

CHAIRMAN'S LETTER

7 August 2008

Dear Shareholder

Please find enclosed the Notice for the 2008 Annual General Meeting of Alesco Corporation Limited. The Meeting will be held on Tuesday, 16 September 2008 at 2.30pm in the AGL Theatre, Museum of Sydney, corner of Phillip and Bridge Streets, Sydney. The meeting is also scheduled to be webcast on Alesco's website at www.alesco.com.au.

The meeting will cover the ordinary business transacted annually as well as consider the election of two non-executives directors, Mark Luby and Robert (Bob) McKinnon, to the Alesco Board. Both these Directors were appointed to the Board since our last Annual General Meeting. Mark Luby's appointment took effect from 18 December 2007 and Bob McKinnon was appointed on 1 July 2008. Both Mark and Bob are experienced company executives and directors and the Board unanimously recommends that shareholders vote in favour of the election of both Directors.

We are also seeking your approval to issue to Mr Ryan, Alesco's Chief Executive, up to 800,000 ordinary fully paid Shares in the Company in tranches over the next three years under the Alesco Performance Share Acquisition Plan. This Plan was approved by shareholders at the 2006 Annual General Meeting and the level of participation to be offered to Mr Ryan under the Plan will be determined having regard to his overall remuneration package including base salary and short-term incentive component.

If you are not able to attend the meeting in person, please appoint a proxy to attend and vote on your behalf. You can do this by completing the enclosed proxy form and returning it to our Share Registry by mail or fax or otherwise going online using the Share Registry's website at www.linkmarketservices.com.au and following the prompts. We also invite you to lodge questions about or to make comments on the Company's management, its Remuneration Report or Financial Report by completing the question form enclosed with this letter.

I hope that you can join us at the meeting and take advantage of the opportunity to meet and talk to the Directors and senior executives.

Yours sincerely

A handwritten signature in black ink, appearing to read "Sean P Wareing".

Sean P Wareing
Chairman

NOTICE OF 2008 ANNUAL GENERAL MEETING

Notice is given that the 97th Annual General Meeting of shareholders of Alesco Corporation Limited (Company) will be held in the AGL Theatre, Museum of Sydney, corner of Phillip and Bridge Streets, Sydney on Tuesday, 16 September 2008 commencing at 2.30pm (Sydney time).

ORDINARY BUSINESS

A. Chairman's Address and the Chief Executive's Report

B. Financial Report

To receive and consider the Financial Statements and the Reports of the Directors and the Auditor on the Financial Statements for the year ended 31 May 2008.

C. Remuneration Report

1. To adopt the Remuneration Report for the year ended 31 May 2008.

Note – the vote on this resolution is advisory only and does not bind the Directors of the Company.

D. Election of Directors

2. To elect as a Director, Mark Bernard Luby who having been appointed a Director since the last Annual General Meeting is ceasing to hold office in accordance with Article 9.8 of the Company's Constitution, and, being eligible, offers himself for election.
3. To elect as a Director, Robert Victor McKinnon who having been appointed a Director since the last Annual General Meeting is ceasing to hold office in accordance with Article 9.8 of the Company's Constitution, and, being eligible, offers himself for election.

SPECIAL BUSINESS

E. Allotment of Shares to the Managing Director

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

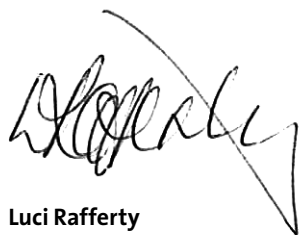
“THAT approval is given for all purposes under the *Corporations Act 2001* and the Listing Rules of ASX Limited for:

- (a) the making of a contract between the Company and Mr Justin James Ryan for the issue of up to a maximum of 800,000 ordinary Shares in the Company to Mr Ryan at an issue price equal to the market value at the relevant time over a three-year period under the terms of the Alesco Share Acquisition Performance Plan (**Plan**), and the provision of benefits under that Plan;

- (b) the allocation of up to a maximum of 800,000 ordinary Shares in the Company to Mr Ryan under the terms of the Plan;
 - (c) the making of an interest-free loan to Mr Ryan under the Plan for 100% of the issue price of the Shares approved to be allocated to Mr Ryan under paragraph (b); and
 - (d) the provision of an award to Mr Ryan, being either a bonus with the after-tax amount being applied to reduce the loan balance, or as a loan waiver and fringe benefits tax on the loan waiver, determined by the Board under the Plan, subject to the Company achieving certain performance targets based on the Company's compound annual growth rate in earnings per Share (before amortisation of intangibles and significant items) over a three-year period,
- as described in the Notice of Meeting convening this meeting."

For further information, please refer to the Explanatory Notes which form part of this Notice of Meeting.

By order of the Board



Luci Rafferty
Company Secretary
7 August 2008

1. If you cannot attend the Meeting you may appoint a proxy to attend and vote for you. A proxy form is included with this Notice of Meeting for this purpose. Alternatively, you can appoint your proxy online by visiting the Share Registrar's website at www.linkmarketservices.com.au under Proxy Voting. To do this, you will need your holder identification number (HIN) or securityholder reference number (SRN), surname or company name and postcode or country code and follow the prompts.
2. You may appoint no more than two proxies to attend and vote on your behalf. A proxy need not be a member of the Company. If you appoint two proxies, the instrument may specify the proportion or number of your votes that each proxy is appointed to exercise. If it does not do so, each proxy may exercise half of the votes.
3. If you wish to direct a proxy on how to vote on any resolution, you should place a mark (e.g. a cross) in the appropriate box on the proxy form. Your proxy may only exercise your vote in the manner you have directed. You may specify your voting direction by inserting the number or percentage of Shares that you wish to vote in the appropriate box.
4. To be effective, the Company must receive the following by not later than 2.30pm (Sydney time) on Sunday, 14 September 2008:
 - your proxy form or online proxy appointment duly completed and signed (follow the online prompts for completing and "signing" your proxy appointment online);
 - if the proxy form or online proxy appointment has been signed under a power of attorney, a copy of the power of attorney (if it has not been noted by the Share Registrar);
 - if the proxy form or online proxy appointment has been signed by another authority, a copy of the authority under which the appointment was signed or a certified copy of the authority (if it has not been noted by the Share Registrar).

These documents (other than online proxy appointments) may be returned in the reply paid envelopes provided. Alternatively, you may send these documents to the Company's Share Registry, by:

Mail

Alesco Corporation Limited
C/- Link Market Services Registrars Limited
Locked Bag A14
Sydney South NSW 1235
Australia

Delivery

Alesco Corporation Limited
C/- Link Market Services Registrars Limited
Level 12
680 George Street
Sydney NSW 2000
Fax +61 (2) 9287 0309

To appoint your proxy online:

www.linkmarketservices.com.au (go to Proxy Voting and follow the prompts).

5. Persons holding Shares of the Company which are quoted securities on the Australian Stock Exchange at 7.00pm (Sydney time) on Sunday, 14 September 2008 will be treated, for the purposes of the Meeting, as shareholders of the Company.

6. VOTING EXCLUSION STATEMENT

The Company will disregard any votes on Resolution 4 by:

- a director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company); and
- an associate of those persons.

However, the Company need not disregard a vote if:

- it is cast by a person as 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.

7. QUESTIONS AND COMMENTS BY SHAREHOLDERS AT THE MEETING

In accordance with the *Corporations Act 2001*, a reasonable opportunity will be given to shareholders – as a whole – to ask questions about or to make comments on the Company's management or its Remuneration Report at the Meeting. Similarly, a reasonable opportunity will be given to shareholders – as a whole – to ask the Company's External Auditor, KPMG, 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 its financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

Shareholders may submit a written question to KPMG if the question is relevant to the content of KPMG's Audit Report or the conduct of its audit of the Company's Financial Report for the year ended 31 May 2008.

Relevant written questions for the Company or the Auditor must be received no later than 5.00pm (Sydney time) on 9 September 2008. Where appropriate, a list of those relevant written questions will be made available to shareholders attending the AGM. The Company or KPMG will either answer these questions at the AGM or table written answers to them at the AGM or make them available to shareholders as soon as practicable after the AGM.

Please send any written questions for KPMG or the Company:

- to the address on the enclosed reply envelope; or
- by facsimile to +61 (2) 9248 2099; or
- to the Company at our registered office:
Level 24
207 Kent Street
Sydney NSW 2000; or
- by email to: investorrelations@alesco.com.au.

ITEM A – CHAIRMAN'S ADDRESS AND THE CHIEF EXECUTIVE'S REPORT

The Chairman will address the Meeting and the Chief Executive will make a presentation on the performance of the Company during the financial year ended 31 May 2008 as well as other strategic and operational activities of the Company. The Chairman will also respond to questions raised by shareholders at or before the Meeting.

ITEM B – FINANCIAL REPORT

The Company is required by the *Corporations Act 2001* and its Constitution to table before the Meeting the Financial Statements and the Reports of the Directors and the Auditor on the Financial Statements, for the year ended 31 May 2008. Shareholders are not required to vote on these Reports but will be given an opportunity to raise questions on the Reports at the Meeting. The Auditor will be available at the Meeting to answer any questions in relation to the Auditor's Report.

ITEM C – REMUNERATION REPORT

The Board submits its Remuneration Report to shareholders for consideration and adoption by way of non-binding resolution.

The Remuneration Report is set out on pages 31 to 40 of the Directors' Report in the 2008 Annual Report. The Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive directors and senior executives of the Company;
- discusses the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and each member of the Company's senior executive management team; and
- details and explains any performance hurdles applicable to the remuneration of executive directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of and questions relating to the Remuneration Report at the Meeting.

The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

ITEM D – ELECTION OF DIRECTORS

Mr Luby, a non-executive director, was appointed to the Board on 18 December 2007 and Mr McKinnon, a non-executive director, was appointed to the Board on 1 July 2008. In accordance with the Constitution both are required to cease office and offer themselves for election.

Mark Bernard Luby (Dip Bus Studies)
Non-Executive Director Age 56

Mark joined the Board in December 2007. He is currently a non-executive Chairman of BIS Limited (a privately held Australian industrial services business owned by KKR) and a non-executive director of Wattyl Limited and Jeminex Limited (a privately held Australian industrial group backed by AMP Capital Investors' Private Equity Fund III). Prior to his role with

BIS Limited, Mark was Chairman of BIS Cleanaway Limited. Mark spent 29 years in various senior management positions with Brambles including being a member of the Brambles Executive Leadership Team, Senior Vice President – Business Development and President of Brambles CHEP Europe, Asia-Pacific and Africa operations, where he led the European business's restructure from 2002.

Prior to submitting himself for election, Mr Luby acknowledged to the Company that he would have sufficient time to properly fulfil his duties to the Company.

The Board unanimously recommends that shareholders vote in favour of Mr Luby's election.

Robert (Bob) Victor McKinnon (BCom, ACA, MAICD)
Non-Executive Director Age 55

Bob joined the Board of Alesco on 1 July 2008. He was also recently appointed Group Executive, Technology of Westpac Banking Corporation. Over a 36 year career, Bob has held a variety of senior executive and board roles in finance, technology and general management across the financial services and property industries. Until March 2008 he was Joint Managing Director and Chief Financial Officer of Brookfield Multiplex Group. Previously he was Group Executive, Technology and Chief Information Officer of Commonwealth Bank of Australia, Chief Executive of State Street Australia, Chief Financial Officer and Chief General Manager of MLC Group and Chief Financial Officer of Lend Lease Corporation.

Bob holds a Bachelor of Commerce with merit from the University of New South Wales and is a member of the Institute of Chartered Accountants in Australia and the Australian Institute of Company Directors.

Prior to submitting himself for election, Mr McKinnon acknowledged to the Company that he would have sufficient time to properly fulfil his duties to the Company.

The Board unanimously recommends that shareholders vote in favour of Mr McKinnon's election.

Barry Jackson

Barry Jackson retires as a Director of the Company with effect from the end of this meeting and is not seeking re-election.

ITEM E – RESOLUTION 4 – MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER PARTICIPATION IN THE ALESCO SHARE ACQUISITION PERFORMANCE PLAN

In 2006, as part of Mr Ryan's overall remuneration package, shareholders approved a long-term incentive package consisting of a grant of 370,000 ordinary fully paid shares to be allocated over three years as follows:

- Tranche 1 – 150,000 shares (issued in 2006 at an issue price of \$9.99 per share);
- Tranche 2 – 110,000 shares (issued in 2007 at an issue price of \$11.28 per share); and
- Tranche 3 – 110,000 shares (to be issued on or about 1 September 2008 as part of Mr Ryan's FY09 remuneration package).

The shares were allocated under the Alesco Share Acquisition Performance Plan (**Plan**). This Plan was also approved by shareholders at the 2006 Annual General Meeting.

Under the rules of the Plan certain awards (either by way of a partial forgiveness of up to a maximum of 53.5% of the loans provided by the Company to Mr Ryan to acquire the shares or a cash bonus up to a maximum of 100% of the loans with the after-tax amount to be used by Mr Ryan to repay part of the outstanding loan amount) could be earned by the achievement of a performance hurdle which was approved by shareholders at the 2006 Annual General Meeting. The performance hurdle for each tranche of shares over the relevant three-year period is as set out in the following table.

EPS Three-Year CAGR	Award %
< 5%	Nil
5%	33.3%
> 5% and < 7%	Pro rata
7%	66.7%
> 7% and < 12%	Pro rata
12% or >	100%

CAGR – compounded annual growth rate

As part of Mr Ryan’s long-term incentive arrangements, it is intended, subject to shareholder approval, to allocate to Mr Ryan a further number of ordinary fully paid shares in the Company (**Shares**) up to a maximum of 800,000 in certain tranches over the next three years. The final number of Shares to be allocated during this time will be determined by the issue price and the overall quantum of Mr Ryan’s total compensation package relevant at the time.

Principles of compensation

The Company’s remuneration strategy is designed to attract, retain and motivate appropriately qualified and experienced directors and senior executives. Compensation packages include a mix of fixed and variable compensation and short-term and long-term performance-based incentives. Most senior executives, including the Chief Executive, have a significant proportion of their rewards “at risk”. More details on the overall philosophies and practices can be found in the Remuneration Report in the 2008 Annual Report (see www.alesco.com.au).

Mr Ryan’s compensation package is a mix of base salary, a short-term incentive of up to a maximum 100% of his base salary, payable in cash and a potential long-term incentive of up to a maximum 125% of base salary, payable in Shares. Mr Ryan is also eligible to receive a further 25% of his base salary as a long-term retention payment on the condition that he is employed by the Company on the date of payment in three years’ time.

The overall quantum of the compensation package has been determined following a benchmark review of comparable peers and taking into account such factors as the size of the overall business and the level of Mr Ryan’s experience and to ensure that the overall remuneration package is competitive

in the marketplace. The package has been determined by the Board following consultation with external remuneration specialists Godfrey Remuneration Group.

The Company proposes to offer the Shares in the Company to Mr Ryan in tranches over three years, with all Shares to be issued by 16 September 2011. As the Plan is based upon a loan amount to be provided by the Company to Mr Ryan and this is calculated by reference to a percentage of base salary and the issue price of the Shares at the relevant time, the exact number of Shares to be allocated in each tranche for each 12-month period cannot be determined until the time of the allocation. The Board will only issue that number of Shares to Mr Ryan necessary to ensure that his compensation package reflects the stated remuneration policies and practices appropriate to Mr Ryan.

In addition, the Company proposes to “top up” the allocation of shares to be made to Mr Ryan on or about 1 September 2008 with additional Shares (**Top-Up Shares**) taking the total number of shares from 110,000 (as approved at the 2006 Annual General Meeting) to up to an amount not exceeding 190,000 shares in total. The reason for this is to bring the level of the long-term incentive package for the financial year ended 31 May 2009 to the necessary level to ensure that Mr Ryan’s total compensation package is comparable with his peers as determined by the comparative review. The final number of shares to be allocated to Mr Ryan will be determined by reference to the prevailing share price and Mr Ryan’s current base salary.

Approval is therefore sought for the allocation of a maximum number of 800,000 Shares to be issued to Mr Ryan over the next three years in accordance with the terms and conditions of his employment with the Company. The maximum number of 800,000 Shares has been calculated based on various assumptions relating to Mr Ryan’s salary and the future share price. If the share price at the time of allocation is higher than assumed, fewer Shares will be issued to Mr Ryan. If the share price at the time of allocation is lower than assumed, more shares will be issued to Mr Ryan, up to a maximum of 800,000 Shares. As noted earlier, the Board will only issue that number of Shares to Mr Ryan necessary to ensure that his compensation package reflects the stated remuneration policies and practices appropriate to Mr Ryan.

Each tranche of Shares is to be funded by a fully recourse interest-free loan from the Company to Mr Ryan.

Any issues of shares to Mr Ryan in future years must be separately approved by the Company’s shareholders.

The Shares that the Company proposes to either acquire on-market for, or issue to, Mr Ryan under the Plan will rank equally with those traded on the ASX at the time of issue. If approved and the Company issues the Shares, the issue price will be the volume weighted average price of shares in the Company, as traded on the ASX, in the one-week period up to and including the date of allocation of the Shares to Mr Ryan. As the Shares are proposed to be issued fully paid to Mr Ryan, the only “value” accruing to them will derive from the terms of the Loan proposed to be made by the Company

for the purchase price (see the paragraph “Benefit under the Plan” on page 9).

The final number of Shares to be allocated to Mr Ryan in each tranche will be determined at the time of allocation by the Board having regard to the overall remuneration package payable to Mr Ryan at the relevant time. As the performance hurdle for these Shares is linked to a waiver of an associated loan, the share price at the time will also be used to determine the exact number of Shares to be allocated to Mr Ryan. As noted earlier, the Board will only issue that number of Shares to Mr Ryan necessary to ensure that his compensation package reflects the stated remuneration policies and practices appropriate to Mr Ryan.

Structure of the Plan

In summary, under the Plan, loans (**Loans**) are provided to key senior executives (**Participants**) to fund the acquisition of ordinary fully paid shares in the Company (**Shares**). Ownership in the Shares vests immediately with the Participants and the Loans are (in most circumstances) fully recourse. Awards (**Awards**) are earned by Participants in the form of either cash bonuses (used to pay down the outstanding Loan) or Loan waivers and calculated by reference to the Company’s compound annual growth rate in earnings per share (before amortisation of intangibles and significant items) (**EPS**) over a three-year period, with the base being set at 95% of the first year’s budgeted EPS (**EPS Growth**). The Directors believe that EPS Growth is the most appropriate measurement which is directly affected by the senior executive team of the Company and the measure which will have the greatest impact on long-term shareholder wealth creation.

Terms and conditions of the current proposed Plan grant to Mr Ryan

The following summarises the key terms and conditions of the current proposed Plan grants to Mr Ryan if his allocation is approved. The terms and conditions are the same for other senior executives.

Acquisition of Shares

Shares are proposed to be issued under the Plan at a price equal to the volume weighted average price of shares, as traded on the ASX, in the one-week period up to and including the date of allocation of the Shares or otherwise acquired on-market. It is expected that the date of allocation will be on or about 1 September each year.

Restriction on disposal

Mr Ryan may not dispose of the Shares for three years after acquisition of the Shares (**Restriction Period**) and may only dispose of them after three years if the Loan relating to those Shares is repaid. A holding lock will be placed on the Shares from the date of acquisition until Mr Ryan is entitled to dispose of those Shares (**Holding Lock**).

Loans

The Loan to Mr Ryan under the Plan is interest-free and full recourse. There are two exceptions to the full recourse feature:

- (a) if certain performance hurdles are met, the Board may grant an Award and waive a proportion of the unpaid amount of a Loan, up to a maximum of 53.5% of the value of the Loan (based on the current top marginal rate of income tax of 46.5% including the Medicare levy of 1.5%); and
- (b) if Mr Ryan ceases to be employed by Alesco prior to the Loan being repaid, in certain circumstances, the Board has the discretion to waive the amount (if any) by which the outstanding Loan balance is greater than the market value of the Shares.

The time that the Loan is due to be repaid is 10 years from the drawdown date, or earlier in the event of termination of employment. From three years after drawdown of the Loan, Mr Ryan may repay some or all of the Loan from his own resources.

While the Loan is outstanding, the after-tax amount of any cash distribution paid on Mr Ryan’s Shares will go towards the reduction of the Loan and the balance will be paid to him to meet any tax liability. Mr Ryan must also pay the proceeds of any sale of rights which he derives in respect of his Shares and any associated bonus shares towards the reduction of his Loan.

Loans become immediately due and repayable on the earliest to occur of:

- (a) the maturity date specified at the time of making the Loan;
- (b) Mr Ryan becoming an insolvent under administration;
- (c) Mr Ryan ceasing to be an employee of an entity within the Alesco Group;
- (d) a relevant third party making a takeover bid and acquiring the Shares of Mr Ryan that are subject to a Loan;
- (e) any person acquiring the Shares under compulsory acquisition or a scheme of arrangement in relation to the Company; or
- (f) the disposal of the Shares by Mr Ryan.

The Board may waive the Company’s right to repayment of all or part of any unpaid Loan in the following circumstances:

- (a) on the satisfaction of any conditions for such waiver set out in the invitation in respect of the Shares acquired using the Loan;
- (b) in the event of death or total and permanent disablement of Mr Ryan; or
- (c) in such other circumstances as the Board may, in its sole discretion, determine.

Performance hurdles

In relation to the first tranche of Shares, if certain performance levels measured from 1 June 2009 to 31 May 2012 (**Measurement Period**) are met, the Board will recognise such performance by way of an Award related to the amount borrowed to acquire the Shares.

For the second tranche and third tranche of Shares, the performance levels will be measured from 1 June 2010 to 31 May 2013 and 1 June 2011 to 31 May 2014 respectively (each a Measurement Period).

Awards will be calculated based on the Company’s compound annual growth rate in earnings per share (before amortisation of intangibles and significant items) (**EPS**) over a three-year period, with the base being set at 95% of the first year’s budgeted EPS (**EPS Growth**) over the relevant Measurement Period. The EPS Growth will be determined by the Board and disclosed in the Company’s Annual Report for the relevant financial years.

An Award will, at the election of the Company, be processed as either a bonus with the after-tax amount being applied to reduce the Loan balance or as a Loan waiver and fringe benefits tax (**FBT**) on the Loan waiver. The maximum amount of any Award would be a bonus equal to 100% of the initial Loan amount or a Loan waiver equal to 53.5% of the initial Loan amount (being the difference between 100% and the current maximum marginal tax rate of 46.5% including the Medicare levy of 1.5%).

The scale used to calculate the Award for the next three tranches of Shares and the Top-Up Shares will be as follows:

EPS Growth over the Measurement Period	% of Maximum Award	Amount of Loan Reduction as % of initial Loan to Acquire Shares*
< 0%	0%	0%
> 0% and < 5%	Pro rata	Pro rata
5%	66.7%	35.67%
> 5% and < 10%	Pro rata	Pro rata
10% or >	100%	53.5%

* This assumes a highest marginal tax rate of 46.5% (inclusive of Medicare levy).

Example

An example setting out the way the Award system operates is as follows:

Worked example

Value of Shares allocated under the Plan on the Allocation Date	\$1,250,000
Initial Loan granted under the Plan	\$1,250,000
Amount owing on the Loan on the date the Restriction Period ends (assuming \$200,000 of the initial Loan has been repaid using cash distributions on the Shares that are paid during the Restriction Period)	\$1,050,000
EPS Growth over Measurement Period	5.0%
% of Award in relation to the initial Loan to acquire Shares	66.7%
Amount of Loan reduction as % of initial Loan to acquire Shares	35.67%
Dollar value of Loan reduction (35.67% x 1,250,000)	\$445,833
New Loan balance upon granting of Award on the date the Restriction Period ends (\$1,050,000 – \$445,833)	\$604,167

If the EPS Growth over the Measurement Period is less than 0%, no Award will be granted and the amount owing on the Loan on the date the Restriction Period ends will be \$1,050,000. At 10% or higher EPS Growth over the Measurement Period the maximum Award will be granted and the new Loan balance on the date the Restriction Period ends would be \$381,250.

Note that the above example does not take into account:

- any movement in the Share price between the Allocation Date and the date the Restriction Period ends. Share prices rise and fall and the value of the Shares may be lower than the value of the Shares at the time they were allocated under the Plan; or
- any personal tax implications.

The above example is not a projection or forecast of the performance of the Company or the Shares. The assumptions used in the example are used only for the purpose of illustrating how an Award may affect the outstanding Loan balance.

Benefit under the Plan

The two examples below represent an estimate of the benefit, based on certain assumptions that would be provided by the Company to Mr Ryan in respect of his participation in the Plan, should Resolution 4 be approved.

The estimated benefit is based on the present value of the future after-tax¹ value of the Share and Loan package held by Mr Ryan on the fifth anniversary of the Tranche 1 grant date and the following assumptions:

• Share price at Tranche 1 grant date:	\$7.00
• Dividend payout ratio:	85%
• Discount rate:	10.0%
• Base salary annual increase:	5.0%

¹ Assumes Shares sold and Loan repaid with capital gains tax payable at current highest marginal tax rate.

Net Present Value of Future Estimated Post-Tax Benefit

EPS Growth over the Measurement Period	Initial aggregate Loan amount (\$'000)	Aggregate Loan amount waived (\$'000)	Net distributions used to reduce Loan over 6 years (\$'000)	Loan balance (\$'000)	Assumed price earnings multiple	Estimated Share price \$	Estimated NPV of future post-tax benefit (\$'000)
10%	4,618	2,470	1,565	583	12.0	15.62	3,174
7.5%	4,618	2,059	1,569	990	11.0	12.47	2,648
5%	4,618	1,647	1,592	1,379	10.0	9.86	2,168
2.5%	4,618	823	1,552	2,243	9.5	8.09	1,467
0%	4,618	nil	1,506	3,112	9.0	6.62	789

The estimated benefit of the Plan to Mr Ryan (as described earlier) includes assumptions about the future Share price of the Company and does not represent the cost to the Company of Mr Ryan's participation in the Plan. This can only be determined during the relevant Measurement Period, but which (on the above assumptions) would be lower than the Estimated Benefit.

The actual value of the benefits received by Mr Ryan under the Plan will differ from any estimated values, and will depend on the volume weighted average price of the Company's shares, as traded on the ASX, in the one-week period up to and including the issue date, the price of the Company's shares in the future and the Company's earnings per share (before amortisation of intangibles and significant items) performance for the relevant Measurement Period.

The Directors do not believe that the Company will incur any opportunity cost or forgo any benefit by issuing the Shares under the Plan, nor will the Company forgo any benefit under the terms of the Loan that the Directors do not believe will be adequately compensated if the performance requirements for Awards are satisfied.

Funds raised from the issue of the Shares and repayment of the Loans under the Plan will be applied to the Company's general capital requirements. The dilution effects on the Company's earnings per share (before amortisation of intangibles and significant items) of the issue of the Shares to Mr Ryan will be negligible.

Information about the Shares issued to Mr Ryan under the Plan, noting that approval for the issue of the Shares was obtained under Listing Rule 10.14, will be published in each Annual Report of the Company relating to a period in which the Shares have been issued.

None of the Directors of the Company other than Mr Ryan and Mr Thompson (the Finance Director) are entitled to participate in the Plan. Any executive directors who become entitled to participate in the Plan in the future will not participate until approval is obtained by shareholders under Listing Rule 10.14.

None of the Directors of the Company other than Mr Ryan and Mr Thompson currently hold any shares under the Plan. Mr Ryan and Mr Thompson also hold the following Alesco shares under the Alesco Management Share Plan.

Director	Alesco Management Share Plan	The Plan
Mr Ryan	61,000	260,000*
Mr Thompson	10,000	65,931**

* A total allocation of 370,000 shares to Mr Ryan over a three-year period from 2006 was approved by shareholders at the 2006 AGM. Mr Ryan will be allocated the balance of the allocation (110,000 Shares) on or about 1 September 2008. If this resolution is passed, it is intended that up to a further 80,000 Shares will be allocated to Mr Ryan on or about 16 September 2008, taking his total allocation for the 2009 financial year to a maximum of 190,000 Shares.

** Shareholders have approved a total allocation of shares to Mr Thompson over a three-year period from 2007 under the Plan. Mr Thompson will receive 30,000 shares on or about 1 September 2008 and a further 30,000 shares on or about 1 September 2009.

Current remuneration of Mr Ryan

The table below sets out the actual remuneration of Mr Ryan in the period from 1 June 2007 to 31 May 2008 and his estimated remuneration for the period 1 June 2008 to 31 May 2009. The estimated remuneration is based on information available to the Company at the time of preparing the Notice of Meeting. The actual remuneration may differ, but will be reported in the 2009 Annual Report of the Company.

Remuneration categories	Mr Justin Ryan	
	Actual 1/6/07 to 31/5/08	Estimated 1/6/08 to 31/5/09
Base remuneration	\$778,574	\$986,255
Short-term incentive	\$752,000	\$1,000,000*
Non-monetary benefits	–	–
Superannuation benefits	\$13,092	\$13,745
Long-term incentive	\$284,975	\$380,800
Total	\$1,828,641	\$2,380,800

* This assumes Mr Ryan achieves the maximum short-term incentive of 100% of Base Remuneration plus superannuation benefits which is subject to achieving agreed company and individual performance criteria

Further details on the remuneration of Mr Ryan in the relevant periods to 31 May 2008 and his holdings of Shares in the Company are set out in the 2008 Annual Report.

Tax consequences for the Company in relation to the Plan

Eligible individuals will be granted an interest-free Loan by the Company to acquire the shares. Accordingly, the Company will not derive any assessable interest income on the Loans.

No Fringe Benefits Tax (FBT) will be due on the grant of the interest-free Loan due to the “otherwise deductible rule” under the *Fringe Benefits Tax Assessment Act 1986*. The “otherwise deductible rule” will apply on the basis that the Loan was used to acquire shares in the Company.

A portion of the Loan may potentially be waived. The Company will be liable to pay FBT on the waived amount. The amount of FBT the Company will need to pay has been taken into account in determining the terms of the Plan.

The Company will be entitled to an income tax deduction for the waived amount. The deduction will be incurred by the Company at the time that the Company waives the portion of the Loan.

Requirement for approval

Under Listing Rule 10.14 an entity must not issue securities to a related party (such as a director or a company controlled by a director) under an employee incentive scheme without the approval of securityholders. Accordingly, approval of shareholders is sought for the purpose of ASX Listing Rule 10.14 to enable the Company to issue Shares to Mr Ryan under the Plan.

Related party benefits

Under section 208 of the *Corporations Act 2001*, the Company may only give financial benefit to a related party (such as a Director of the Company) if this is approved by an ordinary resolution of shareholders. Under the proposed Plan, the Company proposes to give financial benefits under the Plan to Mr Ryan in the form of an interest-free Loan and an Award which will either be processed as a bonus with the after-tax amount being applied to reduce the Loan balance or as a Loan waiver and FBT on the Loan waiver.

The Directors of the Company consider the benefits proposed to be given under the Plan to constitute reasonable remuneration and therefore exempt from the financial benefit provisions of the *Corporations Act 2001*. However, the Directors of the Company believe it would be prudent for the Company to seek shareholder approval for the making of a Loan and the grant of an Award to Mr Ryan under the Plan.

Retirement benefits

Under section 200B of the *Corporations Act 2001*, a company may only give a person a benefit in connection with their ceasing to hold a board or managerial office in the Company or a related body corporate if it is approved by shareholders or an exemption applies.

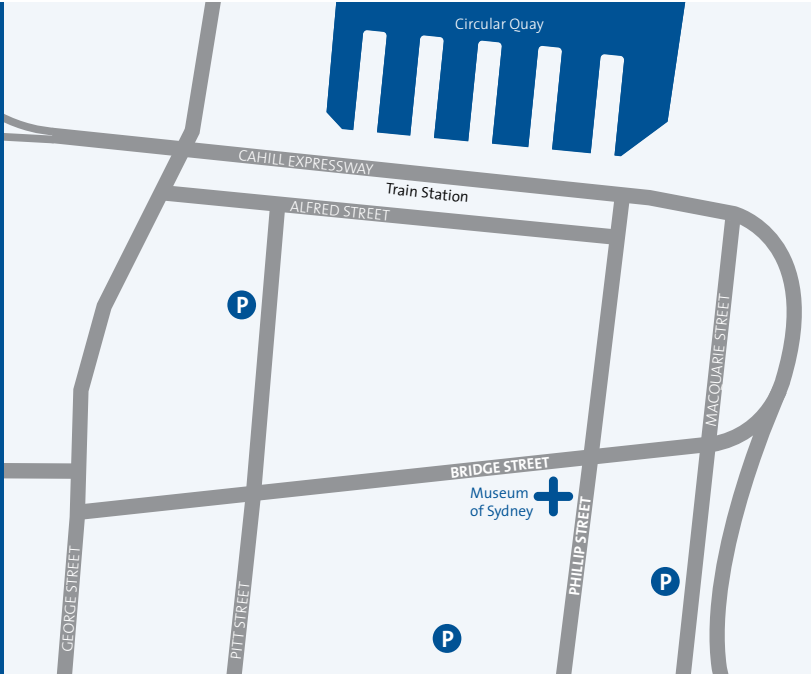
Accordingly, approval is also sought for any benefit which Mr Ryan may receive under the Plan upon cessation of employment with the Company. Benefits are dependent on the circumstances under which employment ceases, and may include the granting of a potential Award where employment ceases prior to the end of the Restriction Period, and the capping of the outstanding Loan balance at the market value of the Shares at the date of termination, where employment ceases prior to the Loan being repaid.

RECOMMENDATION

The Directors of the Company (excluding Mr Ryan who has a direct interest) believe that participation in the Plan by Mr Ryan, on the terms and conditions described above, is an appropriately designed equity-based incentive for this senior executive, having regard to his responsibilities and commitment and the role of the Plan in the attraction and retention of key executives and driving the improved performance of the Company.

Accordingly, noting the interest of Mr Ryan (as a potential participant), the Board of the Company recommends that you vote in favour of Resolution 4.

Copies of the Plan Rules and the Constitution of the Company are available on the Company website www.alesco.com.au.



LOCATION

AGL Theatre
Museum of Sydney
Corner of Phillip & Bridge Streets
Sydney
Tuesday, 16 September 2008
commencing at **2.30pm** (Sydney time)

APPOINTMENT OF PROXY

If you would like to attend and vote at the Annual General Meeting, please bring this form with you. This will assist in registering your attendance.

You can also lodge your vote on-line at
 www.linkmarketservices.com.au

I/We being a member(s) of Alesco Corporation Limited and entitled to attend and vote hereby appoint

A the **Chairman of the Meeting** **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/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 instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 2.30pm on Tuesday, 16 September 2008, at the AGL Theatre at Museum of Sydney, Corner of Phillip & Bridge Streets, Sydney and at any adjournment of that meeting.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the share registry. Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

B To direct your proxy how to vote on any resolution please insert in the appropriate box below.

	For	Against	Abstain*		For	Against	Abstain*
Resolution 1 To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 3 To elect Mr Robert Victor McKinnon as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 To elect Mr Mark Bernard Luby as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 4 Allotment of Shares to the Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

C SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual) <input type="text"/>	Joint Securityholder 2 (Individual) <input type="text"/>	Joint Securityholder 3 (Individual) <input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the securityholder's constitution and the *Corporations Act 2001* (Cwlth).

Link Market Services Limited advises that Chapter 2C of the *Corporations Act 2001* requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your securityholding and if some or all of the information is not collected then it might not be possible to administer your securityholding. Your personal information may be disclosed to the entity in which you hold securities. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. Our privacy policy is available on our website (www.linkmarketservices.com.au).



How to complete this Proxy Form

1 Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in section A. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in section A. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

3 Votes on Items of Business

You should direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 2.30pm on Sunday, 14 September 2008, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the reply paid envelope or:

- by posting, delivery or facsimile to Alesco Corporation Limited's share registry as follows:
Alesco Corporation Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Facsimile: (02) 9287 0309
- lodging it online at Link's website (www.linkmarketservices.com.au) in accordance with the instructions given there (you will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website);
- delivering it to Level 12, 680 George Street, Sydney NSW 2000.