

**Leighton Holdings Limited**  
A.B.N 57 004 482 982

**All correspondence to:**  
Computershare Investor Services Pty Limited  
GPO Box 7045 Sydney  
New South Wales 2001 Australia  
Enquiries (within Australia) 1300 855 080  
(outside Australia) 61 3 9415 4000  
Facsimile 61 2 8234 5050  
www.computershare.com

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



## 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

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the meeting on my/our behalf 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, Sydney Four Seasons Hotel, 199 George Street, Sydney NSW on Thursday 10 November 2005 at 10:00am and at any adjournment of that meeting.

### IMPORTANT: FOR ITEM 4 BELOW



If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on Item 4 below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of that Item and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 4 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 4.

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

	For	Against	Abstain*		For	Against	Abstain*
1 To adopt the Financial Reports and Reports of the Directors and Auditor for the year ended 30 June 2005	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3.2 To elect M C Albrecht as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To adopt the Remuneration Report for the year ended 30 June 2005	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3.3 To elect G J Dixon as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To elect Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3.4 To elect G J Ashton as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.1 To elect D S Adams as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4 To approve an increase in the maximum annual remuneration of Non-executive Directors	<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.

## PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and  
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

In addition to signing the Proxy form in the above box(es) please provide the information below in case we need to contact you.

Contact Name

Contact Daytime Telephone

Date



# How to complete this Proxy Form

## 1 Your Address

This is your address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your 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 individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. 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 securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

## 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 may vote as he or she chooses on that item. 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 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 securities 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 on a poll. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

## 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, all of the securityholders must sign.

Power of Attorney and Authorised Persons: to sign under Power of Attorney or in the case of a company, as an authorised officer of the company, you must have already lodged the power of attorney or other authority with the registry. If you have not previously lodged the power of attorney or other authority for notation, please attach a certified photocopy of the Power of Attorney or other authority 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. This form may also be signed by an authorised officer of the company. Please indicate the office held by signing in the appropriate place.

If a representative of a 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 or at [www.computershare.com](http://www.computershare.com).

## Lodgement of a Proxy

This Proxy Form (and any Power of Attorney or other authority under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at 10:00am on Thursday 10 November 2005. Any Proxy Form received after that time will not be valid for the scheduled meeting.

### Documents may be lodged using the reply paid envelope or:

IN PERSON	Registered Office - Level 5, 472 Pacific Highway, St Leonards NSW 2065, Australia, <a href="http://www.leighton.com.au">www.leighton.com.au</a> Share Registry - Computershare Investor Services Pty Limited, Level 3, 60 Carrington Street, Sydney NSW 2000 Australia
BY MAIL	Registered Office - Level 5, 472 Pacific Highway, St Leonards NSW 2065, Australia, <a href="http://www.leighton.com.au">www.leighton.com.au</a> Share Registry - Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 8060 Australia
BY FAX	61 3 9473 2118
BY WEB	<a href="http://www.computershare.com/au/proxy/lei">www.computershare.com/au/proxy/lei</a>