



Proxy Form



Leighton Holdings Limited

ACN 004 482 982
ABN 57 004 482 982

Mark this box with an 'X' if you have made any changes to your address details (see reverse)



All correspondence to:
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Appointment of Proxy

I/We being a member/s of Leighton Holdings Limited and entitled to attend and vote hereby appoint



the Chairman
of the Meeting
(mark with an 'X')

OR

Write here the name of the person you are appointing if
this person is **someone other than** the Chairman of the
Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy 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 Leighton Holdings Limited to be held at the Grand Ballroom, Four Seasons Hotel, 199 George Street, Sydney NSW on Thursday 7 November 2002 at 10:00am and at any adjournment of that meeting.

Voting directions to your proxy - please mark to indicate your directions

Item 1. To adopt the Financial and other Reports

Item 2.1 To elect M C Albrecht as a director

Item 2.2 To elect D S Adams as a director

Item 2.3 To elect G J Ashton as a director

Item 2.4 To elect G J Dixon as a director

	For	Against	Abstain*
Item 1. To adopt the Financial and other Reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2.1 To elect M C Albrecht as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2.2 To elect D S Adams as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2.3 To elect G J Ashton as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2.4 To elect G J Dixon as a 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.

Appointing a second Proxy

I/We wish to appoint a second proxy



Mark with an 'X' if you
wish to appoint a second
proxy.

AND

 %

OR

State the percentage of your voting rights or the number
of securities for this Proxy Form.

PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your proxy to be validly appointed.

Individual or Securityholder 1

Individual/Sole Director and
Sole Company Secretary / Authorised Officer

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/ /



How to complete the Proxy Form

1 Your Name and Address

This is your name and address as it appears on the share register of Leighton Holdings Limited. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. 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. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy and vote on your behalf. A proxy need not be a securityholder of Leighton Holdings Limited.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities 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 securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy will 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

If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the share registry of Leighton Holdings Limited or you may copy this form.

To appoint a second proxy you must:

- (a) indicate that you wish to appoint a second proxy by marking the box.
- (b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If you appoint 2 proxies and do not specify the proportion or number of your votes each proxy may exercise, each proxy may exercise half of the votes.
- (c) return both forms together in the same envelope, or as the same time by Fax.

5 Signatories

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

Joint Holding: Where the holding is in more than one name, all of the securityholders must sign.

Companies: If the company has a sole director who is also a sole secretary, this form must be signed by that director. If the company has a sole director and no secretary that director may also sign alone. In the case of any other company, this form must be signed by either 2 directors or a director and secretary. This form may also be signed by an authorised officer of the company. Please indicate the office held by signing in the appropriate place.

Power of Attorney & Authorised Persons If the person signing this form is doing so under power of attorney, or in the case of a company, as an authorised officer of the company, the power of attorney or other authority (or a certified copy of it) must be attached to this form when your return it.

If a representative of a company 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 share registry of Leighton Holdings Limited.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney or other authority under which it is signed or certified copy of it) must be received not later than 48 hours before the commencement of the meeting at the place specified below. Any Proxy Form received after that time will not be valid for the scheduled meeting.

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Documents may be lodged using the reply paid envelope or:

- by posting, delivery or facsimile to Leighton Holdings Limited share registry at the address opposite, or
- by delivery to the Registered Office of Leighton Holdings Limited being
Level 5
472 Pacific Highway
ST LEONARDS NSW 2065

Leighton Holdings Limited share registry
Computershare Investor Services Pty Limited
GPO Box 4195
Sydney New South Wales 2001
Australia
Facsimile 61 2 8234 5180