



DECMIL GROUP LIMITED

# Notice of Annual General Meeting

TIME: 10:00am (WST)  
DATE: 8 November 2018  
PLACE: Decmil Head Office  
Level 7, 20 Parkland Road  
Osborne Park WA 6017



*Celebrating*  
A PROVEN  
TRACK RECORD  
1978-2018

INFRASTRUCTURE  
RENEWABLES  
RESOURCES

Decmil Group Limited ABN 35 111 210 390 and Controlled Entities



# DECMIL GROUP LIMITED

ACN 111 210 390

---

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Decmil Group Limited (**Company**) will be held at Level 7, 20 Parkland Road, Osborne Park, Western Australia at 10.00am (WST) on 8 November 2018 (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

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 as Shareholders at 5.00pm (WST) on 6 November 2018.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 9.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on (08) 9368 8877.

## AGENDA

---

### Annual Report

To consider the annual report of the Company for the year ended 30 June 2018, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditors' Report.

---

### 1. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary 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 2018."*

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

#### Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any 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 (**voter**) described above may cast a vote on the 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 in writing that specifies the way the proxy

is to vote on the Resolution; or

- (b) the voter is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

---

## 2. Resolution 2 – Election of Mr Don Argent as Director

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

*"That, pursuant to and in accordance with Listing Rule 14.4, clause 13.4 of the Constitution and for all other purposes, Mr Don Argent, who was appointed as a Director on 1 March 2018, retires and being eligible, is elected as a Director."*

---

## 3. Resolution 3 – Election of Mr Dickie Dique as Director

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

*"That, pursuant to and in accordance with Listing Rule 14.4, clause 13.4 of the Constitution and for all other purposes, Mr Dickie Dique, who was appointed as a Director on 1 July 2018, retires and being eligible, is elected as a Director."*

---

## 4. Resolution 4 – Re-election of Mr Bill Healy as Director

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

*"That, pursuant to and in accordance with clause 13.2 of the Constitution and for all other purposes, Mr Bill Healy, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

---

## 5. Resolution 5 – Adoption of Incentive Plan Rules 2018

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

*"That, pursuant to and in accordance with Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to establish and maintain an incentive plan titled "Incentive Plan Rules 2018" (Plan) and for the issue of securities from time to time under the Plan as an exception to ASX Listing Rule 7.1."*

---

## 6. Resolution 6 – Issue of Performance Rights to Mr Scott Criddle

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

*"That, subject to Resolution 5 being passed, pursuant to and in accordance with Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of the Performance Rights to Mr Scott Criddle under the Plan, as set out in the Explanatory Memorandum."*

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by a Director (except a Director who is ineligible to participate in any employee incentive scheme in relation to

the Company) and any of their associates.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairperson 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.

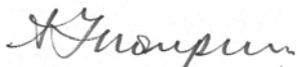
A vote on this Resolution must not be cast by a person appointed as a proxy where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

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

- (a) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the voter is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorizes the Chairperson to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Dated 28 September 2018

BY ORDER OF THE BOARD



Alison Thompson  
**Company Secretary**

## **EXPLANATORY MEMORANDUM**

---

### **1. Introduction**

This Explanatory Memorandum has been prepared for Shareholders in connection with the Meeting to be held at Level 7, 20 Parkland Road, Osborne Park, Western Australia on 8 November 2018 at 10.00am (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

---

### **2. Action to be taken by Shareholders**

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

#### **2.1 Proxies**

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the General meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 8.30am (WST) on 6 November 2018, being at least 48 hours before the Meeting.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

---

### **3. Annual Report**

In accordance with the Constitution and section 317(1) of the Corporations Act, the Annual Report must be laid before the Meeting. There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at [www.decmil.com](http://www.decmil.com);
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the meeting, written questions to the Chairperson about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies of the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

---

## **4. Resolution 1 – Adoption of Remuneration Report**

### **4.1 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 directors or the company.

The Company's Remuneration Report is included in the Directors' Report and is contained on pages 28 - 43 (inclusive) of the 2018 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company including service agreements and details of any share-based compensation.

### **4.2 Voting consequences**

Pursuant to the Corporations Act, 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 a 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 within 90 days of the second annual general meeting.

At the Company's 2017 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 Meeting.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

### **4.3 Voting**

Shareholders should note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice. In particular, the Directors and other Key Management Personnel may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chairperson and expressly authorises the Chairperson to exercise the proxy, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chairperson intends to use any such proxies to vote in favour of Resolution 1.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

---

## **5. Resolutions 2 & 3 – Election of Mr Don Argent and Mr Dickie Dique as Directors**

Clause 13.4 of the Constitution allows the Directors to appoint a person to fill a casual vacancy or as an addition to the existing Directors at any time, providing that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office until the next general meeting of members of the Company and is eligible for election at that meeting.

Mr Don Argent was appointed a Director on 1 March 2018 as an addition to the Board. Resolution 2 provides that he retires from office and seeks election as a Director.

Mr Dickie Dique was appointed a Director on 1 July 2018 as an addition to the Board. Resolution 3 provides that he retires from office and seeks election as a Director.

Details of the qualifications and experience of Mr Don Argent and Mr Dickie Dique are in the Annual Report.

Resolutions 2 and 3 are ordinary resolutions.

The Chairperson intends to exercise all available proxies in favour of Resolutions 2 and 3.

The Board (excluding Mr Don Argent) supports the election of Mr Don Argent and recommends that Shareholders vote in favour of Resolution 2.

The Board (excluding Mr Dickie Dique) supports the election of Mr Dickie Dique and recommends that Shareholders vote in favour of Resolution 3.

---

## **6. Resolution 4 – Re-election of Mr Bill Healy as Director**

Clause 13.2 of the Constitution requires one-third of all Directors, or, if their number is not a multiple of three, then the number nearest one-third (rounded up to the nearest whole number) to retire at each annual general meeting, 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.

A Director who retires under clause 13.2 of the Constitution is eligible for re-election.

Resolution 4 therefore provides that Mr Bill Healy retires by rotation and seeks re-election as a Director.

Details of the qualifications and experience of Mr Bill Healy are in the Annual Report.

Resolution 4 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 4.

The Board (excluding Mr Bill Healy) supports the re-election of Mr Bill Healy and recommends that Shareholders vote in favour of Resolution 4.

---

## **7. Resolution 5 – Adoption of Incentive Plan 2018**

Resolution 5 seeks Shareholder approval for the adoption of the incentive plan titled "Incentive Plan Rules 2018" (**Plan**) in accordance with ASX Listing Rule 7.2 (Exception 9(b)).

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.

ASX Listing Rule 7.2 (Exception 9(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

At the 2015 Annual General Meeting, Shareholders approved the adoption of the Incentive Plan Rules 2015 under which eligible participants could be granted incentive securities subject to satisfaction of various vesting conditions.

The Incentive Plan Rules 2018 are substantially the same as the Incentive Plan 2015 other than the ability for participants to the Incentive Plan Rules 2018 to nominate an associate to receive incentives on their behalf.

The Company seeks Shareholder approval for the adoption of the Plan in order to renew the approval obtained pursuant to ASX Listing Rule 7.2 (exception 9(b)).

If Resolution 5 is passed, the Company will be able to issue incentive securities under the Plan to Eligible Employees for a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

The Plan is a broad-based plan that permits the Board to issue Incentive Securities to Eligible Employees. 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, reward and retain Eligible Employees in the course of their employment with the Company. The Board is able to set performance hurdles as part of the Incentive Securities to further align Eligible Employee's interests with that of Shareholders.

In the case of a Director, no securities will be issued pursuant to the Plan without separate prior Shareholder approval under ASX Listing Rule 10.14.

A summary of the key terms and conditions of the Plan is set out in Schedule 1. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. Shareholders are invited to contact the Company if they have any queries or concerns.

Since approval of the Incentive Plan Rules 2015 at the 2015 Annual General Meeting:

- (a) 10,064,010 Performance Rights have been issued to senior executives;
- (b) 617,682 Shares have been issued on vesting of Performance Rights issued since the 2015 Annual General Meeting;
- (c) 3,297,500 Shares have been issued into an Employee Share Trust and will vest to employees after two years of continuous employment from the date of grant;
- (d) 2,500,000 Restricted Shares were issued to the CEO as a one-off retention award pursuant to Resolution 6 of the 2015 Annual General Meeting; and
- (e) 464,704 Shares have been issued under our broad based employee share scheme.

---

## **8. Resolution 6 – Issue of Performance Rights to Mr Scott Criddle**

### **8.1 General**

Subject to Shareholder approval of Resolution 5, Resolution 6 seeks approval under Listing Rule 10.14 to issue Performance Rights to Mr Scott Criddle in FY20, FY21 and FY22 (each an Award Year) under the Plan. If Resolution 5 is not approved at

the Meeting, Resolution 6 will not be put to the Meeting.

The total value of the proposed grant to Mr Scott Criddle in each Award Year will be capped at the same value that was approved at the 2015 Annual General Meeting being \$1,285,500, based on 150% of Mr Scott Criddle's total fixed remuneration (LTI Grant Value).

The actual number of Performance Rights proposed to be granted for each Award Year will be calculated by dividing the LTI Grant Value by the volume weighted average price of the Company's Shares traded on the ASX over the 60 trading days prior to 30 June of the preceding the Award Year.

Each Performance Right is a right to acquire one Share in the Company (or an equivalent cash amount if determined by the Board) upon vesting, subject to the achievement of the performance conditions set out below.

Performance Rights do not carry any dividend or voting rights and are non-transferable, except in limited circumstances or with the consent of the Board.

If Shareholder approval is obtained, the Performance Rights will be granted to Mr Scott Criddle over the next 3 years on or around:

- (a) 1 September 2019 in respect of FY20;
- (b) 1 September 2020 in respect of FY21; and
- (c) 1 September 2021 in respect of FY22.

The performance rights are subject to the following vesting conditions:

- 20% of performance rights are subject to continuous service of employment. This portion will vest at 100% three years after the financial year of which the grant of the performance rights are made;
- 40% of performance rights are subject to EPS CAGR performance; and
- 40% of performance rights are subject to absolute TSR performance.

In relation to the performance rights subject to the EPS CAGR and TSR, the following vesting tranches will apply:

<b>Years after the Performance Rights grant are made</b>	<b>% of Performance Rights Eligible for Vesting</b>
2	25%
3	25%
4	50%

For performance rights subject to EPS CAGR performance, vesting will occur as follows:

<b>EPS CAGR - Measured from the year that the Performance Rights are granted</b>	<b>% Performance Rights that Vest</b>
<6%	0%
6%	25%
>6% <8%	Pro-rata vesting between 25%-100%
>8%	100%

For performance rights subject to TSR performance, vesting will occur as follows:

<b>Absolute TSR - Measured from the year that the Performance Rights are granted</b>	<b>% Performance Rights that Vest</b>
< 7%	0%
7%	50%
>7% <11%	Pro-rata vesting between 50%-100%
>11%	100%

Performance Rights will be tested following the announcements of the Company's full-year results, which is typically around August each year.

Any Performance Rights that do not vest, following testing at the end of the Performance Period in respect of each Tranche, will rollover for re-assessment to the next available testing date. Unvested Performance Rights will lapse after the final vesting date.

Resolution 6 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 6.

## **8.2 Director Recommendation**

The Board (excluding Mr Scott Criddle) recommends that Shareholders vote in favour of Resolution 6.

## **8.3 Section 208 of Corporations Act**

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

Mr Scott Criddle is a Director and therefore a related party of the Company. The issue of the Performance Rights constitutes giving a financial benefit for the purposes of section 208 of the Corporations Act.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of the Performance Rights to Mr Scott Criddle, as the Performance Rights are considered to be reasonable remuneration for the purposes of the exception in section 211 of the Corporations Act. However, Shareholder approval is sought under Listing Rule 10.14.

## **8.4 Listing Rule 10.14**

In accordance with Listing Rule 10.14, the Company must not permit a Director and any of his or her associates to acquire securities under an employee incentive scheme unless it obtains shareholder approval.

Pursuant to Listing Rule 7.2, exception 14, the effect of passing Resolution 6 will be to allow the Company to issue the Performance Rights to Mr Scott Criddle (and/or his nominees) without using up the Company's 15% placement capacity under Listing Rule 7.1.

## **8.5 Specific Information required by Listing Rule 10.15A**

In accordance with Listing Rule 10.15A, information must be provided to Shareholders for the purposes of obtaining Shareholder approval as follows:

- (a) The Performance Rights will be granted to Mr Scott Criddle.
- (b) The maximum value of Performance Rights to be granted to Mr Scott Criddle for FY20, FY21 and FY22 is \$1,285,500. This is the same value that was approved at the 2015 Annual General Meeting.

- (c) The Performance Rights will be issued for nil consideration and the exercise price of the Performance Rights will be nil consideration.
- (d) No other persons referred to in Listing Rule 10.14 have been issued securities under the Plan.
- (e) Mr Scott Criddle is the only person referred to in Listing Rule 10.14 who is eligible to participate in the Plan.
- (f) A voting exclusion statement is included in this Notice for Resolution 6.
- (g) No loan will be made to Mr Scott Criddle in relation to the acquisition of Performance Rights or Shares under the Plan.
- (h) Details of any securities issued under the Plan will be published in each annual report of the Company relating to a period in which securities have been issued under the Plan, with a statement that approval for the issue of securities was obtained under Listing Rule 10.14.
- (i) Any additional persons (to whom Listing Rule 10.14 applies) who become entitled to participate in the Plan after approval of this Resolution and who are not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.
- (j) The Company will grant the Performance Rights no later than 3 years after the date of the Meeting.

---

## 9. Definitions

**\$** or **A\$** means Australian dollars, being the lawful currency of Australia.

**ASIC** means the Australian Securities and Investments Commission.

**Associates** has the meaning given in section 9 of the Corporations Act.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

**Auditor's Report** means the auditor's report on the Financial Report.

**Board** means the board of Directors.

**Chairperson** means the person appointed to chair the Meeting.

**Closely Related Party** has the meaning given in section 9 of the Corporations Act.

**Company** or **Decmil Group** means Decmil Group Limited ACN 111 210 390.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Directors' Report** means the annual directors' report (prepared under chapter 2M of the Corporations Act) for the Company.

**Eligible Employee** means an employee of the Company (including a Director employed in an executive capacity) or any other person who is declared by the Board to be eligible to receive a grant of Incentive Securities under the Plan.

**Explanatory Memorandum** means the explanatory memorandum attached to the Notice.

**Financial Report** means the annual financial report (prepared under chapter 2M of the Corporations Act) of the Company.

**Incentive Securities** means one or more of Performance Rights, options or Restricted Shares that may be issued under the Plan.

**Listing Rules** means the listing rules of ASX.

**Key Management Personnel** has the same meaning given in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Meeting** has the meaning in the introductory paragraph of the Notice.

**Notice** means this notice of meeting.

**Performance Right** means a performance right that is issued pursuant to the 2009 Performance Rights Plan, 2012 Performance Rights Plan, Incentive Plan 2015 or the Plan.

**Plan** means the employee incentive plan titled Incentive Plan Rules 2018 to be adopted pursuant to Resolution 5 as summarised in Schedule 1.

**Proxy Form** means the proxy form attached to the Notice.

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**Resolution** means a resolution contained in this Notice.

**Restricted Rights** means rights that vest into Shares upon satisfaction of certain vesting criteria that are proposed to be issued pursuant to Resolution 5.

**Section** means a section contained in this Explanatory Memorandum.

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

**Shareholder** means a holder of a Share.

**WST** means Western Standard Time, being the time in Perth, Western Australia.

In this Notice, words importing the singular include the plural and vice versa.

---

## SCHEDULE 1 – SUMMARY OF INCENTIVE PLAN 2018

---

The key terms of the Incentive Plan Rules 2018 are as follows:

- (a) **Eligibility:** Participants of the Plan are employees of the Group including a Director employed in an executive capacity, or any other person who is declared by the Board to be eligible to receive a grant of incentive securities under the Plan (**Participants**). Eligible Employees may nominate an associate to be granted Incentive Securities on their behalf.
- (b) **Administration of Plan:** The Board is responsible for the operation of the Plan and has a broad discretion in exercising powers under the Plan.
- (c) **Securities that can be issued:** The Board may resolve to issue any one or more of:
- (i) performance rights;
  - (ii) options, and
  - (iii) restricted shares,
- (collectively, referred to as **Incentive Securities**),
- under the terms of the Plan and/or any additional or alternate terms as the Board determines and as set out in the offer to the Participant.
- (d) **Offer:** The Board may make an offer to a Participant to participate in the Plan. The offer will contain information including:
- (i) the type and number of Incentive Securities being offered;
  - (ii) the issue price for the Incentive Securities (**Issue Price**) or the manner in which the Issue Price is to be calculated;
  - (iii) any vesting conditions and vesting period applying to the Incentive Securities;
  - (iv) the circumstances in which the Incentive Securities will lapse and the circumstances in which they may be forfeited;
  - (v) how the Incentive Securities may be treated in the event that the Participant ceases employment with the Group;
  - (vi) any restrictions on dealings with the Incentive Securities;
  - (vii) any circumstances in which a Participant's entitlement to Incentive Securities may be reduced or extinguished;
  - (viii) how the offer is to be accepted; and
  - (ix) specify any other terms and conditions attaching to the Incentive Securities.
- (e) **Issue Price:** the Issue Price of the Incentive Securities issued under the Plan shall be determined by the Board in its absolute discretion.

- (f) **Plan limit:** The Company must take reasonable steps to ensure that the number of Incentive Securities offered by the Company under the Plan when aggregated with:
- (i) the number of Incentive Securities issued during the previous 3 years under the Plan (or any other employee share plan extended only to Eligible Employees); and
  - (ii) the number of securities in the Company that would be issued if each outstanding offer for securities (including options to acquire unissued Shares) under any employee incentive scheme of the Company were to be exercised or accepted,

does not exceed 5% of the total number of Shares on issue at the time of an offer (but disregarding any offer of Shares or option to acquire Shares that can be disregarded in accordance with relevant ASIC Class Orders).

- (g) **Preventing Inappropriate Benefits:** The Board may determine that any Incentive Security (whether vested or unvested) will lapse or be forfeited (as the case may be) and/or the Participant be required to pay or repay proceeds for sale of Incentive Securities, if the Participant acted fraudulently or dishonestly, engaged in gross misconduct, done an act which has brought the Group into disrepute, breached their duties or obligations to the Group or is convicted of an offence or has a judgement entered against them in connection with the affairs of the Group.
- (h) **Restriction on transfer:** Participants may not sell or otherwise deal with an Incentive Security until any restriction conditions in relation to the Shares have been satisfied or waived. The Company is authorised to impose a holding lock on the Shares to implement this restriction.
- (i) **Dividends and Other Rights of Shares:** Subject to the terms of any trust deed or Offer, a Participant is entitled to receive all dividends and other distributions or benefits payable to the Participant or to the Trustee in respect of the Shares.
- (j) **Rights attaching to Shares:** Each Share that is issued on exercise of an Option or vesting of a Performance Right shall be issued on the same terms from the issue date except for entitlements and conditions as the Company's issued Shares (other than in respect to transfer restrictions imposed by the Plan) and it will rank equally with all other issued Shares which have a record date before the issue date.
- (k) **Cessation of Employment:** The Board may specify in the Offer how the Incentive Securities will be treated on the cessation of employment which may include the Incentive Securities lapsing, being forfeited, vesting, becoming exercisable for a prescribed term or being no longer subject to some of the restrictions.
- (l) **Change of Control of the Company:** Where there is a takeover bid for the Shares in the Company or another transaction, event or state of affairs that in the Board's opinion is likely to result in a change in the control of the Company (**Change of Control**), the Board may determine in its absolute discretion that a Participant's unvested Incentive Securities vest or become unrestricted. Unless the Board determines otherwise, any unvested options will be exercisable for a period specified by the Board and otherwise will lapse and any restrictions imposed on vested Incentive Securities will cease to have effect.
- (m) **Reorganisation and Power to Adjust Incentive Securities:** If at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction

of capital or return), all rights of a holder of an Incentive Security are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of reorganisation. Subject to applicable laws, prior to allocation of Shares to a Participant upon vesting of Performance Rights or exercise of Options, the Board may grant additional Rights or Options or make any adjustments it considers appropriate to the terms of a Right and/or Option granted to that Participant in order to minimise or eliminate any material advantage or disadvantage to a Participant resulting from a corporate action by, or capital reconstruction in relation to, the Company including but not limited to any return of capital.

- (n) **Amendment of Plan:** the Board may at any time by resolution amend the terms or conditions of any Incentive Security or suspend or terminate the Plan. Without the consent of the Participant, the Board may not exercise its powers in a manner which reduces the rights of a Participant in respect of any Incentive Security already granted other than an amendment:
- (i) for the purposes of complying with or confirming to present or future laws governing or regulating the maintenance or operation of the plan or similar plans, in any jurisdiction in which invitations under the Plan have been made;
  - (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 ruling from the Commissioner of Taxation, changes to tax legislation and/or changes in the interpretation of tax legislation by a court of competent jurisdiction or the Commissioner of Taxation.

The Board may waive, amend or replace any vesting condition attaching to an Incentive Security if the Board determines that the original vesting condition is no longer appropriate or applicable provided that the interests of the relevant Participant are not, in the opinion of the Board, materially prejudiced or disadvantaged relative to the position reasonably anticipated at the time of the grant.

## Lodge your vote:

 **Online:**  
[www.investorvote.com.au](http://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

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

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

## Proxy Form

XX



### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



### Your access information that you will need to vote:

**Control Number: 999999**

**SRN/HIN: I9999999999 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) Tuesday, 6 November 2018**

### 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 or abstain as they choose (to the extent permitted by law). 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](http://www.investorcentre.com) under the help tab, "Printable 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

I ND

# 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 Head Office, Level 7, 20 Parkland Road, Osborne Park, Western Australia on Thursday, 8 November 2018 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 Resolutions 1, 5 and 6 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** 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 Resolutions 1, 5 and 6 by marking the appropriate box in step 2 below.

## 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	Election of Mr Don Argent as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mr Dickie Dique as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Mr Bill Healy as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Adoption of Incentive Plan Rules 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Performance Rights to Mr Scott Criddle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /