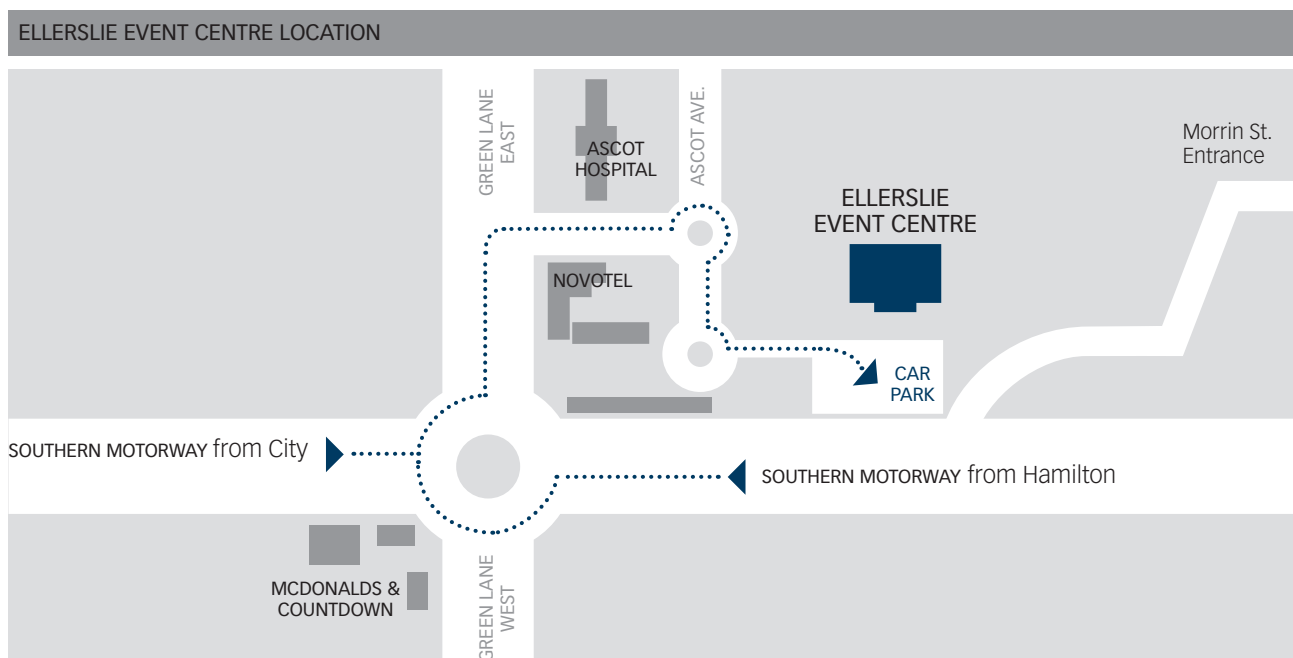
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HOW TO GET THERE ■

DIRECTIONS TO ELLERSLIE EVENT CENTRE FROM THE SOUTHERN MOTORWAY

Ellerslie Racecourse is well sign posted from the Southern Motorway.

- › The best exit is Greenlane.
- › At the roundabout turn left if travelling from the north on the motorway, or right if travelling from the south.
- › At the first set of lights turn right.



WEBCAST OF ANNUAL MEETING ■

If you are unable to attend the annual meeting, but would still like to follow its proceedings, then visit: www.media-server.com/m/p/gq727oc7. The procedure for voting at the annual meeting remains unchanged; shareholders vote either in person or by proxy.