



Decmil Group Limited

DECMIL GROUP LIMITED

ACN 111 210 390

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10.00 am (WST)

DATE: 14 November 2012

PLACE: The Parmelia Hilton
14 Mill Street
Perth WA 6000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9368 8877.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00am on 14 November 2012 at:

The Parmelia Hilton
14 Mill Street
Perth WA 6000

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10.00am on 12 November 2012.

VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS – AGENDA ITEM

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2012 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2012."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR GILES EVERIST

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 11.3 of the Constitution and for all other purposes, Mr Giles Everist, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – ADOPTION OF PERFORMANCE RIGHTS PLAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to establish and maintain a performance rights plan (**Plan**) on the terms and conditions summarised in the accompanying Explanatory Memorandum and the grant of Performance Rights from time to time under the Plan as an exception to Listing Rule 7.1.”*

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any Director, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. However, the Company need not disregard a vote if it is cast by a person as a 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

5. RESOLUTION 4 – ISSUE OF PERFORMANCE RIGHTS TO MR SCOTT CRIDDLE

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

“That, subject to passing Resolution 3, and for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Directors to allot and issue Performance Rights to Mr Scott Criddle (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any Director, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. However, the Company need not disregard a vote if it is cast by a person as a 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

6. RESOLUTION 5 – REPLACEMENT OF CONSTITUTION

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

“That, for the purpose of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the Chairman of the Meeting for identification purposes.”

7. RESOLUTION 6 – INCREASE TO CAP ON NON EXECUTIVE DIRECTORS’ REMUNERATION

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of the Constitution, ASX Listing Rule 13.8 and for all other purposes, Shareholders approve the maximum total aggregate fixed sum per annum to be paid to Non Executive Directors be set at \$650,000 to be paid in accordance with the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a Director and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and

- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

DATED: 5 OCTOBER 2012

BY ORDER OF THE BOARD



**MS JUSTINE CAMPBELL
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. FINANCIAL STATEMENTS AND REPORTS – AGENDA ITEM

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2012 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.decmilgroup.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The Chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the previous financial year was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy

You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member).

You **do not** need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you **must** mark the ***acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.***

If you appoint any other person as your proxy

You **do not** need to direct your proxy how to vote on this Resolution, and you **do not** need to mark any further acknowledgement on the Proxy Form.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR GILES EVERIST

Clause 11.3 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 11.3 of the Constitution is eligible for re-election.

The Company currently has 5 Directors, of whom 1 is the Managing Director (Scott Criddle), leaving 4 Directors subject to clause 11.3 of the Constitution. The number closest to one third of four is one. Accordingly, one other Director must retire by rotation under clause 11.3 of the Constitution at the Annual General Meeting.

Messrs Giles Everist, Denis Criddle and Lee Verios have been longest in office since their last re-election on 22 November 2010. In accordance with the Constitution, Mr Giles Everist has been selected by lot to retire by rotation and seek re-election.

Mr Everist retires by rotation and seeks re-election.

Mr Everist was appointed as Non-Executive Director in December 2009 and Chairman in November 2011. He was formerly the Chief Financial Officer and Company Secretary of Monadelphous Group Limited between 2003 and 2009.

Giles has more than 18 years experience in the resources and engineering services industry. During his career he has held financial executive roles with Rio Tinto in the United Kingdom and Australia plus major design engineering group Fluor Australia.

4. RESOLUTION 3 – ADOPTION OF PERFORMANCE RIGHTS PLAN

4.1 General

At the AGM held by the Company on 30 November 2009, Shareholders approved the adoption of the Decmil Group Limited Performance Rights Plan (**Plan**) under which eligible participants may be granted Performance Rights to acquire Shares in the Company.

The Company is again seeking Shareholder approval for the Plan (which is on the same terms as approved by Shareholders at the annual general meeting in 2009 save for some minor technical amendments) in order to renew the Plan for the purposes of ASX Listing Rule 7.2(9) (as detailed below).

The objective of the Plan is to provide the Company with a remuneration mechanism, through the issue of securities in the capital of the Company, to motivate and reward the performance of full time or part-time employees or executive directors (and to the extent permitted by ASIC, a casual employee or contractor) (**Eligible Participants**) in achieving specified performance related vesting conditions within a defined period.

Non-Executive Directors are not eligible to participate in the Plan.

The Board will ensure that the vesting conditions attached to Performance Rights granted under the Plan are aligned with the successful growth of the Company's business activities.

4.2 ASX Listing Rules 7.1 and 7.2(9)

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

One of the exceptions to ASX Listing Rule 7.1 is Listing Rule 7.2 – Exception 9(b), which provides that ASX Listing Rule 7.1 does not apply to an issue under an employee incentive scheme if, within the 3 years before the date of issue, shareholders have approved the issue as an exception to ASX Listing Rule 7.1.

The effect of Resolution 3 will be to allow the Directors to grant Performance Rights under the Plan during the period of 3 years after the Meeting (or a longer period, if allowed by ASX), and to issue Shares to Eligible Participants if they achieve the vesting conditions of the Performance Rights, without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

In the case of a Director, no Performance Rights will be issued to the Director without separate Shareholder approval under ASX Listing Rule 10.14.

4.3 Information required by ASX Listing Rule 7.2(9)

A summary of the terms of the Plan is provided in Schedule 1 to this Explanatory Memorandum. A copy of the Plan will be made available to any Shareholder on request.

As at the date of the Explanatory Memorandum:

- (a) a total of 2,504,938 Performance Rights have been issued under the Plan; and
- (b) a total of 635,462 Shares have been issued on conversion of Performance Rights issued under the Plan.

5. RESOLUTION 4 – ISSUE OF PERFORMANCE RIGHTS TO MR SCOTT CRIDDLE

5.1 Background

The Company obtained Shareholder approval at its annual general meeting in November 2009 for the grant of performance rights to Mr Scott Criddle, the Chief Executive Officer, over a 3 year period, expiring in November 2012. Since that approval was obtained, Mr Criddle has been granted a total of 1,282,239 Performance Rights under the Plan as follows:

Date	Performance Rights Granted
30 November 2009	439,717
1 July 2010	378,049
1 July 2011	203,279
1 July 2012	261,194

PJ Kinder Consulting was engaged in August 2012 to advise the Board on remuneration for the CEO and CFO, as well as Board fees for the 2012/13 financial year.

Following consideration of that advice, and given the performance of the Company in the 2011/2012 financial year, the Board has agreed, subject to obtaining Shareholder approval under Resolution 4, to grant further

performance rights to Mr Scott Criddle (or his nominee) under the Plan over the next three years, on or around:

- (a) 1 October 2013 in respect of the 2012/2013 financial year;
- (b) 1 October 2014 in respect of the 2013/2014 financial year; and
- (c) 1 October 2015 in respect of the 2014/2015 financial year.

Resolution 4 is conditional on Shareholders approving the renewal of the Plan under Resolution 3.

Shareholders should note that, in addition to Performance Rights, the Board has recently decided that Mr Scott Criddle will be entitled to the following:

- (d) a short term incentive (**STI**) in cash of between 20% to 50% of his TFR in the 2012/2013 financial year. The STI is subject to satisfaction of net profit after tax (**NPAT**) performance hurdles as follows and, if earned, will be payable following release of the Company's 2012/2013 audited annual accounts:

NPAT 2012/2013	% of TFR as STI payment
<\$44m	0
\$44m	20%
>\$44m <\$49m	pro rata vesting between 25% - 50%
\$49m or more	50%

The Board reserved its right to impose alternative and/or additional criteria to the STI in respect of the 2012/2013 financial year.

- (e) a discretionary cash bonus of \$350,000 being in respect of the performance for the 2011/2012 financial year (payable in October 2012) and increase his annual fixed remuneration to \$850,000, backdated to 1 July 2012.

5.2 Shareholder Approval

Resolution 4 is being put to Shareholders to seek approval for the grant of Performance Rights to Mr Criddle over the next three years. Shareholder approval is required pursuant to ASX Listing Rule 10.14. The Board has considered the application of Chapter 2E of the Corporations Act and has resolved that the reasonable remuneration exception provided by Section 211 of the Corporations Act is relevant in the circumstances and accordingly, the Company will not seek approval for the issue of Performance Rights pursuant to Section 208 of the Corporations Act.

ASX Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity.

5.3 Grant and Vesting of Performance Rights

It is proposed that Mr Criddle be granted Performance Right based on 150% of his total fixed annual remuneration (**TFR**) for each of the financial years ending 30 June 2013, 2014 and 2015 (each a **Relevant Financial Year**).

The number of Performance Rights granted in respect of each of the Relevant Financial Years will be subject to the following performance measures:

- (a) two thirds of the Performance Rights are subject to earnings per share compound annual growth rate (**EPS CAGR**) performance and
- (b) one third of the Performance Rights are subject to total shareholder returns (**TSR**) performance relative to the other companies in the ASX 200, as detailed below.

These performance measures are mutually exclusive, meaning that if one measure is not met, there is still the ability to earn an incentive under the other measure.

The Performance Rights in respect of a Relevant Financial Year will vest in tranches between 2 and 4 years after the start of the Relevant Financial Year in respect of which they were granted, as follows.

Subject to the achievement of the performance hurdle, each Performance Right may be converted (on a one for one basis) into one Share.

If Mr Criddle resigns his employment, any unvested Performance Rights will lapse, unless the Board determines otherwise.

Performance Rights related to EPS CAGR Performance

- (a) For those Performance Rights subject to EPS CAGR performance, vesting will occur as set out in the table below:

EPS CAGR	% Performance Rights vesting
<6%	0
6%	25%
>6%, <24%	pro rata vesting between 25% - 100%
24% or more	100%

- (b) The Performance Rights granted in respect of a Relevant Financial year on the basis on the Company's EPS CAGR will vest in tranches, subject to satisfaction of EPS CAGR performance hurdles, as follows:
 - (i) 25% of the Performance Rights will vest on 1 October of the second financial year after the Relevant Financial Year, subject to satisfaction of the two year EPS CAGR performance hurdles;
 - (ii) a further 25% of the Performance Rights (plus, if the initial 25% of the Performance Rights did not vest above, those Performance

Rights) will vest on 1 October of the third financial year after the Relevant Financial Year, subject to satisfaction of the three year EPS CAGR performance hurdles;

- (iii) the remaining 50% of the Performance Rights (plus any of the Performance Rights that did not vest above) will vest on 1 October of the fourth financial year after the Relevant Financial Year, subject to satisfaction of the four year EPS CAGR performance hurdles; and
 - (iv) any Performance Rights that do not vest following the completion of the above will lapse.
- (c) Using 2012/13 as the first Relevant Financial Year as an example, assuming the VWAP Price to 30 June 2013 is \$3.00, Mr Criddle would be granted 425,000 Performance Rights on or around 1 October 2013, being 150% of \$850,000 divided by \$3.00.
- (i) Two third's, being 283,333 Performance Rights, would be subject to the EPS CAGR performance hurdles.
 - (ii) Assuming that in 2014/15 the two year EPS CAGR was 10%, 29,514 Performance Rights, being 41.667% of 25% of 283,333, would vest.
 - (iii) Assuming that in 2015/16 the three year EPS CAGR was 12%, 41,319 Performance Rights, being 50% of 50% of 283,333 less 29,514, would vest.
 - (iv) Assuming that in 2016/17 the four year EPS CAGR was 12%, 70,833 Performance Rights, being 50% of 50% of 283,333, would vest.
 - (v) 141,667 Performance Rights would then lapse.

Performance Rights related TSR Performance

- (a) For those Performance Rights subject to TSR performance, vesting will occur as set out in the table below:

TSR	% Performance Rights vesting
<50 th percentile	0
50 th percentile	50%
>50 th percentile, < 75 th percentile	pro rata vesting between 50% - 100%
75 th percentile or more	100%

- (b) The Performance Rights granted in respect of a Relevant Financial year on the basis of the Company's TSR will vest in tranches, subject to satisfaction of TSR performance hurdles, as follows:

- (i) 25% of the Performance Rights will vest on 1 October of the second financial year after the Relevant Financial Year, subject to satisfaction of the two year TSR performance hurdles;
 - (ii) a further 25% of the Performance Rights (plus, if the initial 25% of the Performance Rights did not vest above, those Performance Rights) will vest on 1 October of the third financial year after the Relevant Financial Year, subject to satisfaction of the three year TSR performance hurdles;
 - (iii) the remaining 50% of the Performance Rights (plus any of the Performance Rights that did not vest above) will vest on 1 October of the fourth financial year after the Relevant Financial Year, subject to satisfaction of the four year TSR performance hurdles; and
 - (iv) any Performance Rights that do not vest following the completion of the above will lapse.
- (c) As in 5.3 (c) above, using 2012/13 as the first Relevant Financial Year as an example, assuming the VWAP Price to 30 June 2013 is \$3.00, Mr Criddle would be granted 425,000 Performance Rights on or around 1 October 2013, being 150% of \$850,000 divided by \$3.00.
- (i) One third, being 141,667 Performance Rights, would be subject to the TSR performance hurdles.
 - (ii) Assuming that in 2014/15 the two year TSR performance was 50th percentile, 17,708 Performance Rights, being 50% of 25% of 141,667, would vest.
 - (iii) Assuming that in 2015/16 the three year TSR performance was 60th percentile, 31,875 Performance Rights, being 70% of 50% of 141,667 less 17,708, would vest.
 - (iv) Assuming that in 2016/17 the four year TSR performance was 60th percentile, 49,583 Performance Rights, being 70% of 50% of 141,667, would vest.
 - (v) 42,501 Performance Rights would then lapse.

5.4 Requirements of ASX Listing Rule 10.15A

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15A, the following information is provided in relation to the proposed issue of Performance Rights to Mr Criddle (or his nominee):

- (a) the related party is Mr Scott Criddle, and he is a related party of the Company by virtue of being a Director;
- (b) the maximum number of Performance Rights to be issued to Mr Criddle over the course of his employment will be determined in accordance with the calculation outlined in Section 5.3 above. However, for the purposes of ASX Listing Rule 10.15A.2, the Company advises that the

maximum number of Performance Rights to be issued to Mr Criddle over the course of three years shall not exceed 1,800,000, which assumes Mr Criddle has an average TFR for the 2012/2013 to 2014//2015 financial years (inclusive) of \$1,000,000, that 150% of Mr Criddle's TFR is granted as Performance Rights in respect of each of the Relevant Financial Years, that the average VWAP Price is at least \$2.50 per Share, and the EPS and TSR performance hurdles are met for all of the Performance Rights;

- (c) the Performance Rights will be issued for nil cash consideration and no consideration will be payable upon the vesting or conversion of the Performance Rights;
- (d) since the approval of the Plan on 30 November 2009, 1,021,045 Performance Rights have been issued to Directors or their associates (being Mr Scott Criddle) for nil consideration;
- (e) as at the date of this Notice of Annual General Meeting, the Directors and their associates who are entitled to participate in the Plan is Mr Scott Criddle;
- (f) details of any securities issued under the Plan and approved under ASX Listing Rule 10.14 will be published in each annual report of the Company relating to the period in which the securities have been issued. Any additional Director, associate of the Director, or a person whose relationship with the Company, Director or associate of the Director is such that approval should be obtained, who becomes entitled to participate in the Plan after Resolution 4 has been considered and who was not named in this Notice of Meeting will not be entitled to participate in the Plan until approval is obtained under ASX Listing Rule 10.14;
- (g) the Company will grant the Performance Rights to Mr Scott Criddle (or his nominee) on or around 1 October of 2013, 2014 and 2015, in accordance with clause 5.3 above;
- (h) Mr Scott Criddle declines to make a recommendation to Shareholders in relation to Resolution 4 due to his material personal interest in the outcome of the Resolution; and
- (i) the Board (other than Mr Scott Criddle recommends that Shareholders vote in favour of Resolution 4 for the following reasons:
 - (i) the grant of Performance Rights to Mr Scott Criddle, in particular, the vesting conditions of the Performance Rights, will align the interests of Mr Scott Criddle with those of Shareholders;
 - (ii) the grant of the Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Scott Criddle; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Performance Rights upon the terms proposed.

6. RESOLUTION 5 – REPLACEMENT OF CONSTITUTION

6.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 5 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and ASX Listing Rules.

This will incorporate amendments to the Corporations Act and ASX Listing Rules since the current Constitution was adopted in 2004.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. Many of the proposed changes are administrative or minor in nature including but not limited to:

- updating the name of the Company which has changed since the original Constitution was adopted in 2004;
- updating references to bodies or legislation which have been renamed (e.g. references to the Australian Settlement and Transfer Corporation Pty Ltd, ASTC Settlement Rule and ASTC Transfer; and
- expressly providing for statutory rights by mirroring these rights in provisions of the Proposed Constitution.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website www.decnilgroup.com.au and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (+61 8 9368 8877). Shareholders are invited to contact the Company if they have any queries or concerns.

6.2 Summary of material proposed changes

Minimum Shareholding (clause 3)

Clause 3 of the Constitution outlines how the Company can manage shareholdings which represent an "unmarketable parcel" of shares, being a shareholding that is less than \$500 based on the closing price of the Company's Shares on ASX as at the relevant time.

The Proposed Constitution is in line with the requirements for dealing with "unmarketable parcels" outlined in the Corporations Act such that where the

Company elects to undertake a sale of unmarketable parcels, the Company is only required to give one notice to holders of an unmarketable parcel to elect to retain their shareholding before the unmarketable parcel can be dealt with by the Company, saving time and administrative costs incurred by otherwise having to send out additional notices.

Clause 3 of the Proposed Constitution continues to outline in detail the process that the Company must follow for dealing with unmarketable parcels.

Fee for registration of off market transfers (clause 8.4(c))

On 24 January 2011, ASX amended ASX Listing Rule 8.14 with the effect that the Company may now charge a "reasonable fee" for registering paper-based transfers, sometimes referred to "off-market transfers".

Clause 8.4 of the Proposed Constitution is being made to enable the Company to charge a reasonable fee when it is required to register off-market transfers from Shareholders. The fee is intended to represent the cost incurred by the Company in upgrading its fraud detection practices specific to off-market transfers.

Before charging any fee, the Company is required to notify ASX of the fee to be charged and provide sufficient information to enable ASX to assess the reasonableness of the proposed amount.

Dividends (clause 21)

Section 254T of the Corporations Act was amended effective 28 June 2010.

There is now a three-tiered test that a company will need to satisfy before paying a dividend replacing the previous test that dividends may only be paid out of profits.

The amended requirements provide that a company must not pay a dividend unless:

- (a) the company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;
- (b) the payment of the dividend is fair and reasonable to the company's shareholders as a whole; and
- (c) the payment of the dividend does not materially prejudice the company's ability to pay its creditors.

The existing Constitution reflects the former profits test and restricts the dividends to be paid only out of the profits of the Company. The Proposed Constitution is updated to reflect the new requirements of the Corporations Act. The Directors consider it appropriate to update the Constitution for this amendment to allow more flexibility in the payment of dividends in the future should the Company be in a position to pay dividends.

7. RESOLUTION 6 – INCREASE TO CAP ON NON EXECUTIVE DIRECTORS' REMUNERATION

As noted above, PJ Kinder Consulting was engaged in August 2012 to advise the Board on remuneration for the CEO and CFO, as well as Board fees for the 2012/13 financial year. Part of that advice recommended an increase in the fees payable to the Company's non-executive Directors.

While the Board has decided not to increase the level of fees to non-executive Directors for the 2012/2013 financial year, the Board wishes to increase the maximum amount that may be paid in total to all non-executive Directors to allow for any future increases in fees and to allow scope for the Company to appoint further non-executive directors.

The Constitution requires that the total aggregate fixed sum per annum to be paid to the Directors (excluding remuneration of executive Directors) from time to time will not exceed the sum determined by the Shareholders in general meeting and the total aggregate fixed sum will be divided between the Directors as the Directors shall determine and, in default of agreement between them, then in equal shares.

Resolution 6 seeks Shareholder approval to increase the total aggregate fixed sum per annum to be paid to the Directors by \$150,000 from \$500,000 to \$650,000.

The total aggregate fixed sum per annum has been determined after reviewing similar companies listed on ASX and the Directors believe that this level of remuneration is in line with corporate remuneration of similar companies.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company means Decmil Group Limited (ACN 111 210 390).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Eligible Participant means:

- (a) any full time or part time employee or executive Director of a Group Company;
or
- (b) and to the extent permitted by ASIC, a casual employee or contractor of a Group Company,

who is declared by the Board to be eligible to receive grants of Performance Rights under the Plan.

Explanatory Statement means the explanatory statement accompanying the Notice.

Group Company means the Company, its Subsidiaries and any other related body corporate or associated body corporate of the Company.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Participant means a person who holds Performance Rights from time to time.

Performance Right means a performance right granted pursuant the Plan with the terms and conditions set out in Schedule 1.

Plan means the employee incentive scheme titled Decmil Group Limited Performance Rights Plan to be adopted pursuant to Resolution 1 as summarised in Schedule 1.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2012.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Subsidiary has the meaning given in section 9 of the Corporations Act.

TSR means total shareholder return, calculated using the VWAP Price.

TFR means total fixed annual remuneration, expressed as a \$ value, and comprises salary items, excluding performance pay (cash, Shares and Options) paid to an employee. It includes base salary, statutory superannuation, car package value, vehicle allowance, and general expenses.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF PLAN

The following is a summary of the key terms and conditions of the Plan to be adopted by Shareholders pursuant to Resolution 3:

- (a) The Plan is open to any full time or part time employee or executive director (and to the extent permitted by ASIC, a casual employee or contractor) of the Company (including its subsidiaries and any other related body corporate or associated body corporate of the Company) who is declared by the Board to be eligible to receive grants of Performance Rights under the Plan.
- (b) A Performance Right is an entitlement to a Share subject to satisfaction of achievement criteria and the corresponding obligation of the Company to provide the Share.
- (c) A Performance Right granted under the Plan will not vest until the vesting conditions imposed by the Board are satisfied. If the vesting conditions are not satisfied, the Performance Rights will lapse and the holder will have no entitlement to any Shares.
- (d) The Board may, at its absolute discretion and only where a participant continues to satisfy any relevant conditions imposed by the Board, grant Performance Rights to participants with effect from the date determined by the Board, upon the terms set out in the Plan and upon such additional terms and vesting conditions as the Board determines.
- (e) Unless the Board determines otherwise, participants will not be liable to make payment for Performance Rights granted to them.
- (f) Performance Rights are transferable only with consent of the Board.
- (g) The exercise of any vested Performance Right will be effected in the form and manner determined by the Board, and, if an amount is payable on vesting of the Performance Right, will be accompanied by payment of that amount, unless the manner of payment of that amount is otherwise provided for by the Board.
- (h) Subject to paragraph (i), a Performance Right will lapse upon the earlier to occur of:
 - (i) failure to satisfy the applicable vesting conditions;
 - (ii) the date specified by the Board as the expiry date;
 - (iii) the holder purporting to transfer the Performance Right otherwise than with the consent of the Board or by force of law;
 - (iv) the employment of the holder ceasing, where such a condition was imposed on the grant of the Performance Rights;
 - (v) in the opinion of the Board, the holder commits any fraudulent or dishonest act or is in breach of his or her obligations to the Company or its subsidiary; or
 - (vi) the seven year anniversary of the date of grant of the Performance Rights.

- (i) The Board may, in its absolute discretion, determine that all or a specified number of a holder's unvested Performance Rights vest despite the occurrence of an event stipulated in paragraph (h) above.
- (j) The Company must issue to or procure the transfer to the participant the number of Shares in respect of which vested Performance Rights are exercised, within a reasonable time after a Performance Right is exercised.
- (k) All Shares allotted under the Plan rank equally with other Shares on issue at the time those Shares are provided and carry the same rights and entitlements as those conferred by other Shares.
- (l) Shares issued on exercise of Performance Rights may be subject to restrictions on transfer, unless the participant requests that the Company waives those restrictions and that request is approved by the Company.
- (m) The Board may, in its absolute discretion, determine that all or a specified number of a holder's Performance Rights automatically vest in the event of:
 - (i) a takeover bid in respect of the Company under Chapter 6 of the Corporations Act is made;
 - (ii) a Court orders a meeting to be held in relation to a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies;
 - (iii) any person becomes bound or entitled to acquire shares in the Company under section 414 or Chapter 6A of the Corporations Act;
 - (iv) the Company passes a resolution for voluntary winding up; or
 - (v) an order is made for the compulsory winding up of the Company, andsuch a determination shall be notified to the holder in writing. If no determination is made or if the Board determines that some or all of a holder's Performance Rights do not vest, those Performance Rights shall automatically lapse.
- (n) If Shares are issued pro-rata to Shareholders generally by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment) involving capitalisation or reserves or distributable profits, the number of Performance Rights to which each holder is entitled, or any amount payable on vesting of the Performance Rights, or both as appropriate, will be adjusted in the manner determined by the Board to ensure that no advantage accrues to the holder as a result of the bonus issue and in any event in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the bonus issue.
- (o) In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the number of Performance Rights to which each Participant is entitled, or any amount payable on vesting of the Performance Rights, or both as appropriate, will be adjusted in the manner determined by the Board to ensure that no advantage or disadvantage accrues to the holder as a result of such corporate actions and in any event in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.

- (p) Subject to paragraphs (n) and (o), there are no participating rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights unless the vesting conditions have been satisfied and the relevant Shares have been issued prior to the records date for determining entitlements. However, the Company will give notice to the holders of any new issues of capital prior to the records date for determining entitlements.
- (q) The Board may at any time by resolution amend all or any of the provisions of the Plan, or the terms or conditions of any Performance Right granted under the Plan.
- (r) Without the consent of the participant, no amendment may be made to the terms of any granted Performance Right which reduces the rights of the participant in respect of that Performance Right, other than an amendment:
 - (i) for the purpose of complying with or conforming to present or future State or Commonwealth legislation governing or regulating the maintenance or operation of the Plan or like plans;
 - (ii) to correct any manifest error or mistake; or
 - (iii) to take into consideration possible adverse tax implications in respect of the Plan arising from, amongst others, adverse rulings from the Commissioner of Taxation, changes to tax legislation (including an official announcement by the Commonwealth of Australia) and/or change in the interpretation of tax legislation by a court of competent jurisdiction.
- (s) The Performance Rights do not give any entitlement to vote at a general meeting of Shareholders.



Decmil Group Limited

www.decmilgroup.com.au



Decmil Group Limited
ABN 35 111 210 390

000001 000 DCG
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Lodge your vote:



Online:
www.investorvote.com.au



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

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

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For all enquiries call:

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Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au



Cast your proxy vote



Access the annual report



Review and update your securityholding

Your secure access information is:

Control Number: 999999

SRN/HIN: 1999999999

PIN: 99999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 10:00am (WST) Monday 12 November 2012

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of Decmil Group Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Decmil Group Limited to be held at The Parmelia Hilton, 14 Mill Street, Perth WA 6000 on Wednesday, 14 November 2012 at 10:00am (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 3, 4 and 6 (except where I/we have indicated a different voting intention below) even though Items 1, 3, 4 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: For Item 6, this express authority is also subject to you marking the box in the section below.

If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1, 3, 4 and 6 by marking the appropriate box in step 2 below.

Important for Item 6: If the Chairman of the Meeting is your proxy and you have not directed the Chairman how to vote on Item 6 below, please mark the box in this section. If you do not mark this box and you have not otherwise directed your proxy how to vote on Item 6, the Chairman of the Meeting will not cast your votes on Item 6 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 6 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my/our proxy even if the Chairman has an interest in the outcome of Item 6 and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

STEP 2 Items of Business **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Director - Mr Giles Everist	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Adoption of Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Issue of Performance Rights to Mr Scott Criddle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Replacement of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Increase to cap on Non-Executive Directors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____